EVOLUTION PETROLEUM CORP
Form 10-K
September 13, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K

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

For the fiscal year ended June 30, 2011

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

For the transition period from to

Commission File Number 001-32942

EVOLUTION PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

Nevada	**41-1781991**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2500 CityWest Blvd., Suite 1300, Houston, Texas 77042

(Address of principal executive offices and zip code)

(713) 935-0122

(Registrant s telephone number, including area code)

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

Title of Each Class	Name of Each Exchange On Which Registered
Common Stock, $0.001 par value	NYSE Amex
8.5% Series A Cumulative Preferred Stock, $0.001 par value	NYSE Amex

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

None

(Title of Class)

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

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: o No: x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes: x No: o

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: o No: o

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

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 definition of large accelerated filer , accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer o	Smaller reporting company x

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates on December 31, 2010, the last business day of the registrant s most recently completed second fiscal quarter, based on the closing price on that date of $6.52 on the NYSE Amex was $110,018,265.

The number of shares outstanding of the registrant s common stock, par value $0.001, as of September 12, 2011, was 27,441,674.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the proxy statement related to the registrant s 2011 Annual Meeting of Stockholders to be filed within 120 days of the end of the fiscal year covered by this report are incorporated by reference into Part III of this report.

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EVOLUTION PETROLEUM CORPORATION AND SUBSIDIARIES

2011 ANNUAL REPORT ON FORM 10-K

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This Form 10-K and the information referenced herein contain forward-looking statements within the meaning of the Private Securities Litigations Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. The words plan, expect, project, estimate, assume, believe, anticipate, intend, budget, forecast, predict and other similar expressions are intended to identify forward-looking statements. These statements appear in a number of places and include statements regarding our plans, beliefs or current expectations, including the plans, beliefs and expectations of our officers and directors. When considering any forward-looking statement, you should keep in mind the risk factors that could cause our actual results to differ materially from those contained in any forward-looking statement. Important factors that could cause actual results to differ materially from those in the forward-looking statements herein include the timing and extent of changes in commodity prices for oil and natural gas, operating risks and other risk factors as described in our Annual Report on Form 10-K as filed with the Securities and Exchange Commission. Furthermore, the assumptions that support our forward-looking statements are based upon information that is currently available and is subject to change. We specifically disclaim all responsibility to publicly update any information contained in a forward-looking statement or any forward-looking statement in its entirety and therefore disclaim any resulting liability for potentially related damages. All forward-looking statements attributable to Evolution Petroleum Corporation are expressly qualified in their entirety by this cautionary statement.

We use the terms, EPM, Company, we, us and our to refer to Evolution Petroleum Corporation.

GLOSSARY OF SELECTED PETROLEUM TERMS

The following abbreviations and definitions are terms commonly used in the crude oil and natural gas industry and throughout this form 10-K:

BBL. A standard measure of volume for crude oil and liquid petroleum products; one barrel equals 42 U.S. gallons.

BCF. Billion Cubic Feet of natural gas at standard temperature and pressure.

BOE. Barrels of oil equivalent. BOE is calculated by converting 6 MCF of natural gas to 1 BBL of oil.

BTU or British Thermal Unit. The standard unit of measure of energy equal to the amount of heat required to raise the temperature of one pound of water 1 degree Fahrenheit. One Bbl of crude is typically 5.8 MMBTU, and one standard MCF is typically one MMBTU.

CO_2. Carbon dioxide, a gas that can be found in naturally occurring reservoirs, typically associated with ancient volcanoes, and also is a major byproduct from manufacturing and power production also utilized in enhanced oil recovery through injection into an oil reservoir.

Developed Reserves. Reserves of any category that can be expected to be recovered (i) through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and (ii) through

installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

EOR. Enhanced Oil Recovery projects involve injection of heat, miscible or immiscible gas, or chemicals into oil reservoirs, typically following full primary and secondary waterflood recovery efforts, in order to gain incremental recovery of oil from the reservoir.

Field . An area consisting of a single reservoir or multiple reservoirs all grouped on or related to the same individual geologic structural feature and/or stratigraphic feature. *

Farmout. Sale or transfer of all or part of the operating rights from the working interest owner (the assignor or farm-out party), to an assignee (the farm-in party) who assumes all or some of the burden of development, in return for an interest in the property. The assignor may retain an overriding royalty or any other type of interest. For Federal tax purposes, a farm-out may be structured as a sale or lease, depending on the specific rights and carved out interests retained by the assignor.

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Gross Acres or Gross Wells. The total acres or number of wells participated in, regardless of the amount of working interest owned.

Horizontal Drilling Involves drilling horizontally out from a vertical well bore, thereby potentially increasing the area and reach of the well bore that is in contact with the reservoir.

Hydraulic Fracturing Involves pumping a fluid with or without particulates into a formation at high pressure, thereby creating fractures in the rock and leaving the particulates in the fractures to ensure that the fractures remain open, thereby potentially increasing the ability of the reservoir to produce oil or gas.

LOE. Means lease operating expense(s), a current period expense incurred to operate a well.

MBOE. One thousand barrels of oil equivalent.

MCF. One thousand cubic feet of natural gas at standard conditions, being approximately sea level pressure and 60 degrees Fahrenheit temperature. Standard pressure in the state of Louisiana is deemed to be 15.025 psi by regulation, but varies in other states.

MMBTU. One million British thermal units.

MMCF. One million cubic feet of natural gas at standard temperature and pressure.

Mineral Royalty Interest. A royalty interest that is retained by the owner of the minerals underlying a lease. See Royalty Interest .

Net Acres or Net Wells. The sum of the fractional working interests owned in gross acres or gross wells.

NGL. Natural gas liquids, being the combination of ethane, propane, butane and natural gasolines that can be removed from natural gas through processing, typically through refrigeration plants that utilize low temperatures, or through J-T plants that utilize compression, temperature reduction and expansion to a lower pressure.

NYMEX. New York Mercantile Exchange.

Operator. An oil and gas joint venture participant that manages the joint venture, pays venture costs and bills the venture s non-operators for their share of venture costs. The operator is also responsible to market all oil and gas production, except for those non-operators who take their production in-kind.

Overriding Royalty Interest or ORRI. A royalty interest that is created out of the operating or working interest. Unlike a royalty interest, an overriding royalty interest terminates with the operating interest from which it was created or carved out of. See Royalty Interest .

Permeability. The measure of ease with which a fluid can move through a reservoir. The unit of measure is a darcy, or any metric derivation thereof, such as a millidarcy, where one darcy equals 1,000 millidarcys. Extremely low permeability of 10 millidarcys, or less, are often associated with source rocks, such as shale, making extraction of hydrocarbons more difficult, than say sandstone traps, where permeability can be one to two darcys or more.

Porosity. (of sand or sandstone). The relative volume of the pore space (or open area) compared to the total bulk volume of the reservoir, stated in percent. Higher porosity rocks provide more storage space for hydrocarbon accumulations than lower porosity rocks in a given cubic volume of reservoir.

Probable Developed Producing Reserves. Probable Reserves that are Developed and Producing. *

Probable Reserves. Additional reserves that are less certain to be recovered than Proved Reserves but which, together with Proved Reserves, are as likely as not to be recovered. *

Producing Reserves. Any category of reserves that have been developed and production has been initiated. *

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Proved Developed Reserves. Proved Reserves that can be expected to be recovered (i) through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and (ii) through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.

Proved Developed Nonproducing Reserves (PDNP). Proved Reserves that have been developed and no material amount of capital expenditures are required to bring on production, but production has not yet been initiated due to timing, markets, or lack of third party completed connection to a gas sales pipeline. *

Proved Developed Producing Reserves (PDP). Proved Reserves that have been developed and production has been initiated. *

Proved Reserves. Estimated quantities of crude oil, natural gas, and natural gas liquids which geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic, operating methods, and government regulations prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time. *

Proved Undeveloped Reserves (PUD). Proved Reserves that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion. *

(i) Reserves on undrilled acreage shall be limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances.

(ii) Undrilled locations can be classified as having undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances, justify a longer time.

(iii) Under no circumstances shall estimates for undeveloped reserves be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir or by other evidence using reliable technology establishing reasonable certainty.

PSI, or pounds per square inch, a measure of pressure. Pressure is typically measured as psig , or the pressure in excess of standard atmospheric pressure.

Present Value. When used with respect to oil and gas reserves, present value means the estimated future net revenues computed by applying current prices of oil and gas reserves (with consideration of price changes only to the extent provided by contractual arrangements) to estimated 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 and assuming continuation of existing economic conditions.

Productive Well. A well that is producing oil or gas or that is capable of production.

PV-10. Means the present value, discounted at 10% per annum, of future net revenues (estimated future gross revenues less estimated future costs of production, development, and asset retirement costs) associated with reserves and is not necessarily the same as market value. PV-10 does not include estimated future income taxes. Unless otherwise noted, PV-10 is calculated using the pricing scheme as required by the Securities and Exchange Commission (SEC). PV-10 of proved reserves is calculated the same as the standardized measure of discounted future net cash flows, except that the standardized measure of discounted future net cash flows includes future estimated income taxes discounted at 10% per annum. See the definition of standardized measure of discounted future net cash flows.

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Royalty or Royalty Interest. 1) The mineral owner s share of oil or gas production (typically between 1/8 and 1/4), free of costs, but subject to severance taxes unless the lessor is a government. In certain circumstances, the royalty owner bears a proportionate share of the costs of making the natural gas saleable, such as processing, compression and gathering. 2) When a royalty interest is coterminous with and carved out of an operating or working interest, it is an Overriding Royalty Interest, which also may generically be referred to as a Royalty.

Shut-in Well. A well that is not on production, but has not yet been plugged and abandoned. Wells may be shut-in in anticipation of future utility as a producing well, plugging and abandonment or other use.

Standardized Measure. The standardized measure of discounted future net cash flows (the Standardized Measure) is an estimate of future net cash flows associated with proved reserves, discounted at 10% per annum. Future net cash flows is calculated by reducing future net revenues by estimated future income tax expenses and discounting at 10% per annum. The Standardized Measure and the PV-10 of proved reserves is calculated in the same exact fashion, except that the Standardized Measure includes future estimated income taxes discounted at 10% per annum. The Standardized Measure is in accordance with accounting standards generally accepted in the United States of America (GAAP).

Undeveloped Reserves. Reserves of any category that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion. *

Working Interest. The interest in the oil and gas in place which is burdened with the cost of development and operation of the property. Also called the operating interest.

Workover. A remedial operation on a completed well to restore, maintain or improve the well s production.

* This definition may be an abbreviated version of the complete definition as defined by the SEC in Rule 4-10(a) of Regulation S-X.

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Item 1. Business

General

The terms we, us, our, our Company and EPM refer to Evolution Petroleum Corporation, a Nevada corporation formerly known as Natural G Systems, Inc. (Nevada, NGS), and, unless the context indicates otherwise, also includes our wholly-owned subsidiaries. Natural Gas Systems, Inc. (Delaware, Old NGS), a private Delaware corporation formed in September 2003 was subsequently merged into NGS.

Our petroleum operations began in September of 2003. We acquire known crude oil and natural gas resources and exploit them through the application of conventional and specialized technology, with the objective of increasing production, ultimate recoveries, or both.

Our team is broadly experienced in oil and gas operations, development, acquisitions and financing. We follow a strategy of outsourcing most of our property accounting, human resources, administrative and non-core functions.

Our principal executive offices are located at 2500 City West Blvd, Suite 1300, Houston, Texas 77042, and our telephone number is (713) 935-0122. We maintain a website at www.evolutionpetroleum.com, but information contained on our website does not constitute part of this document.

Our stock is traded on the NYSE Amex under the ticker symbol EPM . Prior to July 17, 2006, our stock was quoted on the OTC Bulletin Board under the symbol NGSY.OB . Prior to May 26, 2004, our stock was quoted on the OTC Bulletin Board under the symbol RLYI.OB .

At June 30, 2011, we had eleven full-time employees, not including contract personnel and outsourced service providers.

Corporate History of Reverse Merger

Reality Interactive, Inc. (Reality), a Nevada corporation that previously traded on the OTC Bulletin Board under the symbol RLYI.OB and the predecessor of Evolution Petroleum Corporation, was incorporated on May 24, 1994, for the purpose of developing technology-based knowledge solutions for the industrial marketplace. On April 30, 1999, Reality ceased business operations, sold substantially all of its assets and terminated all of its employees. Subsequent to ceasing operations, Reality explored other potential business opportunities to acquire or merge with another entity while continuing to file reports with the Securities and Exchange Commission (SEC).

On May 26, 2004, Old NGS merged into a wholly owned subsidiary of Reality. Reality was thereafter renamed Natural Gas Systems, Inc. (NGS) and adopted a June 30 fiscal year end. As part of the merger, the officers and directors of Reality resigned, the officers and directors of Old NGS became the officers and directors of NGS, and the crude oil and natural gas business of Old NGS became that of NGS. Concurrently with the listing of NGS shares on the NYSE Amex (formerly the American Stock Exchange) during July 2006, NGS was renamed Evolution Petroleum Corporation to avoid confusion with similar names traded on the NYSE Amex and to better reflect our business model.

All regulatory filings and other historical information prior to May 26, 2004 that applied to Reality continue to apply to EPM after the merger.

Business Strategy

We are a petroleum company engaged primarily in the acquisition, exploitation and development of properties for the production of crude oil and natural gas, onshore in the United States. We acquire known, underdeveloped oil and natural gas resources and exploit them through the application of capital, sound engineering and modern technology to increase production, ultimate recoveries, or both.

We are focused on increasing underlying asset values on a per share basis. In doing so, we depend on a conservative capital structure, allowing us to maintain control of our assets for the benefit of our shareholders, including approximately 20% beneficially owned by all of our employees.

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Our strategy is intended to generate scalable, low unit cost, development and re-development opportunities that minimize or eliminate exploration risks. These opportunities involve the application of modern technology, our own proprietary technology and our specific expertise in overlooked areas of the United States.

The assets we exploit currently fit into three types of project opportunities:

- Enhanced Oil Recovery (EOR),
- Bypassed Primary Resources, and
- Unconventional Shale Gas Development.

Our active projects in these categories are:

Enhanced Oil Recovery

Delhi Field Louisiana

Our mineral interests in the Delhi Holt Bryant Unit in the Delhi Field, located in Northeast Louisiana, are currently our most significant asset. The Unit has had a prolific production history totaling approximately 190 million barrels of oil through primary and secondary recovery operations since its discovery in the mid 1940s. At the time of our $2.8 million purchase in 2003, the Unit had minimal production.

The Unit is currently being redeveloped as an EOR project utilizing CO_2 flood technology following our farmout to a subsidiary of Denbury Resources, Inc. in 2006. Current estimates of gross proved and probable reserves by our independent reservoir engineer total 68 million barrels of additional recovery from the flooding operation, approximately 25% higher than our initial gross estimate at the time of the farmout.

We own two types of interests in the Unit:

- 7.4% of overriding and mineral royalty interests that are in effect throughout the life of the project, free of all operating and capital cost burdens.

- A 23.9% reversionary working interest with an associated 19.1% net revenue interest. The working interest reverts to us when the Operator has generated $200 million of net revenue, as defined, from the 100% working interest, less direct operating expenses and the cost of purchased CO2. Upon reversion of the deemed payout, regardless of the Operator s actual capital expenditures, we begin bearing 23.9% of all future operating and capital expense and our net revenue interest increases from 7.4% to 26.5%. Our current independent reserve report dated June 30, 2011 projects the deemed payout to occur on or about the end of calendar year 2013.

Our independent reservoir engineers, DeGolyer & MacNaughton (D&M), assigned the following net reserves to our interests at Delhi as of June 30, 2011:

- 10,937 MBBLS of proved oil reserves, with a PV-10 of $333.6 million *

- 5,838 MBBLS of probable oil reserves, with a PV-10 of $72.4 million *

- 45% of proved volumes are developed producing.

- 33% of probable reserves are developed producing.

* PV-10 of proved reserves is a non-GAAP measure, reconciled to the Standardized Measure at Estimated Oil and Natural Gas Reserves and Estimated Future Net Revenues under *Item 2. Properties* of this Form 10-K. Probable reserves are not recognized by GAAP, and therefore the PV-10 of probable reserves can not be reconciled to a GAAP measure.

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The Operator has planned up to six phases for the installation of the CO2 flood. We refer to them as Phases I thru VI.

Phase I began CO2 injection in November 2009. First oil production response occurred in March 2010, about three to four months earlier than expected. Implementation of Phase II, which is more than double the size of Phase I, commenced with incremental CO2 injection at the end of December 2010. First oil production response from Phase II occurred during March 2011, three or more months ahead of expectations, and accounted for approximately 2% of Q3-11 sales volumes.

Phase III is currently being installed with first CO2 injection expected during calendar 2011. We expect that the remaining phases will be installed similarly over the next few years and are scheduled to be similar in size as Phase II, as compared to the much smaller Phase I.

During Q4-11, Delhi s Louisiana Light Sweet (LLS) crude oil sales realized a 14% price premium over the sales price we received from our Giddings production in central Texas. We expect that a similar market differential may continue into fiscal 2012.

Bypassed Primary Resource Projects

Following the closing of our Delhi Farmout in June 2006, we began the process of identifying new conventional development and/or redevelopment projects targeting primary petroleum resources previously bypassed by industry in historically productive formations, generally due to inadequate technology or commodity prices. In selecting our candidates:

- We leveraged our staff s extensive experience, gained over many years while employed at various large independent oil and gas companies in the pioneering of horizontal drilling practices adapted to further develop and produce the Austin Chalk, Georgetown and Buda formations in the Giddings Field in central Texas;

- We sought projects that could provide substantial early revenues, production and net cash flows prior to future expected production from the Delhi Field;

- We sought projects that could generate multiple, scalable drilling opportunities with long term production growth; and

- We sought exposure to both crude oil and natural gas opportunities.

Giddings Field Central Texas

We began leasing activities in the Giddings Field in December 2006 and currently hold 4,788 net developed acres and hold approximately 4,350 net acres as undeveloped and associated with our proved drilling locations as of June 30, 2011. In late calendar 2007, we initiated a redevelopment drilling program in the Giddings Field targeting the Austin Chalk and Georgetown formations. As of June 30, 2011, we have thirteen producing wells, eleven of which we drilled and two of which we restored to production through workovers. Three of the producing wells were drilled during 2011 as part of a joint venture to which we contributed our proved drilling locations. One of the three joint venture wells was deemed noncommercial due to water production in the target zone and was recompleted as a producing well in another reservoir.

Total net proved reserves assigned to our properties in the Giddings Field by our independent reservoir engineer, W.D. Von Gonten & Associates, are 2,721 MBOE as of June 30, 2011. The total is a decrease of 263 MBOE from June 30, 2010 due to Giddings production during the year of 71 MBOE, sales of 522 MBOE in place and upwards revisions totaling 331 MBOE. Our total investment of $28.3 million to date has generated cash flows from 357.4 MBOE of total net production and proved PV-10 at June 30, 2011 of $40.8 million. See Estimated Oil and Natural Gas Reserves and Estimated Future Net Revenues under *Item 2. Properties* of this Form 10-K for a reconciliation of PV-10 to the Standardized Measure.

Lopez Field (Neptune Oil Project) - South Texas

We currently own leases on approximately 764 net acres in the Lopez Field in South Texas as part of our Neptune Oil Project. As of June 30, 2011, our independent reservoir engineer, W.D. Von Gonten & Associates, recognized one proved producing location and five proved well locations with 61 MBO of proved reserves. The engineer further assigned 378 MBO of probable reserves to 36 gross and net locations. Production testing of the Lopez Field was briefly suspended early in fiscal 2011 due to a delay in obtaining the necessary salt water disposal permit, which was received during the second quarter and following which receipt production was resumed.

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Artificial Lift Technology (GARP) Worldwide

Our artificial lift technology, GARP (Gas Assisted Rod Pump), was developed by one of our officers, Daryl Mazzanti. Its design is intended to extend the life of horizontal wells with oil or associated water production with the expectation of recovering an additional 10-15% of cumulative recovery at a cost < $10 BOE. The Company has applied for a patent in regard to GARP technology and a Notice of Allowance was issued by the USPTO on June 13, 2011. We have remitted the required issue fee and publication fee. Letters patent for the GARP technology should be issued in due course.

The GARP technology has undergone testing on a few late stage producers we own in our Giddings portfolio. The tests were successful in demonstrating that the process works; however, these candidates were unable to prove commercial application due to their low primary recoveries as producers.

To prove commercial application, we are working to gain access to average or above average cumulative producers owned by third parties. We are currently continuing industry joint venture negotiations with two third parties to demonstrate the technology in exchange for an interest in the newly re-established production. One candidate has agreed to the demonstration well, but documentation of the joint venture is not yet complete. The Company is in the beginning stages of negotiations with a second candidate.

If successful, GARP could be applicable to a large set of late stage producing wells, worldwide.

Unconventional Gas Resources

Woodford Shale Projects in Oklahoma Southeast Oklahoma

Also following the closing of our Delhi Farmout in June 2006, we began the process of identifying unconventional natural gas resource projects, to balance the oily nature of our anticipated Delhi reserves. Following are the parameters we sought.

- Low drilling risks with low to moderate well costs
- Low reserve risk
- Repeatable development performance across a substantial acreage position

- Acceptable profitability at $5 NYMEX natural gas prices

These parameters led us to the shallower eastern extension of the Woodford Shale in Eastern Oklahoma.

Haskell County

We currently own 5,354 net acres in Haskell County we believe is prospective in the Woodford Shale and a second zone. The Woodford Shale generally lies between 4,000 and 6,000 in depth across our leasehold that is located in more than 30 sections and has been commercially developed to the east, west and south of our leasehold. Our test program began during fiscal 2011 with the re-entry and recompletion of an existing well. During re-entry operations to create a water disposal zone below the targeted Woodford zone, we determined that the disposal zone was gas productive (the second zone). We subsequently completed in the second zone using a single stage hydraulic fracturing in the vertical well bore. Production is continuing to test the economic viability of further acreage development within this second zone. Our independent reservoir engineer has assigned proved gas reserves of 768 MMCF associated with one gross and net producing well and 5 gross and 1.33 net proved undeveloped locations.

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Wagoner County

The Woodford Shale generally lies at a depth of 1,200 to 1,600 across our leasehold that totals 4,798 net acres. To date, we have production tested the formation in three wells with one good test on the west lease block, one poor test on the southern lease block and one incomplete test on the eastern lease block. Due to the current natural gas market and required infrastructure, we have elected to divest this asset during 2012. We have, therefore, not included any previously established reserves.

Markets and Customers

We market our production to third parties in a manner consistent with industry practices.

In the U.S. market where we operate, crude oil and natural gas liquids are readily transportable and marketable. We do not currently market our share of crude oil production from Delhi. Although we have the right to take our current interests in-kind, we are currently accepting terms under the Delhi operator s agreement with Plains Marketing LP, for the delivery and pricing of our oil there.

Since March 2005 and into 2008, we sold all of our operated crude oil production to Plains Marketing LP, a crude oil purchaser, at competitive field prices. In January of 2008, we also began selling crude oil to Enterprise Crude Oil LLC, a crude oil gathering, transportation, storage and marketing company. Our agreements with both Plains Marketing LP and Enterprise Crude Oil LLC are under a normal (thirty day evergreen) sales contracts. During our fiscal 2010 year we amended our contracts to sell essentially all of our crude oil from our operated properties to Enterprise Crude Oil LLC. We believe that other crude oil purchasers are readily available.

We sell our natural gas and natural gas liquids from our properties in the Giddings Field, under the terms of normal evergreen sales contracts at competitive prices with DCP Midstream, LP, ETC Texas Pipeline, LTD., and Copano Field Services/Upper Gulf Coast, L.P. Gas sold to DCP and ETC is processed for removal of natural gas liquids, and we receive the proceeds from the sale of the NGL product less a fee and certain operating expenses. The price of natural gas sold to Copano is adjusted upward for the high BTU content. We have no other business relationships with our crude oil, natural gas or natural gas liquids purchasers.

The following table sets forth purchasers of our oil and natural gas that accounted for more than 10% of total revenues for 2011, 2010, and 2009.

	Year Ended June 30,		
Customer	**2011**	**2010**	**2009**
Plains Marketing L.P. (includes Delhi production)	60%	12%	40%
Enterprise Crude Oil LLC	15%	31%	5%
ETC Texas Pipeline, LTD.	12%	19%	36%
DCP Midstream, LP	6%	15%	16%
Copano Field Services/Upper Gulf Coast, L.P.	7%	23%	2%

The loss of any single purchaser would not be expected to have a material adverse effect upon our operations; however, the loss of a large single purchaser could potentially reduce the competition for our oil and natural gas production, which in turn could negatively impact the prices we receive.

Market Conditions

Marketing of crude oil, natural gas, and natural gas liquids is influenced by many factors that are beyond our control, the exact effect of which is difficult to predict. These factors include changes in supply and demand, market prices, government regulation and actions of major foreign producers.

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Over the past 25 years, crude oil price fluctuations have been extremely volatile, with crude oil prices varying from less than $10, to in excess of $140 per barrel. Worldwide factors such as geopolitical, macroeconomic, supply and demand, refining capacity, petrochemical production and derivatives trading, among others, influence prices for crude oil. Local factors also influence prices for crude oil and include quality differences, regulation and transportation issues unique to certain producing regions and reservoirs. In particular, the price we received for our Delhi oil substantially exceeded the price we received for our Texas oil production during the second half of 2011 due to market imbalances, and this imbalance continues as of June 30, 2011.

Also over the past 25 years, domestic natural gas prices have been extremely volatile, ranging from $1 to $15 per MMBTU. The spot market for natural gas, changes in supply and demand, derivatives trading, pipeline availability, BTU content of the natural gas and weather patterns, among others, cause natural gas prices to be subject to significant fluctuations. Due to the practical difficulties in transporting natural gas, local and regional factors tend to influence product prices more for natural gas than for crude oil.

Similarly, domestic natural gas liquids prices have been volatile, influenced by crude oil price, NGL supply and demand, consolidation among NGL fractionators and natural gas price.

Competition

The oil and natural gas industry is highly competitive for prospects, acreage and capital. Our competitors include major integrated crude oil and natural gas companies and numerous independent crude oil and natural gas companies, individuals and drilling and income programs. Many of our competitors are large, well-established companies with substantially larger operating staffs and greater capital resources than ours. Competitors are national, regional or local in scope and compete on the basis of financial resources, technical prowess or local knowledge. The principal competitive factors in our industry are expertise in given geographical and geological areas and the abilities to efficiently conduct operations, achieve technological advantages, identify and acquire economically producible reserves and obtain affordable capital.

Government Regulation

Numerous federal and state laws and regulations govern the oil and gas industry. These laws and regulations are often changed in response to changes in the political or economic environment. Compliance with this evolving regulatory burden is often difficult and costly, and substantial penalties may be incurred for noncompliance. We believe that we are in substantial compliance with all laws and regulations applicable to our operations and that continued compliance with existing requirements will not have a material adverse impact on us. The future annual capital cost of complying with the regulations applicable to our operations is uncertain and will be governed by several factors, including future changes to regulatory requirements which are unpredictable. However, we do not currently anticipate that future compliance with existing laws and regulations will have a materially adverse effect on our consolidated financial position or results of operations.

See Government regulation and liability for environmental matters may adversely affect our business and results of operations under *Item 1A. Risk Factors* of this Form 10-K, for additional information regarding government regulation.

Insurance

We maintain insurance on our properties and operations for risks and in amounts customary in the industry. Such insurance includes general liability, excess liability, control of well, operators extra expense, casualty, fraud and directors & officer s liability coverage. Not all losses are insured, and we retain certain risks of loss through deductibles, limits and self-retentions. We do not carry lost profits coverage and do not have coverage for consequential damages.

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Item 1A. Risk Factors

Risks relating to the Company

Operating results from oil and natural gas production may decline.

In the near term, our production is almost totally dependent on our working interests in the Giddings Field and our 7.4% royalty interests on early stage EOR production that began during March 2010 in the Delhi Field. The targeted reservoirs in the Giddings Field typically experience flush initial production, followed by steep harmonic decline rates that steadily flatten to much shallower decline rates. Although EOR production from proved reserves at Delhi has and is expected to grow over time, without further development activities in the Giddings Field, Delhi or our other properties, or without acquisitions of producing properties, our net production of oil and natural gas could decline significantly over time, which could have a material adverse effect on our financial condition.

The types of resources we focus on have substantial operational risks.

Our business plan focuses on the acquisition and development of known resources in partially depleted reservoirs, naturally fractured or low permeability reservoirs, or relatively shallow reservoirs. Shallower reservoirs usually have lower pressure, which translates into fewer natural gas volumes in place; low permeability reservoirs require more wells and substantial stimulation for development of commercial production; naturally fractured reservoirs require penetration of sufficient undepleted fractures to establish commercial production; and depleted reservoirs require successful application of newer technology to unlock incremental reserves.

Our CO_2-EOR project in the Delhi Field, operated by a subsidiary of Denbury Resources Inc., requires significant amounts of CO_2 reserves, development capital and technical expertise, the sources of which have been committed by the Operator. Although initial CO_2 injection began at Delhi in November 2009, initial oil production response began in March 2010 and a large part of the capital budget has already been expended, substantial capital remains to be invested to fully develop the EOR project and further increase production. The Operator s failure to manage these and other technical, strategic, financial and logistical risks may cause ultimate enhanced recoveries from the planned CO_2 -EOR project to fall short of our expectations in volume and/or timing. Such occurrences would have a material adverse effect on the Company and its results of operations.

The existing well bores we are re-entering in the Giddings Field were originally drilled as far back as the 1980 s. As such, they contain older casing that could be more subject to failure, or the well files, if available, may be incomplete or incorrect. Such problems can result in the complete loss of a well or a much higher drilling and completion cost. Our proved undeveloped locations in the Giddings Field are direct offsets to current or previously producing wells, and there may be unusually long fractures that will connect our well to another producing or depleted well, thus reducing the potential recovery, increasing our drilling costs, or delaying production due to recovery of drilling fluid lost during drilling into the depleted fractures.

Our other projects in Oklahoma and Texas, although believed to have oil and/or gas resources, have yet to exhibit significant proved reserves. Therefore, their economic outcome is uncertain.

Our projects generally require that we acquire new leases in and around established fields or other known resources, and drill and complete wells, some of which may be horizontal, as well as negotiate the purchase of existing well bores and production equipment or install our proprietary artificial lift technology that has yet to be universally proven. Leases may not be available and required oil field services may not be obtainable on the desired schedule or at the expected costs. While the projected drilling results may be considered to be low to moderate in risk, there is no assurance as to what productive results may be obtained, if any.

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Our limited operating history and limited production makes it difficult to predict future results and increases the risk of an investment in our company.

We commenced our crude oil and natural gas operations in late 2003 and have a limited operating history, particularly in our currently producing fields. All of our current production is the result of recent operational activities, thus our future production retains substantial variability. Therefore, we face all the risks common to companies in their early stage of development, including uncertainty of funding sources, high initial expenditure levels and uncertain revenue streams, an unproven business model, and difficulties in managing growth. Our prospects must be considered in light of the risks, expenses, delays and difficulties frequently encountered in establishing a new business. Any forward-looking statements in this report do not reflect any possible effects on us from the outcome of these types of uncertainty. Prior to the Delhi Farmout, we had incurred significant losses since the inception of our oil and natural gas operations and we have since resumed incurring losses until the quarters ended March 31, 2011 and June 30, 2011, which were profitable. We cannot assure future profitability or success. While members of our management team have previously carried out or been involved with acquisition and production activities in the crude oil and natural gas industry while employed by us and other companies, we cannot assure you that our intended acquisition targets and development plans will lead to the successful development of crude oil and natural gas production or additional revenue.

The loss of a large single purchaser of our oil and natural gas could reduce the competition of our production.

For the year ended June 30, 2011, seven purchasers each accounted for all of our oil and natural gas revenues. The loss of a large single purchaser for our oil and natural gas production could negatively impact the prices we receive.

We may be unable to continue licensing from third parties the technologies that we use in our business operations.

As is customary in the crude oil and natural gas industry, we utilize a variety of widely available technologies in the crude oil and natural gas development and drilling process. We do not have any patents or copyrights for the technology we currently utilize, except for the trademark and patent pending on our GARP artificial lift technology that has yet to reach commercial development. We generally license or purchase services from the holders of such technology, or outsource the technology integral to our business from third parties. Our commercial success will depend in part on these sources of technology and assumes that such sources will not infringe on the proprietary rights of others. We cannot be certain whether any third-party patents will require us to utilize or develop alternative technology or to alter our business plan, obtain additional licenses, or cease activities that infringe on third-parties intellectual property rights. Our inability to acquire any third-party licenses, or to integrate the related third-party products into our business plan, could result in delays in development unless and until equivalent products can be identified, licensed, and integrated. Existing or future licenses may not continue to be available to us on commercially reasonable terms or at all. Litigation, which could result in substantial cost to us, may be necessary to enforce any patents licensed to us or to determine the scope and validity of third-party obligations.

Our proprietary technology may not result in a commercial service or product.

We have developed and field tested our artificial lift technology, GARP (Gas Assisted Rod Pump), that we hope to commercialize, though it may not generate material value. Our success in commercializing the technology will depend upon additional positive field tests, acceptance by industry and our ability to defend the technology from competitors through confidentiality and patent protection.

Regulatory and accounting requirements may require substantial reductions in reporting proven reserves.

We review on a periodic basis the carrying value of our crude oil and natural gas properties under the applicable rules of the various regulatory agencies, including the SEC. Under the full cost method of accounting that we use, the after-tax carrying value of our oil and natural gas properties may not exceed the present value of estimated future net after-tax cash flows from proved reserves, discounted at 10%. Application of this ceiling test requires pricing future revenues at the previous 12-month average beginning-of-month price and requires a write down of the carrying value for accounting purposes if the ceiling is exceeded. We may in the future be required to write down the carrying value of our crude oil and natural gas properties when crude oil and natural gas prices are depressed or unusually volatile. Whether we will be required to take such a charge will depend in part on the prices for crude oil and natural gas during the previous period and the effect of reserve additions or revisions and capital expenditures during such period. If a write down is required, it would result in a current charge to our earnings but would not impact our current cash flow from operating activities.

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Our profitability is highly dependent on the prices of crude oil, natural gas, and natural gas liquids, which have historically been very volatile.

Our estimated proved reserves, revenues, profitability, operating cash flow and future rate of growth are highly dependent on the prices of crude oil, natural gas and NGLs, which are affected by numerous factors beyond our control. Historically, these prices have been very volatile and are likely to remain volatile in the future. A significant and extended downward trend in commodity prices would have a material adverse effect on our revenues, profitability and cash flow, and could result in a reduction in the carrying value of our oil and natural gas properties and the amounts of our estimated proved oil and natural gas reserves. To the extent that we have not hedged our production with derivative contracts or fixed-price contracts, any significant and extended decline in oil and natural gas prices may adversely affect our financial position.

We may be unable to acquire and develop the additional oil and natural gas reserves that are required in order to sustain our business operations.

In general, the volumes of production from crude oil and natural gas properties decline as reserves are depleted, with the rate of decline depending on reservoir characteristics. Except to the extent we acquire properties containing proved reserves or conduct successful development activities, or both, our proved reserves will decline. Our future crude oil and natural gas production is, therefore, highly dependent upon our level of success in finding or acquiring additional reserves. Due to decline characteristics of our Giddings wells, our near-term future growth and financial condition are dependent upon our ability to realize production increases expected at Delhi, and /or the development of additional oil and natural gas reserves.

We are subject to substantial operating risks that may adversely affect our results of operations.

The crude oil and natural gas business involves numerous operating hazards such as well blowouts, mechanical failures, explosions, uncontrollable flows of crude oil, natural gas or well fluids, fires, formations with abnormal pressures, hurricanes, flooding, pollution, releases of toxic gas and other environmental hazards and risks. We could suffer substantial losses as a result of any of these events. While we carry general liability, control of well, and operator s extra expense coverage typical in our industry, we are not fully insured against all risks incident to our business.

We may not be the operator of some of our wells in the future, and we are not the operator of our high value assets in the Delhi Field. As a result, our operating risks for those wells and our ability to influence the operations for these wells will be less subject to our control. Operators of these wells may act in ways that are not in our best interests. If this occurs, the development of, and production of crude oil and natural gas from, some wells may not occur timely or at all, which would have an adverse affect on our results of operations.

The loss of key personnel could adversely affect us.

We depend to a large extent on the services of certain key management personnel, including our executive officers, the loss of any of whom could have a material adverse affect on our operations. In particular, our future success is dependent upon Robert S. Herlin, our Chairman,

President and Chief Executive Officer, Sterling H. McDonald, our Vice President and Chief Financial Officer, and Daryl V. Mazzanti, our Vice-President of Operations, for sourcing, evaluating and closing deals, capital raising, and oversight of development and operations. Presently, the Company is not a beneficiary of any key man insurance.

The loss of any of our skilled technical personnel could adversely affect our business.

We depend to a large extent on the services of skilled technical personnel to lease, drill, complete, operate and maintain our crude oil and natural gas fields. We do not have the resources to perform all of these services and therefore we outsource many of our requirements. Additionally, as our production increases, so does our need for such services. Generally, we do not have long-term agreements with our drilling and maintenance service providers. Accordingly, there is a risk that any of our service providers could discontinue servicing our crude oil and natural gas fields for any reason. Although we believe that we could establish alternative sources for most of our operational and maintenance needs, any delay in locating, establishing relationships, and training our sources could result in production shortages and maintenance problems, with a resulting loss of revenue to us. We also rely on third-party carriers for the transportation and distribution of our production, the loss of any of which could have a material adverse affect on our operations.

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We may have difficulty managing future growth and the related demands on our resources and may have difficulty in achieving future growth.

Although we hope to experience growth through acquisitions and development activity, any such growth may place a significant strain on our financial, technical, operational and administrative resources. Our ability to grow will depend upon a number of factors, including:

- our ability to identify and acquire new development or acquisition projects;
- our ability to develop existing properties;
- our ability to continue to retain and attract skilled personnel;
- the results of our development program and acquisition efforts;
- the success of our technologies;
- hydrocarbon prices;
- drilling, completion and equipment prices;
- our ability to successfully integrate new properties;
- our access to capital; and
- the Delhi Field operator s ability to: deliver sufficient quantities of CO_2 from its reserves in the Jackson Dome, secure all of the development capital necessary to fund its and Evolution s cost interests and to successfully manage technical, strategic and logistical development and operating risks.

We can not assure you that we will be able to successfully grow or manage any such growth.

We face strong competition from larger oil and gas companies.

Our competitors include major integrated crude oil and natural gas companies and numerous independent crude oil and natural gas companies, individuals and drilling and income programs. Many of our competitors are large, well-established companies with substantially larger operating staffs and greater capital resources than ours. We may not be able to successfully conduct our operations, evaluate and select suitable properties and consummate transactions in this highly competitive environment. Specifically, these larger competitors may be able to pay more for development projects and productive crude oil and natural gas properties and may be able to define, evaluate, bid for and purchase a greater number of properties and prospects than our financial or human resources permit. In addition, such companies may be able to expend greater resources on hiring contract service providers, obtaining oilfield equipment and acquiring the existing and changing technologies that we believe are and will be increasingly important to attaining success in our industry.

Our crude oil and natural gas reserves are only estimates and may prove to be inaccurate.

There are numerous uncertainties inherent in estimating crude oil and natural gas reserves and their estimated values. Our reserves are only estimates that may prove to be inaccurate because of these uncertainties. Reservoir engineering is a subjective and inexact process of estimating underground accumulations of crude oil and natural gas that cannot be measured in an exact manner. Estimates of economically recoverable crude oil and natural gas reserves depend upon a number of variable factors, such as historical production from the area compared with production from other producing areas and assumptions concerning effects of regulations by governmental agencies, future crude oil and natural gas product prices, future operating costs, severance and excise taxes, development costs and work-over and remedial costs. Some or all of these assumptions may in fact vary considerably from actual results. For these reasons, estimates of the economically recoverable quantities of crude oil and natural gas attributable to any particular group of properties, classifications of such reserves based on risk of recovery, and estimates of the future net cash flows expected there from prepared by different engineers or by the same engineers but at different times, may vary substantially. Accordingly, reserve estimates may be subject to downward or upward adjustment. Actual production, revenue and expenditures with respect to our reserves will likely vary from estimates, and such variances may be material. The information regarding discounted future net cash flows included in this report should not be considered as the current market value of the estimated crude oil and natural gas reserves attributable to our properties. The estimated discounted future net cash flows from proved reserves are based on the 12-month average price, calculated as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period prior to the end of the reporting period, and costs as of the date of the estimate, while actual future prices and costs may be materially higher or lower. Actual future net cash flows also will be affected by factors such as the amount and

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timing of actual production, supply and demand for crude oil and natural gas, increases or decreases in consumption, and changes in governmental regulations or taxation. In addition, the 10% discount factor, which is required by the SEC to be used in calculating discounted future net cash flows for reporting purposes, is not necessarily the most appropriate discount factor based on interest rates in effect from time to time and risks associated with us or the crude oil and natural gas industry in general. PV-10 does not necessarily correspond to market value.

We cannot market the crude oil and natural gas that we produce without the assistance of third parties.

The marketability of the crude oil and natural gas that we produce depends upon the proximity of our reserves to, and the capacity of, facilities and third-party services, including crude oil and natural gas gathering systems, pipelines, trucking or terminal facilities, and processing facilities necessary to make the products marketable for end use. The unavailability or lack of capacity of such services and facilities could result in the shut-in of producing wells or the delay or discontinuance of development plans for properties. A shut-in or delay or discontinuance could adversely affect our financial condition. In addition, federal and state regulation of crude oil and natural gas production and transportation could affect our ability to produce and market our crude oil and natural gas on a profitable basis.

Our operations require significant amounts of capital and additional financing may be necessary in order for us to continue our exploration activities, including meeting certain drilling obligations under our existing lease obligations.

Our cash flow from our reserves may not be sufficient to fund our ongoing activities at all times. From time to time, we may require additional financing in order to carry out our oil and gas acquisitions, exploitation and development activities. Certain of our undeveloped leasehold acreage is subject to leases that will expire unless production is established. If our revenues from our reserves decrease as a result of lower oil and natural gas prices or otherwise, it will affect our ability to expend the necessary capital to replace our reserves or to maintain our current production. If our cash flow from operations is not sufficient to satisfy our capital expenditure requirements, there can be no assurance that additional debt or equity financing will be available to meet these requirements or available to us on favorable terms.

Risks Relating to the Oil and Gas Industry

Crude oil and natural gas development, re-completion of wells from one reservoir to another reservoir, restoring wells to production and drilling and completing new wells are speculative activities and involve numerous risks and substantial uncertain costs.

Our growth will be materially dependent upon the success of our future development program. Drilling for crude oil and natural gas and re-working existing wells involve numerous risks, including the risk that no commercially productive crude oil or natural gas reservoirs will be encountered. The cost of drilling, completing and operating wells is substantial and uncertain, and drilling operations may be curtailed, delayed or cancelled as a result of a variety of factors beyond our control, including:

- unexpected drilling conditions;

- pressure fluctuations or irregularities in formations;
- equipment failures or accidents;
- inability to obtain leases on economic terms, where applicable;
- adverse weather conditions;
- compliance with governmental requirements; and
- shortages or delays in the availability of drilling rigs or crews and the delivery of equipment.

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Drilling or re-working is a highly speculative activity. Even when fully and correctly utilized, modern well completion techniques such as hydraulic fracturing, horizontal drilling or CO_2 injection or other injectants do not guarantee that we will find and produce crude oil and/or natural gas in our wells in economic quantities. Our future drilling activities may not be successful and, if unsuccessful, such failure would have an adverse affect on our future results of operations and financial condition. We cannot assure you that our overall drilling success rate or our drilling success rate for activities within a particular geographic area will not decline. We may identify and develop prospects through a number of methods, some of which do not include horizontal drilling, hydraulic fracturing or tertiary injectants, and some of which may be unproven. The drilling and results for these prospects may be particularly uncertain. Our drilling schedule and costs may vary from our capital budget. The final determination with respect to the drilling of any scheduled or budgeted prospects will be dependent on a number of factors, including, but not limited to:

- the results of previous development efforts and the acquisition, review and analysis of data;
- the availability of sufficient capital resources to us and the other participants, if any, for the drilling of the prospects;
- the approval of the prospects by other participants, if any, after additional data has been compiled;
- economic and industry conditions at the time of drilling, including prevailing and anticipated prices for crude oil and natural gas and the availability of drilling rigs and crews;
- our financial resources and results;
- the availability of leases and permits on reasonable terms for the prospects; and
- the success of our drilling technology and our ability to control these operations. .

We cannot assure you that these projects can be successfully developed or that the wells discussed will, if drilled, encounter reservoirs of commercially productive crude oil or natural gas. There are numerous uncertainties in estimating quantities of proved reserves, including many factors beyond our control.

Crude oil and natural gas prices are highly volatile in general and low prices will negatively affect our financial results.

Our revenues, operating results, profitability, cash flow, future rate of growth and ability to borrow funds or obtain additional capital, as well as the carrying value of our properties, are substantially dependent upon prevailing prices of crude oil and natural gas. Lower crude oil and natural gas prices also may reduce the amount of crude oil and natural gas that we can produce economically. Historically, the markets for crude oil and natural gas have been very volatile, and such markets are likely to continue to be volatile in the future. Prices for crude oil and natural gas are subject to wide fluctuation in response to relatively minor changes in the supply of and demand for crude oil and natural gas, market uncertainty and a variety of additional factors that are beyond our control, including:

- worldwide and domestic supplies of crude oil, natural gas and NGLs;
- the level of consumer product demand;

- weather conditions;
- domestic and foreign governmental regulations;
- the price and availability of alternative fuels;
- political instability or armed conflict in oil-producing regions;
- the price and level of foreign imports; and
- overall domestic and global economic conditions.

It is extremely difficult to predict future crude oil and natural gas price movements with any certainty. Declines in crude oil and natural gas prices may materially adversely affect our financial condition, liquidity, ability to finance planned capital expenditures and results of operations. Further, crude oil and natural gas prices do not move in tandem. Because approximately 84% of our proved reserves at June 30, 2011 are crude oil reserves and 5% are natural gas liquids reserves, we are heavily impacted by movements in crude oil prices, which also influence natural gas liquids prices.

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Oil field service and materials prices may increase, and the availability of such services may be inadequate to meet our needs.

Our business plan to develop or redevelop crude oil and natural gas resources requires third party oilfield service vendors and various materials such as steel tubulars, which we do not control. Long lead times and spot shortages may prevent us from, or delay us in, maintaining or increasing the production volumes we expect. In addition, if costs for such services and materials increase, it may render certain or all of our projects uneconomic, as compared to the earlier prices we may have assumed when deciding to redevelop newly purchased or existing properties. Further adverse economic outcomes may result from the long lead times often necessary to execute and complete our redevelop plans.

Government regulation and liability for environmental matters may adversely affect our business and results of operations.

Crude oil and natural gas operations are subject to extensive federal, state and local government regulations, which may be changed from time to time. Matters subject to regulation include discharge permits for drilling operations, drilling bonds, reports concerning operations, the spacing of wells, unitization and pooling of properties and taxation. From time to time, regulatory agencies have imposed price controls and limitations on production by restricting the rate of flow of crude oil and natural gas wells below actual production capacity in order to conserve supplies of crude oil and natural gas. There are federal, state and local laws and regulations primarily relating to protection of human health and the environment applicable to the development, production, handling, storage, transportation and disposal of crude oil and natural gas, by-products thereof and other substances and materials produced or used in connection with crude oil and natural gas operations. In addition, we may inherit liability for environmental damages, whether actual or not, caused by previous owners of property we purchase or lease or nearby properties. As a result, we may incur substantial liabilities to third parties or governmental entities. We are also subject to changing and extensive tax laws, the effects of which cannot be predicted. The implementation of new, or the modification of existing, laws or regulations could have a material adverse affect on us, such as diminishing the demand for our products through legislative enactment of proposed new penalties, fines and/or taxes on carbon that could have the effect of raising prices to the end user.

For example, currently proposed federal legislation, that, if adopted, could adversely affect our business, financial condition and results of operations, includes the following:

- *Taxes.* President Obama s Fiscal Year 2012 Budget Proposal includes provisions that would, if enacted, repeal the percentage depletion allowance for oil and natural gas properties, eliminate the immediate deduction for intangible drilling and development costs and eliminate the deduction from income for domestic production activities relating to oil and natural-gas exploration and development, and

- *Hydraulic Fracturing.* The U.S. Congress, the EPA and various states are currently considering legislation that could adversely affect the use of the hydraulic-fracturing process. Currently, regulation of hydraulic fracturing is primarily conducted at the state level through permitting and other compliance requirements. This legislation, if adopted, could establish an additional level of regulation, permitting and restrictions at the federal level, that could adversely affect the development of unconventional oil and natural gas resources, particularly our Oklahoma shale projects.

We could be adversely affected by a weak domestic or global economy.

The current anemic recovery from a recessionary economic environment has limited the recovery in demand for oil and natural gas and, therefore, in commodity prices, particularly natural gas. If the current economic environment continues, lower realized prices may result in our continued or increased operating losses. These factors could negatively impact our operations and may limit our growth.

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Risks Associated with Our Stock

Our stock price has been and may continue to be very volatile.

Our common stock is thinly traded and the market price has been, and is likely to continue to be, highly volatile. For example, during the year prior to June 30, 2011, our stock price as traded on the NYSE Amex ranged from $4.40 to $8.80. The variance in our stock price makes it extremely difficult to forecast with any certainty the stock price at which an investor may be able to buy or sell shares of our common stock. The market price for our common stock could be subject to wide fluctuations as a result of factors that are out of our control, such as:

- actual or anticipated variations in our results of operations;
- naked short selling of our common stock and stock price manipulation;
- changes or fluctuations in the commodity prices of crude oil and natural gas;
- general conditions and trends in the crude oil and natural gas industry; and
- general economic, political and market conditions.

Our executive officers, directors and affiliates may be able to control the election of our directors and all other matters submitted to our stockholders for approval.

Our executive officers and directors, in the aggregate, beneficially own approximately 6.2 million shares, or approximately 19% of our beneficial common stock base. JVL Advisors LLC controls approximately 4.5 million shares or approximately 16% of our outstanding common stock. As a result, these holders, could exercise significant influence over matters submitted to our stockholders for approval (including the election and removal of directors and any merger, consolidation or sale of all or substantially all of our assets). This concentration of ownership may have the effect of delaying, deferring or preventing a change in control of our company, impede a merger, consolidation, takeover or other business combination involving our company or discourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our company, which in turn could have an adverse effect on the market price of our common stock.

The market for our common stock is limited and may not provide adequate liquidity.

Our common stock is currently thinly traded on the NYSE Amex. In the year prior to June 30, 2011, the actual daily trading volume in our common stock ranged from 13,514 shares of common stock to a high of 735,396 shares of common stock traded, with 161 days exceeding a trading volume of 50,000 shares. On most days, this trading volume means there is limited liquidity in our shares of common stock. Selling our shares is more difficult because smaller quantities of shares are bought and sold and news media coverage about us is limited. These factors result in a limited trading market for our common stock and therefore holders of our stock may be unable to sell shares purchased, should they

desire to do so.

If securities or industry analyst do not publish research reports about our business, or if they downgrade our stock, the price of our common stock could decline.

Small, relatively unknown companies can achieve visibility in the trading market through research and reports that industry or securities analysts publish. However, to our knowledge, only three independent analysts cover our company. The lack of published reports by independent securities analysts could limit the interest in our common stock and negatively affect our stock price. We do not have any control over the research and reports these analysts publish or whether they will be published at all. If any analyst who does cover us downgrades our stock, our stock price could decline. If any analyst ceases coverage of our company or fails to regularly publish reports on us, we could lose visibility in the financial markets, which in turn could cause our stock price to decline.

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The issuance of additional common stock and preferred stock could dilute existing stockholders.

From time to time, we may have an effective shelf registration that allows us to publicly offer various securities, including common or preferred stock, and at any time we may make private offerings of our securities. We are authorized to issue up to 100,000,000 shares of common stock. To the extent of such authorization, our board of directors has the ability, without seeking stockholder approval, to issue additional shares of common stock in the future for such consideration as our board may consider sufficient. The issuance of additional common stock in the future would reduce the proportionate ownership and voting power of the common stock now outstanding. We are also authorized to issue up to 5,000,000 shares of preferred stock , the rights and preferences of which may be designated in series by our board of directors, of which, at least 251,150 shares of Series A Preferred Stock are issued and outstanding as of September 12, 2011. Such designation of new series of preferred stock may be made without stockholder approval, and could create additional securities which would have dividend and liquidation preferences over the common stock now outstanding. Preferred stockholders could adversely affect the rights of holders of common stock by:

- exercising voting, redemption and conversion rights to the detriment of the holders of common stock;
- receiving preferences over the holders of common stock regarding our surplus funds in the event of our dissolution, liquidation or the payment of dividends to Preferred stockholders;
- delaying, deferring or preventing a change in control of our company; and
- discouraging bids for our common stock.

We do not plan to pay any cash dividends on our common stock.

We have not paid any dividends on our common stock to date and do not anticipate that we will be paying dividends in the foreseeable future. Any payment of cash dividends on our common stock in the future will be dependent upon the amount of funds legally available, our earnings, if any, our financial condition, restrictions contained in our Series A preferred stock and any debt instruments, our anticipated capital requirements and other factors that our board of directors may think are relevant. However, we currently intend for the foreseeable future to follow a policy of retaining all of our earnings, if any, to finance the development and expansion of our business and, therefore, do not expect to pay any dividends on our common stock in the foreseeable future.

Our Series A Preferred Stock is thinly traded and has no stated maturity date.

The shares of Series A Preferred Stock were listed for trading on the NYSE Amex under the symbol EPM.PR.A on July 5, 2011 and are thinly traded on the NYSE Amex. Since the securities have no stated maturity date, investors seeking liquidity will be limited to selling their shares in the secondary market. An active trading market for the shares may not develop or, even if it develops, may not last, in which case the trading price of the shares could be adversely affected and your ability to transfer your shares of Series A Preferred Stock will be limited.

The market value of our Series A Preferred Stock could be adversely affected by various factors.

The trading price of the shares of Series A Preferred Stock may depend on many factors, including:

- market liquidity;
- prevailing interest rates;
- the market for similar securities;
- general economic conditions; and
- our financial condition, performance and prospects.

For example, higher market interest rates could cause the market price of the Series A Preferred Stock to decrease.

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We could be prevented from paying dividends on our Series A Preferred Stock.

Although dividends on the Series A Preferred Stock are cumulative and arrearages will accrue until paid, you will only receive cash dividends on the Series A Preferred Stock if we have funds legally available for the payment of dividends and such payment is not restricted or prohibited by law, the terms of any senior shares or any documents governing our indebtedness. Our business may not generate sufficient cash flow from operations to enable us to pay dividends on the Series A Preferred Stock when payable. In addition, future debt, credit facility arrangements, contractual covenants or arrangements we enter into may restrict or prevent future dividend payments. Accordingly, there is no guarantee that we will be able to pay any cash dividends on our Series A Preferred Stock. Furthermore, in some circumstances, we may pay dividends in stock rather than cash, and our stock price may be depressed at such time.

Our Series A Preferred Stock has not been rated and will be subordinated to all of our existing and future debt.

Our Series A Preferred Stock has not been rated by any nationally recognized statistical rating organization. In addition, with respect to dividend rights and rights upon our liquidation, winding-up or dissolution, the Series A Preferred Stock will be subordinated to any existing and future debt and all future capital stock designated as senior to the Series A Preferred Stock. We may also incur additional indebtedness in the future to finance potential acquisitions or the development of new properties and the terms of the Series A Preferred Stock do not require us to obtain the approval of the holders of the Series A Preferred Stock prior to incurring additional indebtedness. As a result, our existing and future indebtedness may be subject to restrictive covenants or other provisions that may prevent or otherwise limit our ability to make dividend or liquidation payments on our Series A Preferred Stock. Upon our liquidation, our obligations to our creditors would rank senior to our Series A Preferred Stock and would be required to be paid before any payments could be made to holders of our Series A Preferred Stock.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Company Location

Our corporate headquarters are located at 2500 CityWest Boulevard, Suite 1300, Houston, Texas. We entered into a sublease agreement, effective on March 1, 2007, to rent approximately 8,400 square feet of Class A office space in the Westchase District area in West Houston. The current monthly base rent is $11,507 with the base rent escalating to a monthly base rate of $13,251 in August 2011. The sublease expires by its term on July 1, 2016.

Oil & Gas Properties

Additional detailed information describing the types of properties we own can be found in Business Strategy under *Item 1. Business* of this Form 10-K.

Estimated Oil and Natural Gas Reserves and Estimated Future Net Revenues

In December 2008, the SEC adopted new rules related to modernizing reserve estimation and disclosure requirements for oil and natural gas companies (the Modernization Requirements), which became effective for annual reporting periods ending on or after December 31, 2009. The Modernization Requirements require disclosure of oil and gas proved reserves by significant geographic area, using the 12-month average price, calculated as the unweighted arithmetic average of the first-day-of-the-month price for each month within the 12-month period prior to the end of the reporting period, rather than year-end prices, and allows the use of new technologies in the determination of proved reserves if those technologies have been demonstrated empirically to lead to reliable conclusions about reserve volumes. Another significant provision of the new rules is a general requirement that, subject to limited exceptions, proved undeveloped reserves may only be classified as such if a development plan has been adopted indicating that they are scheduled to be drilled within five years.

There are numerous uncertainties inherent in estimating quantities of proved reserves and estimates of reserves quantities and values must be viewed as being subject to significant change as more data about the properties becomes available.

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Estimated future net revenues discounted at 10% or PV-10 is a financial measure that is not recognized by GAAP. We believe that the presentation of the non-GAAP financial measure of PV-10 provides useful information to investors because it is widely used by analysts and investors in evaluating oil and natural gas companies, and that it is relevant and useful for evaluating the relative monetary significance of oil and natural gas properties. Further, analysts and investors may utilize the measure as a basis for comparison of the relative size and value of our reserves to other companies reserves. We also use this pre-tax measure when assessing the potential return on investment related to oil and natural gas properties and in evaluating acquisition opportunities. Because there are many unique factors that can impact an individual company when estimating the amount of future income taxes to be paid, we believe the use of a pre-tax measure is valuable for evaluating our Company. PV-10 is not a measure of financial or operating performance under GAAP, nor is it intended to represent the current market value of our estimated oil and natural gas reserves. PV-10 should not be considered in isolation or as a substitute for the Standardized Measure as defined under GAAP, and reconciled herein.

Proved Reserves Fiscal Year Ended 2011

Our proved reserves at June 30, 2011, denominated in equivalent barrels using a six Mcf of gas and 42 gallons of natural gas liquids to one barrel of oil conversion ratio, totaled 13,848 MBOE. Approximately 39% of our proved reserves were classified as proved developed and 61% were classified as proved undeveloped. Classified by product, 84% of our proved reserves were crude oil, 5% were natural gas liquids, and 11% were natural gas. Our proved reserves as of June 30, 2011 were estimated by our independent petroleum engineers, W.D. Von Gonten & Co. (Von Gonten), DeGolyer and MacNaughton (D&M), and Lee Keeling and Associates, Inc. (Keeling). Von Gonten and Keeling were engaged for our Texas and Oklahoma properties, respectively, due to their particular expertise in the geographic and geologic areas covered by their reports. D&M was selected for our properties in the Delhi Field due to their expertise in CO2-EOR projects and to ensure consistency with the Operator who has utilized D&M for their reserves estimates in the Delhi Field. The scope and results of their procedures are summarized in letters from each of those firms, which are included as exhibits to this Annual Report on Form 10-K.

The following table sets forth our estimated proved reserves as of June 30, 2011. See Note 16 to the consolidated financial statements, where additional unaudited reserve information is provided. The NYMEX previous 12-month unweighted arithmetic average first-day-of-the-month price used to calculate estimated revenues was $90.09 per barrel of crude oil and $4.21 per MMbtu of natural gas. The price of natural gas liquids utilized was based on the historical price received versus the NYMEX basis oil price. Pricing differentials were applied to all properties, on an individual property basis. Quality adjustments have been applied based on actual BTU factors for each well and a shrinkage factor has been applied based on production volumes versus actual sales volumes.

June 30, 2011

	Proved Developed Producing	Proved Developed Non-producing	Proved Undeveloped	Total Proved Reserves
Crude Oil (MBbls)				
Delhi Field	4,899		6,039	10,937
Lopez Field	12		50	61
Giddings Field	62	14	493	569
Total Crude Oil (MBbls)	4,972	14	6,582	11,568
NGLs (MBbls)				
Giddings Field	82	19	611	712

Total NGLs (MBbls)	82	19	611	712
Natural gas (MMcf)				
Giddings Field	1,347	48	7,241	8,636
Oklahoma	148		619	768
Total Natural gas (MMcf)	1,495	48	7,861	9,404
Total (MBOE)	5,303	42	8,503	13,848
Estimated future net revenues	$ 337,532,310	$ 1,899,193	$ 401,781,270	$ 741,212,773
Estimated future net revenues discounted at 10% (PV-10)	$ 199,512,806	$ 1,019,970	$ 174,805,682	$ 375,338,458

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Proved Reserves Fiscal Year Ended 2010

Our proved reserves at June 30, 2010, denominated in equivalent barrels using a six Mcf of gas and 42 gallons of natural gas liquids to one barrel of oil conversion ratio, totaled 12,418 MBOE. Approximately 9% of our proved reserves were classified as proved developed and 91% were classified as proved undeveloped. Classified by product, 83% of our proved reserves were crude oil, 8% were natural gas liquids, and 9% were natural gas. Our proved reserves as of June 30, 2010 were estimated by our independent petroleum consultants, W.D. Von Gonten & Co. (Von Gonten), DeGolyer and MacNaughton (D&M), and Lee Keeling and Associates, Inc. (Keeling). Von Gonten and Keeling were engaged for our Texas and Oklahoma properties, respectively, due to their particular expertise in the geographic and geologic areas covered by their reports. D&M was selected for our properties in the Delhi Field due to their expertise in CO2-EOR projects and to ensure consistency with the Operator who has utilized D&M for their reserves estimates in the Delhi Field. The scope and results of their procedures are summarized in letters from each of those firms, which are included as exhibits to this Annual Report on Form 10-K.

The following table sets forth our estimated proved reserves as of June 30, 2010. See Note 16 to the consolidated financial statements, where additional reserve information is provided. The NYMEX previous 12-month unweighted arithmetic average first-day-of-the-month price used to calculate estimated revenues was $76.45 per barrel of crude oil and $4.09 per MMbtu of natural gas. The price of natural gas liquids utilized was based on the historical price received versus the NYMEX basis oil price. Pricing differentials were applied to all properties, on an individual property basis. Quality adjustments have been applied based on actual BTU factors for each well and a shrinkage factor has been applied based on production volumes versus actual sales volumes.

June 30, 2010

	Proved Developed Producing	Proved Developed Non-producing	Proved Undeveloped	Total Proved Reserves
Crude Oil (MBbls)				
Delhi Field	584	29	8,799	9,412
Giddings Field	81	12	750	843
Total Crude Oil (MBbls)	665	41	9,549	10,255
NGLs (MBbls)				
Giddings Field	143	15	879	1,037
Total NGLs (MBbls)	143	15	879	1,037
Natural gas (MMcf)				
Giddings Field	1,348	51	5,226	6,625
Oklahoma		138		138
Total Natural gas (MMcf)	1,348	189	5,226	6,763
Total (MBOE)	1,032	87	11,299	12,418
Estimated future net revenues	$ 45,604,219	$ 3,483,121	$ 521,964,756	$ 571,052,096
Estimated future net revenues discounted at 10% (PV-10)	$ 29,306,414	$ 2,415,600	$ 234,256,329	$ 265,978,343

Proved Reserves Fiscal Year Ended 2009

Our proved reserves at June 30, 2009, denominated in equivalent barrels using a six Mcf of gas and 42 gallons of natural gas liquids to one barrel of oil conversion ratio, totaled 3,060 MBOE. Approximately 14% of our proved reserves were classified as proved developed and 86% were classified as proved undeveloped. Classified by product, 35% of our proved reserves were natural gas, 34% were natural gas liquids, and 31% were crude oil. Our proved reserves as of June 30, 2009 were estimated by our independent petroleum consultants W.D. Von Gonten & Co. (Von Gonten), and were entirely from our properties in Texas.

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The following table sets forth our estimated proved reserves as of June 30, 2009. See Note 16 to the consolidated financial statements, where additional reserve information is provided. The NYMEX spot prices used to calculate estimated revenues were $69.89 per barrel of crude oil and $3.885 per MMbtu of natural gas as of June 30, 2009. The price of natural gas liquids utilized was based on the historical price received versus the NYMEX basis oil price. Pricing differentials were applied to all properties, on an individual property basis, in order to reflect prices actually received at the wellhead. Quality adjustments have been applied based on actual BTU factors for each well and a shrinkage factor has been applied based on production volumes versus actual sales volumes.

June 30, 2009

	Proved Developed Producing	Proved Developed Non-producing	Proved Undeveloped	Total Proved Reserves
Crude Oil (MBbls)	105		841	946
NGLs (MBbls)	141		913	1,054
Natural gas (MMcf)	1,106		5,253	6,359
Total (MBOE)	430		2,630	3,060
Estimated future net revenues	$ 9,714,324		$ 48,480,128	$ 58,194,452
Estimated future net revenues discounted at 10% (PV-10)	$ 7,640,456		$ 28,185,766	$ 35,826,222

Changes in Proved Reserves

During our fiscal year ended June 30, 2011, total proved reserves increased 1,430 MBOE from 12,418 MBOE at June 30, 2010 to 13,848 MBOE at June 30, 2011. The increase is primarily attributable to upward revisions in both our Delhi and Giddings Fields, partially offset by sales in place of reserves in the Giddings Field. The upward revision of 1,570 MBO in proved oil reserves in the Delhi Field is due primarily to a more than two year acceleration in the projected reversion date of our 24% working interest resulting based on performance to date. The upward revision of 331 MBOE in Giddings is primarily due to re-categorizing probable reserves into the proved category due to drilling results during the year, partially offset by highgrading our portfolio and performance of certain wells. Sales in place of 522 MBOE in the Giddings Field are primarily due to the industry drilling joint venture we entered into early in the year. We also restored 61 MBO of proved reserves in South Texas due to positive test and production results during the year and added 130 MBOE of proved reserves in our Haskell county, Oklahoma gas shale property, net of a downward revision due to a de-emphasis of the Wagoner County properties. The additions and revisions in our properties were offset by production of 116 MBOE.

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During our fiscal year ended June 30, 2010, total proved reserves increased 9,358 MBOE from 3,060 MBOE at June 30, 2009 to 12,418 MBOE at June 30, 2010. The increase is primarily attributable to 9,418 MBbls of proved oil reserves we added to our properties in the Delhi Field, based on approximately $300 million of development capital spent by the Operator since project inception, the start-up of CO2 injection operations during fiscal year 2010, and an oil production response during fiscal year 2010. The additions in our properties in the Delhi Field along with extensions in Giddings and Oklahoma of 126 MBOE, were offset by production of 126 MBOE and negative revisions of 61 MBOE primarily related to the transfer of four well locations in the Lopez Field in South Texas from the proved classification to probable on June 30, 2010.

	Delhi Field	Giddings Field	Lopez Field	Oklahoma	Total
Proved reserves, MBOE					
June 30, 2009		3,012.5	47.5		3,060.0
Production	(6.3)	(119.2)			(125.5)
Revisions		(13.3)	(47.5)		(60.8)
Improved recovery, extensions and discoveries	9,418.1	103.5		22.9	9,544.5
June 30, 2010	9,411.8	2,983.5		22.9	12,418.2
Production	(44.1)	(71.3)	(0.6)	(0.4)	(116.4)
Revisions	1,569.7	330.3	61.8	(22.9)	1,938.9
Sales of minerals in place		(521.7)			(521.7)
Improved recovery, extensions and discoveries				128.5	128.5
June 30, 2011	10,937.4	2,720.8	61.2	128.1	13,847.5

Reconciliation of PV-10 to the Standardized Measure of Discounted Future Net Cash Flows

The following table provides a reconciliation of PV-10 of all of our proved properties to the Standardized Measure as shown in Note 16 of the consolidated financial statements.

	For the Years Ended June 30	
	2011	2010
Estimated future net revenues	$ 741,212,773	$ 571,052,096
10% annual discount for estimated timing of future cash flows	(365,874,315)	(305,073,753)
Estimated future net revenues discounted at 10% (PV-10)	375,338,458	265,978,343
Estimated future income tax expenses discounted at 10%	(146,890,504)	(104,351,694)
Standardized Measure	$ 228,447,954	$ 161,626,649

The following table provides a reconciliation of PV-10 of each of our proved properties to the Standardized Measure as shown in Note 16 of the consolidated financial statements.

	For the Years Ended June 30	
	2011	2010
Delhi Field	$ 333,618,884	$ 224,462,846

Giddings Field		40,800,575		41,337,594
Lopez Field		470,319		
Oklahoma		448,680		177,903
Estimated future net revenues discounted at 10% (PV-10)	$	375,338,458	$	265,978,343
Estimated future income tax expenses discounted at 10%		(146,890,504)		(104,351,694)
Standardized Measure	$	228,447,954	$	161,626,649

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2011 and 2010 Reserves Pricing Sensitivities

In addition to the proved reserves determined using SEC pricing, our independent engineers prepared estimates of our year-end proved reserves using two alternative commodity price assumptions. The following tables summarizes our total proved reserves as of June 30, 2011 and 2010 under each of the three assumptions:

	Total Proved Reserves as of June 30, 2011					
Pricing	**Oil (MBbls)**	**NGLs (MBbls)**	**Natural Gas (MMcf)**	**Total Reserves (MBOE)**		**PV-10**
SEC	11,568	712	9,404	13,848	$	375,338,458
Spot price (1)	11,763	713	9,424	14,047	$	434,053,068
Forward curve (2)	11,813	715	9,585	14,126	$	471,862,435

(1) The Spot price case is based on the NYMEX spot crude oil, natural gas liquid, and natural gas price as of June 30, 2011. For oil and natural gas liquids, the NYMEX posted price of $95.42 per barrel was adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the NYMEX spot price of $4.28 per MMBtu was adjusted by lease for energy content, transportation fees and regional price differentials. Such prices were held constant throughout the estimated lives of the reserves. Future production and development costs are based on year-end costs with no escalations.

(2) The Forward curve case is based on the five year applicable monthly forward closing prices on the NYMEX for oil and natural gas as of June 30, 2011. For oil and natural gas liquids, the price was based on a crude oil price which increased from $95.42 per Bbl to $101.59 per Bbl during the first five years and then held constant during the remaining life of the reserves, adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the price was based on a natural gas price which increased from $4.28 per MMBtu to $5.88 per MMBtu during the first five years and then held constant over the remaining life of the properties, adjusted by lease for energy content, transportation fees and regional price differentials. Future production and development costs are based on year-end costs with no escalations.

	Total Proved Reserves as of June 30, 2010					
Pricing	**Oil (MBbls)**	**NGLs (MBbls)**	**Natural Gas (MMcf)**	**Total Reserves (MBOE)**		**PV-10**
SEC	10,255	1,037	6,763	12,418	$	265,978,343
Spot price (1)	10,106	1,036	6,773	12,270	$	251,930,278
Forward curve (2)	10,482	1,049	6,894	12,679	$	308,738,147

(1) The Spot price case is based on the NYMEX spot crude oil, natural gas liquid, and natural gas price as of June 30, 2010. For oil and natural gas liquids, the NYMEX posted price of $75.63 per barrel was adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the NYMEX spot price of $4.53 per MMBtu was adjusted by lease for energy content, transportation fees and regional price differentials. Such prices were held constant throughout the estimated lives of the reserves. Future production and development costs are based on year-end costs with no escalations.

(2) The Forward curve case is based on the five year applicable monthly forward closing prices on the NYMEX for oil and natural gas as of June 30, 2010. For oil and natural gas liquids, the price was based on a crude oil price which increased from $75.63 per Bbl to $84.43 per Bbl during the first five years and then held constant during the remaining life of the reserves, adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the price was based on a natural gas price which increased from $4.53 per MMBtu to $6.07 per MMBtu during the first five years and then held constant over the remaining life of the properties, adjusted by lease for energy content, transportation fees and regional price differentials. Future production and development costs are based on year-end costs with no escalations.

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Probable Reserves Fiscal Year Ended 2011 and 2010

The Modernization Requirements also permitted the disclosure of probable reserves. Probable reserves are additional reserves that are less certain to be recovered than proved reserves but which, in sum with proved reserves, are as likely as not to be recovered. The various reserve categories have different risks associated with them. Proved reserves are more likely to be produced than probable reserves. Because of these risks, the different reserve categories should not be considered to be directly additive.

June 30, 2011

	Oil (MBbls)	NGLs (MBbls)	Natural Gas (MMcf)	Total Reserves (MBOE)		PV-10
Probable developed reserves						
Delhi Field	1,902			1,902	$	33,688,710
Probable undeveloped reserves						
Delhi Field	3,936			3,936	$	38,719,980
Lopez Field	378			378	$	3,198,908
Total probable reserves	6,216			6,216	$	75,607,598

June 30, 2010

	Oil (MBbls)	NGLs (MBbls)	Natural Gas (MMcf)	Total Reserves (MBOE)		PV-10
Probable developed reserves						
Delhi Field	301			301	$	5,955,480
Probable undeveloped reserves						
Delhi Field	5,381			5,381	$	45,229,803
Giddings Field	206	226	3,272	977	$	11,767,618
Lopez Field	283			283	$	785,921
Oklahoma			1,360	227	$	53,907
Total probable reserves	6,171	226	4,632	7,169	$	63,792,729

In addition to the probable reserves determined using SEC pricing, our independent engineers prepared estimates of our year-end probable reserves using two alternative commodity price assumptions. The following tables summarizes our total probable reserves as of June 30, 2011 and 2010 under each of the three assumptions:

	Total Probable Reserves as of June 30, 2011					
Pricing	Oil (MBbls)	NGLs (MBbls)	Natural Gas (MMcf)	Total Reserves (MBOE)		PV-10
SEC	6,216			6,216	$	75,607,598

Spot price (1)	6,228	6,228	$	91,639,997
Forward curve (2)	6,236	6,236	$	100,793,015

(1) The Spot price case is based on the NYMEX spot crude oil, natural gas liquid, and natural gas price as of June 30, 2011. For oil and natural gas liquids, the NYMEX posted price of $95.42 per barrel was adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the NYMEX spot price of $4.28 per MMBtu was adjusted by lease for energy content, transportation fees and regional price differentials. Such prices were held constant throughout the estimated lives of the reserves. Future production and development costs are based on year-end costs with no escalations.

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(2) The Forward curve case is based on the five year applicable monthly forward closing prices on the NYMEX for oil and natural gas as of June 30, 2011. For oil and natural gas liquids, the price was based on a crude oil price which increased from $95.42 per Bbl to $101.59 per Bbl during the first five years and then held constant during the remaining life of the reserves, adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the price was based on a natural gas price which increased from $4.28 per MMBtu to $5.88 per MMBtu during the first five years and then held constant over the remaining life of the properties, adjusted by lease for energy content, transportation fees and regional price differentials. Future production and development costs are based on year-end costs with no escalations.

	Total Probable Reserves as of June 30, 2010					
Pricing	**Oil (MBbls)**	**NGLs (MBbls)**	**Natural Gas (MMcf)**	**Total Reserves (MBOE)**		**PV-10**
SEC	6,171	226	4,632	7,169	$	63,792,729
Spot price (1)	6,117	226	4,670	7,121	$	60,879,954
Forward curve (2)	6,155	231	4,808	7,188	$	77,724,411

(1) The Spot price case is based on the NYMEX spot crude oil, natural gas liquid, and natural gas price as of June 30, 2010. For oil and natural gas liquids, the NYMEX posted price of $75.63 per barrel was adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the NYMEX spot price of $4.53 per MMBtu was adjusted by lease for energy content, transportation fees and regional price differentials. Such prices were held constant throughout the estimated lives of the reserves. Future production and development costs are based on year-end costs with no escalations.

(2) The Forward curve case is based on the five year applicable monthly forward closing prices on the NYMEX for oil and natural gas as of June 30, 2010. For oil and natural gas liquids, the price was based on a crude oil price which increased from $75.63 per Bbl to $84.43 per Bbl during the first five years and then held constant during the remaining life of the reserves, adjusted by lease for quality, transportation fees and regional price differentials. For natural gas, the price was based on a natural gas price which increased from $4.53 per MMBtu to $6.07 per MMBtu during the first five years and then held constant over the remaining life of the properties, adjusted by lease for energy content, transportation fees and regional price differentials. Future production and development costs are based on year-end costs with no escalations.

Additional detailed information describing the types of properties we own can be found in Item 1. Business Business Strategy.

Internal Controls Over Reserves Estimation Process and Qualifications of Technical Persons and

Our policies regarding internal controls over reserve estimates require reserves to be prepared by an independent engineering firm under the supervision of our Chief Executive Officer and Vice President of Operations and to be in compliance with generally accepted petroleum engineering and evaluation principles and definitions and guidelines established by the SEC. We provide each engineering firm with property interests, production, current operating costs, current production prices and other information. This information is reviewed by our Vice President of Operations and our Chief Executive Officer to ensure accuracy and completeness of the data prior to submission to our third party engineering firm. The scope and results of our third party engineering firms procedures are summarized in a letter included as an exhibit to this Annual Report on Form 10-K. A letter which identifies the professional qualifications of each of the independent engineering firms who prepared the reserve reports are also filed as exhibits to this Annual report on Form 10-K.

Proved Undeveloped Reserves

Our proved undeveloped reserves at June 30, 2011 were 8,503 MBOE. Future development costs associated with our proved undeveloped reserves at June 30, 2011 totaled approximately $39.0 million. The 2,796 MBOE decrease in proved undeveloped reserves from 11,299 MBOE as of June 30, 2010 is primarily attributable to reclassification of 2,760 MBbls of proved oil reserves attributable to our properties in the Delhi Field to the proved developed category, partially offset by a 333 MBOE upward revision of probable undeveloped reserves to proved undeveloped reserves in the Giddings Field and the 50 MBO upward revision in Lopez Field proved undeveloped reserves. None of our proved undeveloped locations remain undeveloped for five years from the date of initial recognition as proved undeveloped reserves.

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Sales Volumes, Average Sales Prices and Average Production Costs

The following table shows the Company s sales volumes and average sales prices received for crude oil, natural gas liquids, and natural gas for the periods indicated:

	Year Ended June 30, 2011		Year Ended June 30, 2010		Year Ended June 30, 2009	
Product	**Volume**	**Price**	**Volume**	**Price**	**Volume**	**Price**
Crude oil (Bbls)	57,965	$ 97.86	29,749	$ 73.56	36,026	$ 76.26
Natural gas liquids (Bbls)	18,704	$ 47.77	27,820	$ 38.80	44,125	$ 36.83
Natural gas (Mcf)	238,608	$ 4.04	407,674	$ 4.30	323,301	$ 5.33

Average production costs, including production taxes, per unit of production (using a six to one conversion ratio of Mcf s to barrels) were approximately $12, $13 and $11 per BOE for the years ended June 30, 2011, 2010 and 2009, respectively.

Crude oil, NGLs, and natural gas sales volumes, net to our interest, for the year ended June 30, 2011 decreased 7% to 116,437 BOE, compared to 125,515 BOE for the year ended June 30, 2010. Our sales volumes for the year ended June 30, 2011 included 44,141 Bbls of oil from Delhi compared to 6,333 Bbls of oil during the previous fiscal year and 71,010 BOE from our properties in the Giddings Field in Texas compared to 119,182 BOE during the previous fiscal year.

First EOR oil production at Delhi began in the last two weeks of March 2010. Our interests in the Delhi Field consist of more than 79% of our total proved reserves as of June 30, 2011. The average sales price per barrel of crude oil at Delhi was $101.79 for the year ended June 30, 2011, with no associated production costs.

Production from our properties in the Giddings Field decreased 40% from 119,182 BOE during the fiscal year ended June 2010 to 71,280 BOE during the fiscal year ended June 30, 2011. Production of natural gas from our properties in the Giddings Field increased 43%, while production of crude oil and NGLs decreased 37% compared to the year ended June 30, 2010. Our interests in the Giddings Field consist of 20% of our total proved reserves as of June 30, 2011. The average sales price per BOE at Giddings was $42.78 for the year ended June 30, 2011 . The associated production costs in Giddings for the year ended June 30, 2011 (not including ad valorem and production taxes) were $18.29 per BOE.

The decrease in volumes from fiscal 2009 to fiscal 2010 were attributable to the natural production decline of our properties in the Giddings Field, which decreased 11% from 133,863 BOE during the fiscal year ended June 2009 to 119,182 BOE during the fiscal year ended June 30, 2010.

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Drilling Activity

The following table sets forth our drilling activity. In 2011, we drilled and completed 3 gross and 0.6 net wells in the Giddings Field. One gross and net well drilled in Wagoner County, Oklahoma, in 2010 was plugged and abandoned during 2011 as a dry hole.

	Year Ended June 30,					
	2011		2010		2009	
	Gross	Net	Gross	Net	Gross	Net
Productive wells drilled						
Development	3.0	0.6	1.0	1.0	2.0	2.0
Exploratory						
Total	3.0	0.6	1.0	1.0	2.0	2.0
Non productive dry wells drilled						
Development						
Exploratory	1.0	1.0				
Total	1.0	1.0				

Present Activities

At year end, we were not actively drilling any wells. Three wells in Oklahoma that were drilled in 2010 and production tested to flare were shut-in as of June 30, 2011 waiting on pipeline connections and, in one case, a workover to repair a mechanical issue, thus all three wells are neither productive or plugged and abandoned. Pressure maintenance through re-injection of produced water is occurring on one of our leases in the Lopez Field. Enhanced oil recovery through CO2 injection is occurring in the Delhi Field.

For further discussion, see Highlights for our fiscal year 2011 and Looking forward into 2011 under *Item 7. Managements Discussion and Analysis of Financial Condition and Results of Operations* of this Form 10-K.

Delivery Commitments

As of June 30, 2011, we had no delivery commitments.

Productive Wells and Developed Acreage

Our developed acreage at June 30, 2011 totaled 5,362 net acres in the Giddings Field, consisting of a 100% working interest in ten producing wells and a 20% BPO WI in three producing wells, 100 net acres in Haskell County, OK with one 100% WI producing well, 153 net acres in

Wagoner County, OK with one 100% WI nonproducing shut-in well and 446 acres in Webb County, Texas with one 100% WI producing well. We also own mineral and overriding royalty interests aggregating 7.4% in our CO2-EOR project in the Delhi Field. Our proved reserves at Delhi are 45% proved developed, but we do not recognize net acres in the EOR project at Delhi prior to reversion of our working interest.

Our developed acreage at June 30, 2010 totaled 5,040 net acres in the Giddings Field, consisting of a 100% working interest in nine producing and one developed non-producing gross and net wells, and 153 net acres in Wagoner County, OK with one nonproducing shut-in well. We also own mineral and overriding royalty interests aggregating 7.4% in our CO2-EOR project in the Delhi Field. Our proved reserves at Delhi are 7% proved developed, but we did not recognize net acres at Delhi prior to reversion of our working interest.

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Our developed acreage at June 30, 2009 totaled 5,040 net acres in the Giddings Field, consisting of a 100% working interest in ten gross and net producing wells.

Undeveloped Acreage

As of June 30, 2011, we held approximately 34,131 gross and 17,815 net undeveloped acres in the Gulf Coast and Mid-Continent regions of the United States, as follows:

Field/Area	Gross Acreage	Net Acreage
Giddings Field, Texas	4,574	4,179
Woodford, Oklahoma	15,602	10,052
Neptune Oil Project (Lopez Field, South Texas)	319	319
Delhi Field, Louisiana *	13,636	3,265
Total	34,131	17,815

* Includes from the surface of the Earth to the top of the Massive Anhydride, less and except the Delhi Holt Bryant CO_2 and Mengel Units. With respect to the Delhi Holt Bryant Unit, currently being redeveloped using CO_2-EOR operations within this same acreage, we currently own royalty interests aggregating approximately 7.4%. Separately, we own a 23.9% reversionary working interest (19% net revenue interest) that will revert to us, as, if and when payout occurs, as defined. We are not the operator of the Delhi CO_2-EOR project.

Our net undeveloped acreage that is subject to expiration over the next three years, if not renewed or extended by option, (consisting of our acreage in the Giddings Field, Woodford, and South Texas) is approximately 3,431 acres in fiscal 2012, 9,965 acres in fiscal 2013, and 1,154 acres in 2014.

For more complete information regarding current year activities, including crude oil and natural gas production, refer to *Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations* of this Form 10-K.

Item 3. Legal Proceedings

See Note 12 Commitments and Contingencies under Item 8. Financial Statements for a description of legal proceedings.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of our security holders, through solicitation of proxies or otherwise, during the fourth quarter ended June 30, 2011.

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PART II

Item 5. Market for Registrant s Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Common Stock

Our common stock is currently traded on the NYSE Amex under the ticker symbol EPM .

We initiated trading of our common stock on the OTC Bulletin Board in May 2004, under the symbol NGSY . On July 17, 2006 we qualified for trading on the American Stock Exchange. The American Stock Exchange was acquired by the NYSE Euronext (NYX) in 2008 and is now known as NYSE Amex. The following table shows, for each quarter of fiscal year 2011, 2010 and 2009, the high and low sales prices for EPM as reported by the NYSE Amex.

NYSE Amex

2011:	**High**	**Low**
Fourth quarter ended June 30, 2011	$ 8.80	$ 6.44
Third quarter ended March 31, 2011	$ 8.39	$ 5.52
Second quarter ended December 31, 2010	$ 6.85	$ 5.50
First quarter ended September 30, 2010	$ 6.01	$ 4.10

2010:	**High**	**Low**
Fourth quarter ended June 30, 2010	$ 6.25	$ 4.61
Third quarter ended March 31, 2010	$ 5.10	$ 4.36
Second quarter ended December 31, 2009	$ 4.67	$ 2.90
First quarter ended September 30, 2009	$ 3.34	$ 2.21

2009:	**High**	**Low**
Fourth quarter ended June 30, 2009	$ 3.13	$ 1.85
Third quarter ended March 31, 2009	$ 1.99	$ 1.17
Second quarter ended December 31, 2008	$ 3.06	$ 1.00
First quarter ended September 30, 2008	$ 6.05	$ 2.60

Holders

As of June 30, 2011, there were 27,612,916 shares of common stock issued and outstanding, held by approximately 4,137 holders of record.

Dividends

We have never declared or paid any cash dividends with respect to our common stock. We anticipate that we will retain future earnings for use in the operation and expansion of our business and do not anticipate paying cash dividends on the common stock in the foreseeable future. Any future determination with regard to the payment of dividends will be at the discretion of the board of directors and will be dependent upon our future earnings, financial condition, applicable dividend restrictions and capital requirements and other factors deemed relevant by the board of directors.

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Securities Authorized For Issuance Under Equity Compensation Plans

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)		Weighted-average exercise price of outstanding Options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (1)
Equity compensation plans approved by security holders	4,355,320	(1)	$ 1.92	208,217
Equity compensation plans not approved by security holders	1,129,865	(2)	$ 1.64	
Total	5,485,185		$ 1.86	208,217

(1) On May 26, 2004, we, as Reality Interactive, Inc., executed an Agreement and Plan of Merger with Natural Gas Systems, Inc., a Delaware corporation (the Merger). In connection with the Merger, we assumed the obligations of 600,000 stock options under our acquired subsidiary s 2003 Stock Option Plan. As of June 30, 2010, 470,000 shares remain issuable upon exercise of stock options under the 2003 Stock Option Plan and no further options shall be issued there under. As of June 30, 2011, there were 3,945,195 shares of common stock issuable upon exercise of outstanding stock options, 59,875 options that were exercised and 1,346,588 shares of common stock issued directly under the Amended and Restated 2004 Stock Plan, leaving 208,217 shares of common stock available for issuance.

(2) In addition to assuming certain obligations listed in footnote 1 above, in connection with the Merger, we also assumed outstanding warrants to purchase shares of common stock issued in connection with arranging the merger and in connection with capital raising. Total warrants outstanding as of June 30, 2011 related to these activities were 92,365 with a weighted average exercise price of $2.50. Also included were 1,037,500 warrants with a weighted average exercise price of $1.56 issued in connection with employment and or compensation arrangements, including a warrant to purchase 287,500 shares of common stock in connection with Mr. Herlin s employment agreement with the Company, a warrant to purchase 200,000 shares in connection with Mr. Mazzanti s employment agreement with the Company, a warrant to purchase 400,000 shares of common stock in connection with Mr. Herlin s annual performance incentives, including warrants in lieu of cash bonus, and a warrant to purchase 150,000 shares of common stock in connection with Mr. McDonald s annual performance incentives, including warrants in lieu of cash bonus.

Recent Sales of Unregistered Securities

On March 31, 2011, the Company sold 58,350 shares of common stock pursuant to a net cashless exercise of placement warrants. The placement warrants, issued to Laird Cagan, a member of our board of directors, in 2004 in connection with a financing transaction, gave Mr. Cagan the right to purchase 66,943 shares, with a weighted average exercise price of $1.00 per share. The shares of common stock were issued to Mr. Cagan pursuant to an exemption from registration afforded under Section 4(2) of the Securities Act of 1933.

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Item 6. Selected Financial Data

The selected consolidated financial data, set forth below should be read in conjunction with Item 7 Management s Discussion and Analysis of Financial Condition and Results of Operations and with the consolidated financial statements and notes to those consolidated financial statements included elsewhere in this report.

	Year Ended June 30				
	2011	**2010**	**2009**	**2008**	**2007**
Income Statement Data					
Revenues	$ 7,530,875	$ 5,021,901	$ 6,095,183	$ 4,256,128	$ 1,866,878
Lease operating expense	$ 1,298,650	$ 1,616,767	$ 1,281,989	$ 1,255,787	$ 1,352,907
Production taxes	$ 80,677	$ 48,312	$ 158,794	$ 90,252	$ 62,426
Depreciation, depletion, and amortization	$ 563,104	$ 1,818,110	$ 2,461,162	$ 903,214	$ 291,150
Accretion expense	$ 59,913	$ 61,054	$ 37,601	$ 20,196	$ 17,319
General and administrative expense (G&A) (excluding stock-based compensation)	$ 3,799,377	$ 2,943,843	$ 3,490,466	$ 3,705,751	$ 2,878,107
G&A: Stock-based compensation	$ 1,536,007	$ 2,148,400	$ 2,405,900	$ 1,791,486	$ 1,613,493
Gain from sale of oil and natural gas properties	$	$	$	$	$
Income (loss) from operations	$ 193,147	$ (3,614,585)	$ (3,740,729)	$ (3,510,558)	$ (4,348,524)
Interest income	$ 14,214	$ 55,054	$ 122,272	$ 854,130	$ 1,899,460
Income tax provision (benefit)	$ 448,914	$ (1,171,824)	$ (1,016,864)	$ (1,085,454)	$ (638,853)
Net loss	$ (241,553)	$ (2,387,707)	$ (2,601,593)	$ (1,570,974)	$ (1,810,211)
Earnings (loss) per common share - Basic	$ (0.01)	$ (0.09)	$ (0.10)	$ (0.06)	$ (0.07)
Earnings (loss) per common share - Diluted	$ (0.01)	$ (0.09)	$ (0.10)	$ (0.06)	$ (0.07)
Cash Flows Data					
Operating Activities:					
Before changes in operating assets and liabilities	$ 2,331,867	$ 877,914	$ 3,070,310	$ 3,740,878	$ (11,865,115)
Changes in operating assets and liabilities	723,249	1,467,267	2,884,468	(4,597,678)	(2,626,933)
Cash provided by (used in) operating activities	3,055,116	2,345,181	5,954,778	(856,800)	(14,492,048)
Investing Activities:					
Development of oil and natural gas properties	(2,509,652)	(3,280,425)	(8,063,465)	(11,187,291)	(417,964)
Acquisition of oil and natural gas properties	(997,279)	(517,530)	(2,603,098)	(8,789,501)	(1,918,757)
Proceeds from sale of oil and natural gas properties	231,326			4,452,450	155,378
Maturities of certificates of deposit	1,100,000	2,059,147			
Purchases of certificates of deposit		(1,350,000)	(1,757,312)		
Cash in qualified intermediary account for like-kind exchanges					34,662,368
Other	(49,566)	(13,220)	(33,350)	(93,596)	(120,050)
Cash provided by (used in) investing activities	(2,225,171)	(3,102,028)	(12,457,225)	(15,617,938)	32,360,975
Financing Activities:					

Purchase of treasury stock			(882,022)		
Payments on notes payable					
Proceeds from notes payable					
Equity transactions	106,077	3,342	130	76	(15,532)
Windfall tax benefits	173,157				
Other			3,823		
Cash provided by (used in) financing activities	279,234	3,342	(878,069)	76	(15,532)
Increase (decrease) in cash and cash equivalents	$ 1,109,179	$ (753,505)	$ (7,380,516)	$ (16,474,662)	$ 17,853,395

	June 30, 2011	June 30, 2010	June 30, 2009	June 30, 2008	June 30, 2007
Balance Sheet Data					
Total current assets	$ 6,574,312	$ 6,229,351	$ 8,873,786	$ 17,801,070	$ 28,921,518
Total assets	$ 40,168,425	$ 37,195,075	$ 37,828,823	$ 40,365,848	$ 34,905,992
Total current liabilities	$ 2,428,404	$ 1,287,699	$ 1,237,904	$ 4,171,048	$ 1,596,558
Total liabilities	$ 6,703,668	$ 5,717,882	$ 6,072,229	$ 7,362,114	$ 2,122,846
Stockholders equity	$ 33,464,757	$ 31,477,193	$ 31,756,594	$ 33,003,734	$ 32,783,146
Common stock outstanding	27,612,916	27,061,376	26,530,317	26,870,439	26,776,234

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	Quarter Ended (unaudited)				
	June 30, 2011	March 31, 2011	December 31, 2010	September 30, 2010	June 30, 2010
Revenues					
Crude oil	$ 2,638,138	$ 1,607,521	$ 778,594	$ 648,218	$ 759,344
Natural gas liquids (NGLs)	224,062	228,050	231,495	209,918	231,460
Natural gas	303,072	181,504	169,343	310,960	368,387
Total operating revenues	3,165,272	2,017,075	1,179,432	1,169,096	1,359,191
Operating Expense					
Lease operating expense (LOE)	348,268	284,577	311,224	354,581	482,160
Production taxes	26,593	26,308	13,073	14,703	8,054
Depreciation, depletion, and amortization	204,141	132,516	102,429	124,018	144,766
Accretion expense	16,599	16,233	10,766	16,315	15,954
G&A (excluding stock-based compensation) (1)	966,676	966,628	912,993	953,081	433,064
G&A: Stock-based compensation (2)	392,593	392,533	396,394	354,486	957,595
Total operating expense	1,954,870	1,818,795	1,746,879	1,817,184	2,041,593
Operating income (loss)	1,210,402	198,280	(567,447)	(648,088)	(682,402)
Interest income, net	1,180	1,562	3,705	7,767	7,269
Net income (loss) before income tax benefit	1,211,582	199,842	(563,742)	(640,321)	(675,133)
Income tax (provision) benefit	(676,692)	(29,416)	102,207	154,987	245,712
Net income (loss)	$ 534,890	$ 170,426	$ (461,535)	$ (485,334)	$ (429,421)
Net income (loss) per share basic and diluted	$ 0.02	$ 0.01	$ (0.02)	$ (0.02)	$ (0.02)
Weighted average number of common shares outstanding					
Basic	27,612,916	27,521,957	27,457,118	27,160,723	27,137,611
Diluted	31,090,818	30,833,505	27,457,118	27,160,723	27,137,611
Sales volumes per day					
Oil (Bbls) - Delhi	219.6	148.1	68.1	49.5	62.9
Other properties					
Oil (Bbls)	36.3	36.4	33.5	45.2	46.7
NGL (Bbls)	44.9	50.4	54.6	55.1	64.2
Natural gas (Mcf)	822.8	513.6	505.5	771.8	972.7
Total (BOE)	438.0	320.4	240.4	278.5	335.8
Average sales price					
Oil per Bbl - Delhi	$ 115.25	$ 98.89	$ 84.42	$ 75.14	$ 76.48
Other properties					
Oil per Bbl	101.13	88.38	80.98	73.51	75.77
NGL per Bbl	54.88	50.31	46.12	41.41	39.63
Natural gas per Mcf	4.05	3.93	3.64	4.38	4.16
Total per BOE	79.42	69.94	53.32	45.63	44.47
Per BOE					
LOE and production taxes	9.41	10.78	14.66	14.41	16.04
DD&A	5.12	4.59	4.63	4.84	4.74
Accretion expense	0.42	0.56	0.49	0.64	0.52
G&A (excluding stock-based compensation)	24.25	33.52	41.28	37.20	14.17
G&A: Stock-based compensation	9.85	13.61	17.92	13.84	31.33
Total operating expense	49.05	63.06	78.98	70.93	66.80
Operating (loss) income	$ 30.37	$ 6.88	$ (25.65)	$ (25.30)	$ (22.33)
Net income (loss) before income taxes	$ 30.40	$ 6.93	$ (25.49)	$ (24.99)	$ (22.09)

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(1) **Item 7. Management s Discussion and Analysis of Financial Condition and Results of Operations**

Executive Overview

General

We are a petroleum company engaged primarily in the acquisition, exploitation and development of properties for the production of crude oil and natural gas, onshore in the United States. We acquire known, underdeveloped oil and natural gas resources and exploit them through the application of capital, sound engineering and modern technology to increase production, ultimate recoveries, or both.

We are focused on increasing underlying asset values on a per share basis. In doing so, we depend on a conservative capital structure, allowing us to maintain control of our assets for the benefit of our shareholders, including approximately 20% beneficially owned by all of our employees.

Our strategy is intended to generate scalable, low unit cost, development and re-development opportunities that minimize or eliminate exploration risks. These opportunities involve the application of modern technology, our own proprietary technology and our specific expertise in overlooked areas of the United States.

The assets we exploit currently fit into three types of project opportunities:

- Enhanced Oil Recovery (EOR),
- Bypassed Primary Resources, and
- Unconventional Shale Gas Development.

We expect to fund our base fiscal 2012 development plan from working capital, with any increases to the base plan funded out of working capital, net cash flows from our properties in the Giddings and Delhi Fields and appropriate financing vehicles, including possible additional issuances of our Series A perpetual non-convertible preferred stock.

Highlights for our fiscal year 2011

Oil & Gas Reserves

- **Proved reserves increased 1.43 million BOE, or 12%, while PV-10 increased 41%.** The increase in proved reserves is primarily due to an acceleration of our Delhi payout date, estimated by D&M to occur at calendar year end 2013, versus last year s report estimate of mid-2016. Acceleration of the payout date is primarily due to improved operating performance and higher oil prices. The increase in PV-10 is primarily due to higher oil prices, the increased reserves and the accelerated date of deemed payout.

- **Proved developed reserves increased 333%.** The increase in proved developed reserves is primarily due to continued investment by the operator in the Delhi Field, combined with improved production performance. Proved developed reserves are now 39% of total proved reserves.

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- **The improvement in proved and proved developed reserves did not materially affect our high oil content**. Our proved reserves are 84% oil and 5% gas liquids, compared to 83% and 9%, respectively, the previous year.

	Proved			Probable		
	2011	2010	Change	2011	2010	Change
Reserves MMBOE	13.8	12.4	11%	6.3	7.2	(12)%
% Developed	39%	9%	333%	27%	5%	440%
Liquids %	89%	92%		100%	89%	
(In millions)						
PV-10*	$375	$266	41%	$76	$64	19%
PV-10 Spot	$434	$252	72%	$92	$61	51%
PV-10 Strip	$472	$308	53%	$101	$77	31%

* We believe the presentation of PV-10 provides useful information to investors because it is widely used by analysts and investors in evaluating oil and natural gas companies and the relative monetary significance of their oil and natural gas properties. PV-10 is not intended to represent the current market value of our estimated oil and natural gas reserves, nor should it be considered in isolation or as a substitute for the Standardized Measure of after-tax discounted future net cash flows as defined under GAAP. See Estimated Oil and Natural Gas Reserves and Estimated Future Net Revenues under *Item 2. Properties* of this Form 10-K for a reconciliation of PV-10 to the Standardized Measure.

Projects

- **Delhi.** D&M s independent reserve report for our Delhi interests reflects an acceleration of the reversionary working interest payout date to late calendar 2013, more than two years earlier than projected in their June 30, 2010 report. The acceleration is due primarily to a lower rate of CO_2 purchases, improved performance and higher realized oil price. The same factors resulted in an increase of 1.57 MMBO of net proved reserves primarily associated with the reversionary working interest. Proved developed reserves at Delhi increased from 7% of total proved reserves to 45% of total proved reserves, due to continued investment by the operator and improved performance in the field. Production continues to increase as Phase II was implemented through first CO_2 injection in late December 2010 and first oil production response in March 2011. Gross and net oil production increased 48% to 2,964 gross (219 net) barrels of oil per day during the fourth fiscal quarter of 2011 from 2,003 gross (148 net) barrels of oil per day in the preceding third fiscal quarter, and increased 248% from the fourth fiscal quarter ending June 30, 2010, the first full quarter of EOR production. Both Phases I and II resulted in oil production response 3-4 months earlier than projected.

Meanwhile, Phase III is currently under construction and related CO_2 injection is expected during calendar 2011. Up to six phases are ultimately expected, with Phase I being approximately half the size of all other phases. To date, the operator has reported expending $383 million on the project, which has no effect on our deemed $200 million reversionary payout amount. Gross production averaged more than 1,634 gross (121 net) barrels per day for fiscal year 2011, compared to less than 231 gross (17 net) barrels per day during fiscal 2010. Our net production currently is from our 7.4% royalty interest and is free and clear of all cost, except for a pipeline transportation tariff of less than $2.00 per barrel. Our realized oil price at Delhi tracks Louisiana Light Sweet oil price, which has been similarly tracking Brent crude oil price during the last half of 2011. As an example, our realized Delhi oil price of $106 in June 2011 was a $14 premium over the price we realized in our properties in the Giddings Field.

The factors that impacted our proved reserves also increased our proved PV-10 by 41% to $375 million and our probable PV-10 by 19% to $76 million. Due to the accelerated reversion date, we now expect to bear approximately $12.7 million of capital expenditures in calendar 2014, compared to the year ago projection of no capital expenditures related to our proved reserves. At reversion, our net revenue interest will increase from 7.4% to 26.5%, and we will begin bearing 23.9% of all costs.

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See Estimated Oil and Natural Gas Reserves and Estimated Future Net Revenues under *Item 2. Properties* of this Form 10-K for a reconciliation of PV-10 to the Standardized Measure.

- **Due to continued production testing during 2011, we have elected to restore proved reserves for our properties in the Lopez Field in South Texas (Neptune Project).** Previously, we had elected to downgrade our reserves in the Lopez Field due to difficulties and delays in creating adequate water injection capacity needed to adequately test production. This problem was alleviated in the first half of fiscal 2011 and the resulting stable production demonstrated that proved reserves and expanded field development are warranted. Consequently, our independent reservoir engineer has assigned 61 MBO of proved oil reserves to one producing well and five drilling locations, and 378 MBO of probable oil reserves to 36 drilling locations. Associated PV-10 is $470 thousand for proved reserves and $3.2 million for probable reserves.

- **In Giddings, our production of 72 MBOE was more than offset by 331 MBOE of positive proved reserve revisions.** Sales of reserves in place totaling 522 MBOE resulted in a 9% reduction in proved reserves to 2,720 MBOE. During 2011, we drilled and completed three producing wells through our industry joint venture. One well far exceeded expectations, one well underperformed and one well was not commercially productive in the target horizon and was subsequently recompleted into another reservoir. In aggregate, we believe that the three wells are expected to approach combined expected recovery. Based on drilling results and natural gas prices, we highgraded our portfolio of remaining proved drilling locations to the current thirteen total.

- **Our unconventional gas project is now focused on our Haskell County, OK leasehold.** During the latter part of fiscal 2011, we commenced our first test in Haskell County, OK through a re-entry. During operations to create a salt water disposal zone, we encountered natural gas. We subsequently revised our project to test this zone with a single stage of hydraulic fracturing. We are currently producing the well to determine economic viability of further field development of this zone. Our independent reservoir engineer has assigned proved reserves to this one gross and 0.55 net producing well and five gross and 1.34 net drilling locations totaling 768 MMCF.

- We continued production testing of one shallow Woodford well in our Wagoner County, OK leasehold during the early portion of fiscal 2011. Based on the results to date, combined with the natural gas market and requirement for substantial infrastructure, we have determined that our other projects offer more value potential and thus have elected to divest our Wagoner County assets. Therefore, no reserves for Wagoner County have been included in our reported reserves.

Operations

- **Our fiscal 2011 net loss declined 90% to $242,000, compared to fiscal 2010 s $2.4 million loss.** The year ended on a positive note with net income of $535,000 and $170,000 in FQ4 and FQ3, respectively.

- **Revenues in fiscal 2011 increased 50% to $7.5 million, compared to $5 million in fiscal 2010, primarily due to a 95% increase in oil volumes and 33% increase in oil prices, partially offset by a 39% decrease in NGL and natural gas volumes.** .

- **Operating costs in fiscal 2011 decreased $1.3 million to $7.3 million, a 15% decrease from fiscal 2010, primarily due to a 68% reduction in our annual depletion rate to $4.55 per BOE.** Our depletion rate for FQ4 was $4.92 per BOE due to the inclusion of net capital expenditures associated with the last phase of our Delhi EOR project resulting from the currently projected two year acceleration in payout. We have not, to date, experienced a ceiling test write down of our oil and gas property costs, therefore our depletion rate is a proxy for our historic finding and development costs.

- **Non-cash, stock-based compensation expense of $1.5 million comprised over 28% of general and administrative expense for fiscal 2011.** Non-cash, stock-based compensation expense remains an important part of our total compensation program, as a small company in competition for talented staff with numerous, more established other companies, to help motivate and retain high performing employees and consultants, in addition to conserving our cash resources.

For further details, see Results of Operations below.

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Finances

- **We ended the year with $4.1 million of working capital, compared to $4.9 million at June 30, 2010.** At June 30, 2011, working capital included $4.5 million of cash, cash equivalents and short-term certificates of deposit. The $0.8 million reduction in our working capital since June 30, 2010 was due primarily to capital investments of $3.4 million in oil and natural gas properties, mostly offset by positive cash flow generated from our oil and gas properties.

- **Cash flows from operations covered our general and administrative expenses and funded most of our capital expenditures.** Cash flows from operations were $3.1 million during the year ended June 30, 2011, which includes $1.0 million received in February 2011 from the Internal Revenue Service as a result of a carry-back of our tax loss for the year ended June 30, 2010.

- **We remained debt free.** All of our expenditures were funded solely by working capital and we ended our fiscal year with no funded debt.

Looking forward into 2012

We currently expect to be more active during fiscal 2012 in the Giddings Field, Haskell County, Lopez Field and artificial lift technology projects. Expanded development drilling in the first three projects will be funded from working capital, expected cash flows from operations and future joint ventures currently in discussion. Activity is intended to further our goal of maturing projects outside of Delhi and derisking their future capital investment and associated production. At the same time, we expect production at Delhi to continue to increase as Phase II matures and Phase III is put into operation through incremental CO2 injection.

Our base case capital budget of up to $12 million will be primarily focused on:

- Continued development drilling of our higher valued locations in the Giddings Field
- Initial development rollout in the Lopez Field in South Texas with two oil producers and two injectors
- Projected initial development of the Woodford Shale in Haskell County, OK
- Demonstrations of GARP, our artificial lift technology for other operators
- Maintenance of leases on our higher valued drilling locations and Haskell County leasehold and expansion of our Lopez Field leasehold as warranted

We intend to generate and maintain substantial liquidity to allow us to take advantage of specific success in any one or more of the projects or other opportunities that may arise during the year due to unusual commodity price volatility or market disruption, including the possible repurchase of our common stock. We remain committed to protecting our substantial value already created in our Delhi assets and our conservative, flexible financial approach.

Continued conservative financial management.

- **Continue to emphasize long-term share value over near-term earnings during the current period of low natural gas prices.**

- **Retain financial strength and flexibility to assure we obtain proper value of our core assets and protect our joint venture rights in areas of mutual interest.**

- **Utilize joint ventures, project financing and/or preferred stock issuances to accelerate project development.** We may accelerate our development operations where warranted by utilizing joint ventures, project financing, selective divestments of noncore assets or continued issuance of our preferred stock at an attractive valuation. In early July we raised $5.1 million of gross proceeds before offering expenses through an offering of 220,000 shares of 8.5% Series A Preferred Stock. These shares are perpetual, nonconvertible and redeemable by the company at the $25 per share liquidation value after three years, or earlier at a premium to the liquidation value in the event of a change in control. We continue to sell up to an additional 180,000 shares through at the market transactions, which to date have been at a premium to the liquidation value of $25 per share.

- **Improve financial results through increasing production and revenues.**

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Liquidity and Capital Resources

At June 30, 2011, our working capital was $4.1 million and we continued to be debt free. This compares to working capital of $4.9 million at June 30, 2010. The $0.8 million decrease in working capital since June 30, 2010, was due primarily to investments of $3.4 million in oil and natural gas properties, offset by an asset sale of $0.2 million and positive operating cash flows. Of the $3.4 million of capital expenditures incurred during our fiscal year ended June 30, 2011, $1.0 million was for leasehold acquisitions and $2.4 million was for development activities. Development activities were primarily in the Giddings Field in Texas and our unconventional gas project in Eastern Oklahoma.

Cash Flows from Operating Activities

Cash flows provided by operating activities for the year ended June 30, 2011 were $3.1 million. Cash flows provided by operations included cash receipts of $7.0 million from oil and natural gas sales from our properties in the Giddings Field and the Delhi Field and $0.9 million due to a refund from the carry-back of our 2010 federal income tax loss. Cash payments included $4.5 million for operating expenses, including lease operating expenses, production taxes, salaries and wages, $0.1 million related to our joint interest partner s share of capital expenditures and which are due from our joint interest partner, and $0.2 million in estimated state income taxes.

Cash flows provided by operating activities for the year ended June 30, 2010 were $2.4 million. Cash flows provided by operations include cash receipts of $5.0 million from oil and natural gas sales, primarily from our properties in the Giddings Field, cash receipts of $2.1 million from the Internal Revenue Service due to our 2009 tax year net operating loss carry-back, and interest received of $0.1 million. Total cash received of $7.2 million was partially offset by $4.5 million of cash payments for operating expenses, including lease operating expenses, production taxes, salaries and wages, and payment of $0.3 million in state income taxes.

Cash Flows from Investing Activities

Cash paid for oil and gas capital expenditures during our fiscal year ended June 30, 2011 and 2010, was $3.5 million and $3.8 million, respectively, which includes net payments on accounts payable of $0.1 million during both periods, relating to expenditures for oil and natural gas properties. During the year ended June 30, 2011, we received $0.2 million for a lease sale in the Giddings Field.

During the year ended June 30, 2011, $1.1 million of certificates of deposit matured. During the year ended June 30, 2010, we purchased $1.4 million in short-term certificates of deposit and $2.1 million of certificates of deposit matured.

Cash Flows from Financing Activities

During the year ended June 30, 2011, we received $0.1 million due to the exercise of stock options and $0.2 million for windfall tax benefit received in 2010. There were no significant cash flows from financing activities during the year ended June 30, 2010.

Capital Budget

For our fiscal 2012 Plan, we expect to incur capital expenditures of up to 12 million (for expenditure details, see the Looking Forward section above).

We expect to fund our fiscal 2012 Plan with internally generated funds, our working capital and future joint ventures. Increases in our activity level over the planned operations will be funded from working capital, joint ventures, project financing, selective divestments of noncore assets or from additional sales of our 8.5% Preferred Stock.

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Results of Operations

Year ended June 30, 2011 compared with the year ended June 30, 2010

The following table sets forth certain financial information with respect to our oil and natural gas operations:

	Year Ended June 30			
	2011	2010	Variance	% change
Sales Volumes, net to the Company:				
Delhi crude oil Royalty (Bbl)	44,141	6,333	37,808	597%
Other properties				
Crude oil (Bbl)	13,824	23,416	(9,592)	(41)%
NGLs (Bbl)	18,704	27,820	(9,116)	(33)%
Natural gas (Mcf)	238,608	407,674	(169,066)	(41)%
Crude oil, NGLs and natural gas (BOE)	116,437	125,515	(9,078)	(7)%
Revenue data:				
Delhi crude oil	$ 4,493,240	$ 485,032	$ 4,008,208	826%
Other properties				
Crude oil	1,179,231	1,703,227	(523,996)	(31)%
NGLs	893,525	1,079,383	(185,858)	(17)%
Natural gas	964,879	1,754,259	(789,380)	(45)%
Total revenues	7,530,875	5,021,901	$ 2,508,974	50%
Average price:				
Delhi crude oil	$ 101.79	$ 76.59	$ 25.20	33%
Other properties				
Crude oil (per Bbl)	85.30	72.74	12.56	17%
NGLs (per Bbl)	47.77	38.80	8.97	23%
Natural gas (per Mcf)	4.04	4.30	(0.26)	(6)%
Crude oil, NGLs and natural gas (per BOE)	$ 64.68	$ 40.01	$ 24.67	62%
Expenses (per BOE)				
Lease operating expenses and production taxes	$ 11.85	$ 13.27	$ (1.42)	(11)%
Depletion expense on oil and natural gas properties (a)	$ 4.55	$ 14.10	$ (9.55)	(68)%

(a) Excludes depreciation of office equipment, furniture and fixtures, and other of $33,600 and $48,699, for the year ended June 30, 2011 and 2010, respectively.

Net loss. For the year ended June 30, 2011, we reported a net loss of $241,553, or $0.01 loss per share (which includes $1,536,007 of non-cash stock-based compensation expense) on total oil and natural gas revenues of $7,530,875. This compares to a net loss of $2,387,707, or $0.09 loss per share (which includes $2,148,400 of non-cash stock-based compensation expense) on total oil and natural gas revenues of $5,021,901 for the year ended June 30, 2010. The decrease in net loss was primarily due to an increase in our revenues of $2,508,974 and a decrease in operating costs of $1,298,758 (primarily related to a decrease in depreciation, depletion, and amortization). Additional details of the components of net loss are explained in greater detail below.

Sales Volumes. Crude oil, NGLs, and natural gas sales volumes, net to our interest, for the year ended June 30, 2011 decreased 7% to 116,437 BOE, compared to 125,515 BOE for the year ended June 30, 2010.

Our crude oil sales volumes for the year ended June 30, 2011 included 44,141 Bbls of oil from Delhi, 13,434 Bbls of oil from our properties in the Giddings Field in Texas and 390 Bbls of oil from our South Texas properties. Our crude oil sales volumes for the year ended June 30, 2010 included 6,333 Bbls of oil from Delhi (of which 5,721 bbls of oil were sold during the 4th quarter of 2010) and 23,416 Bbls from our properties in the Giddings Field in Texas.

Our natural gas liquids production were entirely from our properties in the Giddings Field for the years ended June 30, 2011 and 2010.

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Natural gas production for the year ended June 30, 2011, included 3,757 Mcfs from our properties in Oklahoma and 234,851 Mcfs from our properties in the Giddings Field. Natural gas production for the year ended June 30, 2010 was entirely from our properties in the Giddings Field.

Petroleum Revenues. Crude oil, NGLs and natural gas revenues for the year ended June 30, 2011 increased 50% from the year ended June 30, 2010. This was due to a 33% increase in liquid volumes, offset by a 41% decline in natural gas production, and a 62% increase in the average price received per BOE, from $40 per BOE for the year ended June 30, 2010 to $65 per BOE for the year ended June 30, 2011.

Lease Operating Expenses (including production severance taxes). Lease operating expenses and production taxes for the year ended June 30, 2011 decreased 17% compared to the year ended June 30, 2010, primarily due to a significant reduction in saltwater disposal costs, due to our Pearson salt water disposal well, and decreased workover costs during the year ended June 30, 2011. Lease operating expense and production taxes per barrel of oil equivalent decreased 11% from $13.27 per BOE during fiscal 2010, to $11.85 per BOE during fiscal 2011.

General and Administrative Expenses (G&A). G&A expenses increased 5% to $5.3 million for the year ended June 30, 2011, compared to $5.1 million for the year ended June 30, 2010. The increase was due primarily to an increase in personnel costs of approximately $760 thousand offset by a reduction in stock-based compensation of approximately $600 thousand. We accrued for a cash bonus of $603 thousand for the year ended June 30, 2011, whereas in the prior year the bonus was paid in stock and accrued $587 thousand as stock-based compensation. The remaining increase in personnel costs were due to cost of living adjustments and a lower allocation of engineer costs to properties during the year ended June 30, 2011. Non-cash stock-based compensation of $1,536,007 (29% of total G&A) and $2,148,400 (42% of total G&A) for the year ended June 30, 2011 and 2010, respectively, is an integral part of total staff compensation utilized to recruit quality staff from other, more established companies and, as a result, will likely continue to be a significant component of our G&A costs.

Depreciation, Depletion & Amortization Expense (DD&A). DD&A decreased by 69% to $563,104 for year ended June 30, 2011, compared to $1,818,110 for the year ended June 30, 2010. The decrease is primarily due to a 7% decrease in net sales volumes, and a lower annual depletion rate ($4.55 vs. $14.10) per BOE.

Our depletion rate decreased significantly in the fourth quarter of fiscal year 2010, when we first recorded reserves at Delhi of 9.4 million proved oil reserves with associated legacy costs of only $1.2 million transferred to our full cost pool.

Interest Income. Interest income for the year ended June 30, 2011 decreased $40,840 to $14,214, compared to $55,054 for the year ended June 30, 2010. The decrease in interest income is due to lower average daily balances of cash and short term certificates of deposit and a reduction in market interest rates received on invested cash.

Inflation. Although the general inflation rate in the United States, as measured by the Consumer Price Index and the Producer Price Index, has been relatively low in recent years, the oil and gas industry has experienced unusually volatile price movements in commodity prices, vendor goods and oilfield services. Prices for drilling and oilfield services, oilfield equipment, tubulars, labor, expertise and other services greatly impact our lease operating expenses and our capital expenditures. During fiscal 2009 and into fiscal 2010, we saw a substantial decline in both petroleum product prices and drilling and oilfield services costs from prior years, followed more recently by moderate increases in products and services, particularly drilling rig and hydraulic fracturing rates. Product prices, operating costs and development costs may not always move in tandem.

Known Trends and Uncertainties. General worldwide economic conditions continue to be uncertain and volatile. Concerns over uncertain future economic growth are affecting numerous industries, companies, as well as consumers, which impact demand for crude oil and natural gas. If demand decreases in the future, it may put downward pressure on crude oil and natural gas prices, thereby lowering our revenues and working capital going forward.

Seasonality. Our business is generally not directly seasonal, except for instances when weather conditions may adversely affect access to our properties or delivery of our petroleum products. Although we do not generally modify our production for changes in market demand, we do experience seasonality in the product prices we receive, driven by summer cooling and driving, winter heating, and extremes in seasonal weather including hurricanes that may substantially affect oil and natural gas production and imports.

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Contractual Obligations and Other Commitments

The table below provides estimates of the timing of future payments that, as of June 30, 2011, we are obligated to make under our contractual obligations and commitments. We expect to fund these contractual obligations with cash on hand and cash generated from operations.

	Payments Due by Period				
	Total	Less than 1 Year	1 3 Years	4 5 Years	After 5 Years
			(In Thousands)		
Contractual Obligations					
Operating lease	806,563	157,268	318,022	318,022	13,251
Other Obligations					
Asset retirement obligations	859,586				859,586
Total obligations	$ 1,666,149	$ 157,268	$ 318,022	$ 318,022	$ 872,837

Critical Accounting Policies and Estimates

The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America requires that we select certain accounting policies and make estimates and assumptions that affect the reported amounts of the assets and liabilities and disclosures of contingent assets and liabilities as of the date of the balance sheet as well as the reported amounts of revenues and expenses during the reporting period. These policies, together with our estimates have a significant affect on our consolidated financial statements. Our significant accounting policies are included in Note 2 to the consolidated financial statements. Following is a discussion of our most critical accounting estimates, judgments and uncertainties that are inherent in the preparation of our consolidated financial statements.

Oil and Natural Gas Properties. Companies engaged in the production of oil and natural gas are required to follow accounting rules that are unique to the oil and gas industry. We apply the full cost accounting method for our oil and natural gas properties as prescribed by SEC Regulation S-X Rule 4-10. Under this method of accounting, the costs of unsuccessful, as well as successful, exploration and development activities are capitalized as properties and equipment. This includes any internal costs that are directly related to property acquisition, exploration and development activities but does not include any costs related to production, general corporate overhead or similar activities. Gain or loss on the sale or other disposition of oil and gas properties is not recognized, unless the gain or loss would significantly alter the relationship between capitalized costs and proved reserves. Oil and natural gas properties include costs that are excluded from costs being depleted or amortized. Oil and natural gas property costs excluded represent investments in unevaluated properties and include non-producing leasehold, geological and geophysical costs associated with leasehold or drilling interests and exploration drilling costs. We exclude these costs until the property has been evaluated. Costs are transferred to the full cost pool as the properties are evaluated. As of June 30, 2011, our total unevaluated costs were $2.9 million. If these costs were evaluated and included in our full cost pool, with no increases in our proved reserves as of June 30, 2011, our depreciation, depletion and amortization expense would have increased by approximately $9,000.

Estimates of Proved Reserves. The estimated quantities of proved oil and natural gas reserves have a significant impact on the underlying financial statements. The estimated quantities of proved reserves are used to calculate depletion expense, and the estimated future net cash flows associated with those proved reserves is the basis in determining impairment under the quarterly ceiling test calculation. The process of estimating oil and natural gas reserves is very complex, requiring significant decisions in the evaluation of all available geological, geophysical, engineering and economic data. Estimated reserves are often subject to future revisions, which could be substantial, based on the availability of additional information, including reservoir performance, additional development activity, new geological and geophysical data, additional

drilling, technological advancements, price changes and other economic factors. As a result, material revisions to existing reserve estimates may occur from time to time. Although every reasonable effort is made to ensure that the reported reserve estimates represent the most accurate assessments possible, including the hiring of independent engineers to prepare our reserve estimates, the subjective decisions and variances in available data for the properties make these estimates generally less precise than other estimates included in our financial statements. Material revisions to reserve estimates and / or significant changes in commodity prices could substantially affect our estimated future net cash flows of our proved reserves, affecting our quarterly ceiling test calculation and could significantly affect our depletion rate. A 10% decrease in commodity prices used to determine our proved reserves and Standardized Measure as of June 30, 2011, would not have resulted in an impairment of our oil and natural gas properties. Holding all other factors constant, a reduction in the Company s proved reserve estimate at June 30, 2011 of 5%, 10% and 15% would affect depreciation, depletion and amortization expense by approximately $11,000, $23,000, and $36,000, respectively.

On December 31, 2008, the SEC issued its final rule on the modernization of reporting oil and gas reserves. The new rule allows consideration of new technologies in evaluating reserves, allows companies to disclose their probable and possible reserves to investors, requires reporting of oil and gas reserves using an average price based on the previous 12-month unweighted arithmetic average first-day-of-the-month price rather than year-end prices, revises the disclosure requirements for oil and gas operations, and revises accounting for the limitation on capitalized costs for full cost companies. The new rule became effective for our Annual Report on Form 10-K for the most recent fiscal year ended June 30, 2010 and did not have a material affect on our financial statements.

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Valuation of Deferred Tax Assets. We make certain estimates and judgments in determining our income tax expense for financial reporting purposes. These estimates and judgments occur in the calculation of certain tax assets and liabilities that arise from differences in the timing and recognition of revenue and expense for tax and financial reporting purposes. Our federal and state income tax returns are generally not prepared or filed before the consolidated financial statements are prepared or filed; therefore, we estimate the tax basis of our assets and liabilities at the end of each period as well as the effects of tax rate changes, tax credits, and net operating loss carry backs and carry forwards. Adjustments related to these estimates are recorded in our tax provision in the period in which we file our income tax returns. Further, we must assess the likelihood that we will be able to recover or utilize our deferred tax assets (primarily our net operating loss). If recovery is not likely, we must record a valuation allowance against such deferred tax assets for the amount we would not expect to recover, which would result in an increase to our income tax expense. As of June 30, 2011, we have recorded a valuation allowance for the portion of our net operating loss that is limited by IRS Section 382.

Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making the assessment of the ultimate realization of deferred tax assets. Based upon the level of historical taxable income and projections for future taxable income over the periods for which the deferred tax assets are deductible, as of end of the current fiscal year, we believe that it is more likely than not that the Company will realize the benefits of its net deferred tax assets. If our estimates and judgments change regarding our ability to utilize our deferred tax assets, our tax provision would increase in the period it is determined that recovery is not probable.

Stock-based Compensation. We estimate the fair value of stock option awards on the date of grant using the Black-Scholes option pricing model. This valuation method requires the input of certain assumptions, including expected stock price volatility, expected term of the award, the expected risk-free interest rate, and the expected dividend yield of the Company s stock . The risk-free interest rate used is the U.S. Treasury yield for bonds matching the expected term of the option on the date of grant. Our dividend yield is zero, as we do not pay a dividend. Because of our limited trading experience of our common stock and limited exercise history of our stock option awards, estimating the volatility and expected term is very subjective. We base our estimate of our expected future volatility, on peer companies whose common stock has been trading longer than ours, along with our own limited trading history while operating as an oil and natural gas producer. Future estimates of our stock volatility could be substantially different from our current estimate, which could significantly affect the amount of expense we recognize for our stock-based compensation awards.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements as of June 30, 2011.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKS

Interest Rate Risk

We are exposed to changes in interest rates. Changes in interest rates affect the interest earned on our cash and cash equivalents. Under our current policies, we do not use interest rate derivative instruments to manage exposure to interest rate changes.

Commodity Price Risk

Our most significant market risk is the pricing for crude oil, natural gas and NGLs. We expect energy prices to remain volatile and unpredictable. If energy prices decline significantly, revenues and cash flow would significantly decline. In addition, a non-cash write-down of our oil and gas properties could be required under full cost accounting rules if future oil and gas commodity prices sustained a significant decline. Prices also affect the amount of cash flow available for capital expenditures and our ability to borrow and raise additional capital, as, if and when needed. Although our current production base may not be sufficient enough to effectively allow hedging, we may use derivative instruments to hedge our commodity price risk.

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Item 8. Financial Statements

Index to Consolidated Financial Statements

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

Evolution Petroleum Corporation

Houston, Texas

We have audited the accompanying consolidated balance sheets of Evolution Petroleum Corporation and subsidiaries as of June 30, 2011 and 2010, and the related consolidated statements of operations, stockholders equity, and cash flows for each of the three years in the period ended June 30, 2011. These financial statements are the responsibility of the Company s management. Our responsibility is to express an opinion on these financial statements based on our audits.

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

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Evolution Petroleum Corporation and subsidiaries as of June 30, 2011 and 2010, and the results of its operations and its cash flows for each of the three years in the period ended June 30, 2011, in conformity with U.S. generally accepted accounting principles.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Evolution Petroleum Corporation and subsidiaries internal control over financial reporting as of June 30, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission, and our report dated September 13, 2011 expressed an unqualified opinion on the effectiveness of Evolution Petroleum Corporation s internal control over financial reporting.

/s/ Hein & Associates LLP
Houston, Texas
September 13, 2011

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders

Evolution Petroleum Corporation

Houston, Texas

We have audited Evolution Petroleum Corporation s internal control over financial reporting as of June 30, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Evolution Petroleum Corporation s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management s Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the company s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company s internal control over financial reporting is a process designed 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. A company s internal control over financial reporting includes those policies and procedures that (a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (c) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Evolution Petroleum Corporation maintained, in all material respects, effective internal control over financial reporting as of June 30, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Evolution Petroleum Corporation and subsidiaries as of June 30, 2011 and 2010, and the related consolidated statements of operations, stockholders equity, and cash flows for each of the three years in the period ended June 30, 2011, and our report dated September 13, 2011, expressed an unqualified opinion.

/s/ Hein & Associates LLP
Houston, Texas
September 13, 2011

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PART I FINANCIAL INFORMATION

ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS

Evolution Petroleum Corporation and Subsidiaries

Consolidated Balance Sheets

	June 30, 2011	June 30, 2010
Assets		
Current assets		
Cash and cash equivalents	$ 4,247,438	$ 3,138,259
Certificates of deposit	250,000	1,350,000
Restricted cash from joint interest partner	118,194	
Receivables		
Oil and natural gas sales	1,559,404	536,366
Joint interest partner	86,105	
Income taxes	28,680	25,200
Other	167	147,059
Income taxes recoverable		716,973
Prepaid expenses and other current assets	284,324	315,494
Total current assets	6,574,312	6,229,351
Property and equipment, net of depreciation, depletion, and amortization		
Oil and natural gas properties full-cost method of accounting, of which $2,940,199 and $7,851,068 at June 30, 2011 and 2010, respectively, were excluded from amortization.	33,447,564	30,803,061
Other property and equipment	69,262	101,998
Total property and equipment	33,516,826	30,905,059
Other assets	77,287	60,665
Total assets	$ 40,168,425	$ 37,195,075
Liabilities and Stockholders Equity		