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SPINDLETOP OIL & GAS CO
Form 10-Q
August 16, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

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

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2010

or

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

Commission File No. 000-18774

SPINDLETOP OIL & GAS CO.
(Exact name of registrant as specified in its charter)

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

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

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

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

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

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

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

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY
PROCEEDINGS DURING THE PRECEEDING FIVE YEARS:

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

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APPLICABLE ONLY TO CORPORATE ISSUERS:

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

| | |
|--------------------------------|----------------------------------|
| Common Stock, \$0.01 par value | 7,630,803 |
| (Class) | (Outstanding at August 16, 2010) |

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SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES

FORM 10-Q

For the quarter ended June 30, 2010

Index to Consolidated Financial Statements and Schedules

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Part I - Financial Information

Item 1. - Financial Statements

SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

As of

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| | June 30 2010 (Unaudited) | December 31 2009 |
|---|--------------------------------|---------------------|
| | ----- | ----- |
| ASSETS | | |
| Current Assets | | |
| Cash | \$ 8,593,000 | \$ 9,153,000 |
| Accounts receivable, trade | 1,053,000 | 873,000 |
| Prepaid income tax | 489,000 | 582,000 |
| | ----- | ----- |
| Total Current Assets | 10,135,000 | 10,608,000 |
| | ----- | ----- |
| Property and Equipment, at cost | | |
| Oil and gas properties (full cost method) | 15,942,000 | 15,080,000 |
| Rental equipment | 399,000 | 399,000 |
| Gas gathering systems | 145,000 | 145,000 |
| Other property and equipment | 245,000 | 187,000 |
| | ----- | ----- |
| | 16,731,000 | 15,811,000 |
| Accumulated depreciation and amortization | (8,276,000) | (7,904,000) |
| | ----- | ----- |
| Total Property and Equipment, net | 8,455,000 | 7,907,000 |
| | ----- | ----- |
| Real Estate Property, at cost | | |
| Land | 688,000 | 688,000 |
| Commercial office building | 1,580,000 | 1,580,000 |
| Accumulated depreciation | (451,000) | (400,000) |
| | ----- | ----- |
| Total Real Estate Property, net | 1,817,000 | 1,868,000 |
| | ----- | ----- |
| Other Assets | 5,000 | 3,000 |
| | ----- | ----- |
| Total Assets | \$20,412,000 | \$20,386,000 |
| | ===== | ===== |

The accompanying notes are an integral part of these statements.

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SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS - (Continued)

| | As of | |
|--|--------------------------------|---------------------|
| | June 30 2010 (Unaudited) | December 31 2009 |
| | ----- | ----- |
| LIABILITIES AND SHAREHOLDERS' EQUITY | | |
| Current Liabilities | | |
| Notes payable, current portion | \$ 120,000 | \$ 120,000 |
| Accounts payable and accrued liabilities | 2,549,000 | 2,995,000 |
| Tax savings benefit payable | 97,000 | 97,000 |
| | ----- | ----- |

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| | | |
|--|--------------|--------------|
| Total current liabilities | 2,766,000 | 3,212,000 |
| | ----- | ----- |
| Noncurrent Liabilities | | |
| Notes payable, long-term portion | 900,000 | 960,000 |
| Asset retirement obligation | 809,000 | 762,000 |
| | ----- | ----- |
| | 1,709,000 | 1,722,000 |
| | ----- | ----- |
| Deferred income tax payable | 2,324,000 | 2,341,000 |
| | ----- | ----- |
| Total Liabilities | 6,799,000 | 7,275,000 |
| | ----- | ----- |
| Shareholders' Equity | | |
| Common stock, \$.01 par value; 100,000,000 shares authorized; 7,677,471 shares issued and 7,630,803 shares outstanding at June 30, 2010; 7,677,471 shares issued and 7,630,803 shares outstanding at December 31, 2009. | 77,000 | 77,000 |
| Additional paid-in capital | 901,000 | 901,000 |
| Treasury Stock | (23,000) | (23,000) |
| Retained earnings | 12,658,000 | 12,156,000 |
| | ----- | ----- |
| Total Shareholders' Equity | 13,613,000 | 13,111,000 |
| | ----- | ----- |
| Total Liabilities and Shareholders' Equity | \$20,412,000 | \$20,386,000 |
| | ===== | ===== |

The accompanying notes are an integral part of these statements.

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SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

| | Six Months Ended | | Three Months Ended | |
|--|------------------|--------------|--------------------|--------------|
| | June 30 | June 30 | June 30 | June 30 |
| | 2010 | 2009 | 2010 | 2009 |
| | ----- | ----- | ----- | ----- |
| Revenues | | | | |
| Oil and gas revenue | \$ 3,161,000 | \$ 2,446,000 | \$ 1,484,000 | \$ 1,292,000 |
| Revenue from lease operations | 133,000 | 173,000 | 63,000 | 92,000 |
| Gas gathering, compression and Equipment rental | 71,000 | 95,000 | 33,000 | 56,000 |
| Real estate rental income | 247,000 | 252,000 | 122,000 | 125,000 |
| Interest income | 84,000 | 111,000 | 45,000 | 66,000 |
| Other | 37,000 | 151,000 | 18,000 | 118,000 |
| | ----- | ----- | ----- | ----- |
| Total revenue | 3,733,000 | 3,228,000 | 1,765,000 | 1,749,000 |
| | ----- | ----- | ----- | ----- |

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| | | | | |
|---|------------|--------------|------------|-----------|
| Expenses | | | | |
| Lease operations | 643,000 | 629,000 | 394,000 | 333,000 |
| Production taxes, gathering and marketing | 347,000 | 428,000 | 167,000 | 176,000 |
| Pipeline and rental operations | 17,000 | 15,000 | 7,000 | 9,000 |
| Real estate operations | 99,000 | 95,000 | 47,000 | 49,000 |
| Depreciation, depletion and amortization | 424,000 | 609,000 | 195,000 | 325,000 |
| Asset retirement obligation accretion | 43,000 | 19,000 | 21,000 | 9,000 |
| General and administrative | 1,548,000 | 1,579,000 | 784,000 | 831,000 |
| Interest expense | 33,000 | 36,000 | 16,000 | 18,000 |
| | ----- | ----- | ----- | ----- |
| Total Expenses | 3,154,000 | 3,410,000 | 1,631,000 | 1,750,000 |
| | ----- | ----- | ----- | ----- |
| Income Before Income Tax | 579,000 | (182,000) | 134,000 | (1,000) |
| | ----- | ----- | ----- | ----- |
| Current tax provision | 94,000 | - | 63,000 | - |
| Deferred tax provision | (17,000) | (60,000) | (76,000) | (1,000) |
| | ----- | ----- | ----- | ----- |
| | 77,000 | (60,000) | (13,000) | (1,000) |
| | ----- | ----- | ----- | ----- |
| Net Income (Loss) | \$ 502,000 | \$ (122,000) | \$ 147,000 | \$ - |
| | ===== | ===== | ===== | ===== |
| Earnings (Loss) per Share of Common Stock | | | | |
| Basic and diluted | \$ 0.07 | \$ (0.02) | \$ 0.02 | \$ - |
| | ===== | ===== | ===== | ===== |
| Weighted Average Shares Outstanding | | | | |
| Basic and diluted | 7,630,803 | 7,615,333 | 7,630,803 | 7,615,333 |
| | ===== | ===== | ===== | ===== |

The accompanying notes are an integral part of these statements.

SPINDLETOP OIL & GAS CO AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)

| | Six Months Ended | |
|---|------------------|-----------------|
| | June 30 2010 | June 30 2009 |
| | ----- | ----- |
| Cash Flows from Operating Activities | | |
| Net Income (Loss) | \$ 502,000 | \$ (122,000) |
| Reconciliation of net income to net cash provided by Operating Activities | | |
| Depreciation, depletion and amortization | 425,000 | 609,000 |
| Changes in asset retirement obligation | 43,000 | 19,000 |
| Employee compensation paid with treasury stock | - | 20,000 |
| Changes in accounts receivable | (180,000) | 609,000 |
| Changes in prepaid income taxes | 93,000 | (356,000) |
| Changes in accounts payable | (446,000) | 12,000 |
| Changes in current taxes payable | - | (44,000) |
| Changes in deferred tax payable | (17,000) | (60,000) |
| Other | (2,000) | - |
| | ----- | ----- |

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| | | |
|--|--------------|--------------|
| Net cash provided by operating activities | 418,000 | 687,000 |
| | ----- | ----- |
| Cash flows from Investing Activities | | |
| Capitalized acquisition, exploration and development costs | (858,000) | (337,000) |
| Purchase of property and equipment | (60,000) | - |
| | ----- | ----- |
| Net cash used for investing activities | (918,000) | (337,000) |
| | ----- | ----- |
| Cash Flows from Financing Activities | | |
| Decrease in notes payable | (60,000) | (60,000) |
| | ----- | ----- |
| Net cash used for Financing activities | (60,000) | (60,000) |
| | ----- | ----- |
| Increase (decrease) in cash | (560,000) | 290,000 |
| Cash at beginning of period | 9,153,000 | 10,468,000 |
| | ----- | ----- |
| Cash at end of period | \$ 8,593,000 | \$10,758,000 |
| | ===== | ===== |
| Interest paid in Cash | \$ 33,000 | \$ 36,000 |
| | ===== | ===== |
| Income taxes paid | \$ - | \$ 400,000 |
| | ===== | ===== |

The accompanying notes are an integral part of these statements.

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SPINDLETOP OIL & GAS CO. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. BASIS OF PRESENTATION AND ORGANIZATION

The accompanying financial statements are presented in accordance with the requirements of Form 10-Q and consequently do not include all of the disclosures normally required by generally accepted accounting principles in the United States of America or those normally made in the Company's annual Form 10-K filing. Accordingly, the reader of this Form 10-Q may wish to refer to the Company's Form 10-K for the year ended December 31, 2009 for further information.

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

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

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Certain balances for the second quarter of 2009 have been reclassified to conform to the 2010 presentation.

Subsequent Events:

The Company has evaluated subsequent events through the issuance date of this report of August 16, 2010.

2. USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from those estimates. A significant estimate made by management includes the percentage used to calculate the depletion of the oil and gas properties using the full cost method. The estimate is based on the prior year ending reserves and adjusting the beginning reserve balance by any reserve acquisitions or reserve dispositions. Estimated production for the

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first and second quarter of 2010 are subtracted from the beginning reserves to arrive at the estimated proved reserve position of the Company at June 30, 2010.

Item 2. - Management's Discussion and Analysis of Financial Condition and Results of Operations

WARNING CONCERNING FORWARD LOOKING STATEMENTS

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

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

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Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the factors listed and described at Item 1A "Risk Factors" in the Company's Annual Report on Form 10-K, which investors should review. There have been no changes from the risk factors previously described in the Company's Form 10-K for the fiscal year ended December 31, 2009 (the "Form 10-K").

The current global economic and financial crisis could lead to an extended national or global economic recession. A slowdown in economic activity caused by a recession would likely reduce national and worldwide demand for oil and natural gas and result in lower commodity prices for long periods of time. Prices for oil and natural gas have decreased significantly from highs reached in 2008. Costs of exploration, development and production have not yet adjusted to current economic conditions or in proportion to the significant reduction in product prices. Prolonged, substantial decreases in oil and natural gas prices would likely have a material adverse effect on the Company's

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business, financial condition and results of operations, could further limit the Company's access to liquidity and credit and could hinder its ability to satisfy its capital requirements.

Capital and credit markets experienced unprecedented volatility and disruption during the last half of 2008 and continue to be unpredictable. Given the current levels of market volatility and disruption, the availability of funds from those markets has diminished substantially. Further, arising from concerns about the stability of financial markets generally and the solvency of borrowers specifically, the cost of accessing the credit markets has increased as many lenders have raised interest rates, enacted tighter lending standards or altogether ceased to provide funding to borrowers.

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

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

Other sections of this report may also include suggested factors that could adversely affect our business and financial performance. Moreover, we operate

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

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Results of Operations

Six months ended June 30, 2010 compared to six months ended June 30, 2009

Oil and gas revenues for the first half of 2010 were \$3,161,000, an increase of \$715,000 or 29% from revenues of \$2,446,000 during the same period in 2009.

Natural gas revenues for the first six months of 2010 were \$2,042,000 compared to \$1,840,000 for the same period in 2009, an increase of 202,000, or 11%. Natural gas volumes sold for the first half of 2010 were approximately 399,000 mcf compared to approximately 478,000 mcf during the first half of 2009, a decrease of approximately 79,000 mcf, or 17 %.

Average natural gas prices received were approximately \$5.37 per mcf during the first half of 2010 as compared to approximately \$3.85 per mcf in the first half of 2009, an increase of approximately \$1.52 per mcf or 39%.

Oil sales for the first six months of 2010 were approximately \$1,119,000 compared to approximately \$606,000 in the first six months of 2009, an increase of approximately \$513,000 or 85%. Oil volumes sold for the first six months of 2010 were approximately 15,000 bbls compared to approximately 14,000 bbls during the first six months of 2009, an increase of approximately 1,000 bbls, or 7%.

Average oil prices received were \$72.15 per bbl in the first half of 2010 compared to \$43.57 per bbl in the first half of 2009, an increase of approximately \$28.58 or 66%. This increase in the average sales price is the result of the overall improvement in crude oil pricing.

Revenue from lease operations for the first half of 2010 was approximately \$133,000 compared to approximately \$173,000 for the first half of 2009, a decrease of about \$40,000 or 23%. This net decrease between periods resulted from a decrease of approximately \$16,000 in field operations income, a decrease of approximately \$28,000 in operator overhead income, and an increase of approximately \$4,000 in pumper service revenue.

Revenue from gas gathering, compression and equipment rental for the first half of 2010 was approximately \$71,000, compared to approximately \$95,000, a net decrease of \$24,000 or 25% for the same period in 2009. Gas gathering and compression revenue is generated from the volume of MCFs that are processed through the Company's gathering systems. Gas sales volumes for the first half of 2010 were less than during the same period in 2009, causing the decrease in revenues.

Interest income for the first half of 2010 was approximately \$84,000 as

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compared with approximately \$111,000 for the same period in 2009, a decrease of about \$27,000 or 24%. Interest earned on amounts in money market accounts and in certificates of deposit decreased between the two periods as interest rates continued to decrease. During 2009, the Company moved amounts normally invested in certificates of deposit into business checking accounts at its primary banking institution to take advantage of the unlimited FDIC insurance coverage. The Company also moved money to take advantage of higher FDIC

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coverage of \$250,000 at other banks in order to protect the Company's liquid assets from risk of loss for bank failures.

Other income for the first half of 2010 was approximately \$37,000 as compared with approximately \$151,000 for the same period in 2009, a decrease of approximately \$114,000 or 76%. Approximately \$90,000 of this amount was for severance and ad valorem tax services provided by the Company to several of its leases. Approximately \$18,000 was for divestitures of a non-operated lease interest and land not associated with oil and gas interests in 2009. The remaining decrease was due to other miscellaneous items.

Lease operating expenses in the first half of 2010 were \$643,000 as compared to \$629,000 for the same period in 2009, an increase of approximately \$14,000, or 2%.

Production taxes, gathering, transportation and marketing expenses for the first half of 2010 were approximately \$347,000 as compared to \$428,000 during the first half of 2009, a net decrease of approximately \$81,000 or 19%. The decrease is due to timing differences of severance tax credits on high cost wells drilled and placed on line during 2008. The credits were accrued as of December 31, 2008 and reversed in January 2009. A portion of the credits were utilized in May, 2009 with the remaining \$169,000 being utilized in July, 2009. As a result, the six months ended June 30, 2009 production taxes were approximately \$169,000 higher. The remaining increase in this line item of approximately \$88,000 relates to the overall increase in revenues subject to severance tax.

For presentation purposes, the Company split out amounts for production taxes, gathering, transportation, and marketing expenses separately from lease operations. In prior years, these amounts were presented together under the line item description of lease operating expenses. There have been no changes to the expenses for 2009 but the presentation for 2009 has been restated to conform to the new presentation. The Company feels the separate reporting of amounts gives a better look at the results of the Company's expenses to operate its leases.

Real estate expenses during the first six months of 2010 were approximately \$99,000 compared to approximately \$95,000 for the same period in 2009, an increase of \$4,000 or 4%. The Company's real estate expenses have been consistent for the period with no significant differences.

Depreciation, depletion, and amortization for the first half of 2010 was \$424,000 as compared to \$609,000 for the same period in 2009, a decrease of \$185,000, or 30%. \$361,000 of the amount for the first half of 2010 was for amortization of the full cost pot of capitalized costs compared to \$372,000 for the second half of 2009, a decrease of \$11,000 or 3%. The Company re-evaluated its proved oil and gas reserve quantities as of December 31, 2009. This re-evaluated reserve base was adjusted at the end of each quarter for the estimated addition and disposition of reserves during the first six months of 2010 and reduced for oil and gas reserves that were produced or sold during the period. A depletion rate of 1.866% for the first quarter of 2010 and a

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depletion rate of 1.546% for the second quarter of 2010 was calculated and applied to the Company's full cost pot of capitalized oil and gas properties compared to a total depletion rate of 3.475% for the first six months of 2009.

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General and administrative costs for the first half of 2010 were \$1,548,000 compared to \$1,579,000 for the same period in 2009, a decrease of approximately \$31,000 or 2%.

Interest expense was approximately \$33,000 for the first half of 2010 compared to approximately \$36,000 for the same period in 2009, a decrease of approximately \$3,000. This is due to the continued reduction of the principal amount of the loan on the Company's corporate office building as interest on the note is calculated and paid based on the unpaid balance of the loan.

Three months ended June 30, 2010 compared to three months ended June 30, 2009

Oil and gas revenues for the three months ended June 30, 2010 were \$1,484,000, an increase of \$192,000, or 15% from revenues of \$1,292,000 for the same period in 2009.

Natural gas revenues for the second quarter of 2010 were \$886,000 compared to \$858,000 for the same period in 2009, an increase of \$28,000 or 3%. Natural gas volumes sold for the second quarter of 2010 were approximately 198,000 mcf compared to approximately 288,000 mcf during the same period of 2009, a decrease of approximately 90,000 mcf, or 31%.

Average natural gas prices received were approximately \$4.71 per mcf in the second quarter of 2010 as compared to approximately \$3.92 per mcf during the same period in 2009, an increase of approximately \$0.79, or 20%.

Oil sales for the second quarter of 2010 were approximately \$598,000 compared to approximately \$434,000 for the same period of 2009, an increase of approximately \$164,000 or 38%. Oil volumes sold for the second quarter of 2010 were approximately 3,500 bbls compared to approximately 7,500 bbls during the same period of 2009, a decrease of 4,000 bbls or 53%.

Average oil prices received were approximately \$73.55 per bbl in the second quarter of 2010 compared to \$49.60 per bbl during the same period of 2009, an increase of approximately \$23.95 per bbl, or 48%.

Revenue from lease operations for the second quarter of 2010 was approximately \$63,000 compared to approximately \$92,000 for the second quarter of 2009, a decrease of about \$29,000 or 32%. This decrease between periods resulted from decreases of approximately \$23,000 in field operations income and \$6,000 in operator overhead income.

Revenue from gas gathering, compression and equipment rental for the second quarter of 2010 was approximately \$33,000, compared to approximately \$56,000, a decrease of \$23,000 or 41% for the same period in 2009. Gas gathering and compression revenue is generated from the volume of MCFs that are processed through the Company's gathering systems. Gas sales volumes for the second quarter of 2010 were less than during the same period in 2009, causing the decrease in revenues.

Interest income for the second quarter of 2010 was approximately \$45,000 as compared with approximately \$66,000 for the same period in 2009 a decrease of about \$21,000 or 32%. Interest earned on amounts in money market accounts and

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in certificates of deposit decreased between the two periods as interest rates continued to decrease. During 2009 the Company moved amounts normally invested in certificates of deposit into business checking accounts at its primary banking institution to take advantage of the unlimited FDIC insurance coverage. The Company also moved money to take advantage of higher FDIC coverage of \$250,000 at other banks in order to protect the Company's liquid assets from risk of loss for bank failures.

Other income for second quarter of 2010 was approximately \$18,000 as compared with approximately \$118,000 for the same period in 2009, a decrease of approximately \$100,000 or 85%. Approximately \$90,000 of this amount was for ad valorem tax services provided by the Company to several of its leases that were new during the second quarter of 2009. The remaining net decrease was due to other miscellaneous items.

Lease operating expenses in the second quarter of 2010 were \$394,000 as compared to \$333,000 for the same period in 2009, an increase of approximately \$61,000, or 18%. Approximately \$16,000 of this increase is attributable to workovers completed in 2010 on various wells. Approximately \$45,000 is due to plugging and abandonment costs on wells that have been inactivated.

Production taxes, gathering, transportation and marketing expenses for the second quarter of 2010 were approximately \$167,000 as compared to \$176,000 during the second quarter of 2009, a net decrease of approximately \$9,000 or 5%. The decrease is due to timing differences of severance tax credits on high cost wells drilled and placed online during 2008. The credits were accrued as of December 31, 2008 and reversed in January, 2009. A portion of the severance tax credits was utilized in May, 2009 with the remainder being utilized in July, 2009. As a result, the three months ended June 30, 2009 is approximately \$40,000 higher. After taking this into consideration, the remaining increase in this line item of \$31,000 results from the overall increase in revenues subject to severance taxes.

For presentation purposes, the Company split out amounts for production taxes, gathering, transportation, and marketing expenses separately from lease operations. In prior years, these amounts were presented together under the line item description of lease operating expenses. There have been no changes to the expenses for 2009 but the presentation for 2009 has been restated to conform to the new presentation. The Company feels the separate reporting of amounts gives a better look at the results of the Company's expenses to operate its leases.

Real estate expenses during the second three months of 2010 were approximately \$47,000 compared to approximately \$49,000 for the same period in 2009, a decrease of \$2,000 or 4%. The Company's real estate expenses have been consistent for the period with no significant differences.

Depreciation, depletion, and amortization for the second quarter of 2010 was \$195,000 as compared to \$325,000 for the same period in 2009, a decrease of \$130,000, or 40%. \$163,000 of the amount for the second quarter of 2010 was for amortization of the full cost pot of capitalized costs compared to \$320,000 for the second quarter of 2009, a decrease of \$157,000 or 49%. The Company re-evaluated its proved oil and gas reserve quantities as of December 31, 2009. This re-evaluated reserve base was adjusted at the end of each quarter for the

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estimated addition and disposition of reserves during the first six months of 2010 and reduced for oil and gas reserves that were produced or sold during the period. A depletion rate of 1.866% for the first quarter of 2010 and a depletion rate of 1.546% for the second quarter of 2010 was calculated and

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applied to the Company's full cost pot of capitalized oil and gas properties compared to a total depletion rate of 3.475% for the first six months of 2009.

General and administrative costs for the second quarter of 2010 were \$784,000 compared to \$831,000 for the same period in 2009, a decrease of approximately \$47,000 or 6%. The decrease in expense is due to a decrease of approximately \$11,000 in personnel costs and benefits, and an approximate reduction of \$35,000 in professional fees.

Financial Condition and Liquidity

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

Item 4. - Controls and Procedures

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

(b) There have been no changes in the Company's internal controls over financial reporting during the quarter and six months ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.

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Part II - Other Information

Item 5 - Other Information

North Texas:

During the fourth quarter of 2008, the Poston #1 well, located on our Godley North Block, in Johnson County, Texas was drilled to the Barnett Shale Formation at a depth of 6,754 ft. and cased. The well was completed and was

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placed on-line and went into sales with an initial rate of 400 mcf/gpd on August 2, 2010. The well is located in the Newark, E. (Barnett Shale) field. The Company owns a 91% working interest in this well.

West Texas:

During the first half of 2010, the Company participated in the drilling of four non-operated wells located in the Fuhrman-Mascho field in Andrews County, Texas. Three of the wells were cased, completed and placed in production during the second quarter of 2010. The fourth well was cased and completed July 2, 2010 and placed in production July 11, 2010. The Miles #13, #14, #15, and #16 wells had initial production rate of 148 bopd, 69 bopd, 99 bopd, and 76 bopd respectively, and 30 mcf/gpd, 30 mcf/gpd, 28 mcf/gpd, and 16 mcf/gpd respectively from the San Andres formation at an approximate depth of 4,750 ft. The Company owns a 4.6875% working interest and a 3.28125% net revenue interest in these wells.

South Texas:

During the second quarter of 2010, the Company acquired working interests in five natural gas wells in Victoria County, Texas. The Company assumed operatorship of three of these wells effective April 1, 2010.

The Vaquero #1 well produces gas from the Rob Welder (Wilcox 9100) field in the Wilcox Group from a perforated interval of 9,314-46 ft. Production from the Vaquero #1 is approximately 25 mcf/gpd and one-half bopd. The Vaquero "A" #2 well produces gas from the Welder Ranch field from a perforated interval of 12,026-90 ft. in the Wilcox Group. The Vaquero "A" #2 well was initially shut-in for mechanical repairs but prior to issuance of this report has been re-opened and is expected to produce approximately 25 mcf/gpd. The Rob Welder #1 well produces gas from the McFaddin (5700) field from a perforated interval at 5,660-58 ft. in the Yegua Formation. Production from this well is approximately 120 mcf/gpd and one-half bopd. The working interests in these three wells are 94.6308%, 85%, and 100% with net revenue interests of 64.6859%, 58.1254%, and 68% respectively.

The interests acquired in the two remaining wells were non-operated working interests. The Company acquired a 25% non-operating working interest and 17% net revenue interest in the Welder Ranch #1 well which produces gas from the Rob Welder (Wilcox 10,400) field from the perforated interval of 10,480-10,520 ft. in the Wilcox Group. Production from this well is approximately 19 mcf/gpd and one-half bopd. The Company acquired a 24.171123% non-operating working interest and 16.437236% net revenue interest in the Welder Ranch A #2 well which produces gas from the Marshall (Middle Wilcox) field from a perforated

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interval of 10,306-12 ft. in the Middle Wilcox Group. Production from this well is approximately 168 mcf/gpd and 3.7 bopd.

East Texas:

The Company participated for a 45% non-operated working interest in the drilling of two wells operated by Giant Energy Co., LP, a related entity. The two wells are located in Nacogdoches County, Texas. The Giant Gas Unit #1 well was spud on November 11, 2009 and reached a total depth of 9,700 ft. on December 6, 2009. Production casing was set to a depth of 9,616 ft. through the Travis Peak Formation. The Giant Gas Unit #2 well was spud on June 1, 2010 and reached a total depth of 9,608 ft. on July 7, 2010. Production casing was set to a depth of 9,605 ft. through the Travis Peak Formation. The wells are awaiting a pipeline connection.

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For all of the above wells, the Company cautions that initial production rates may not be an indicator of stabilized production rates or an indicator of the ultimate recoveries obtained.

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Part II - Other Information

Item 6. - Exhibits

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

| Exhibit Designation | Exhibit Description |
|------------------------|--|
| 3.1 (a) | Amended Articles of Incorporation of Spindletop Oil & Gas Co. (Incorporated by reference to Exhibit 3.1 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990) |
| 3.2 | Bylaws of Spindletop Oil & Gas Co. (Incorporated by |

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reference to Exhibit 3.2 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990)

- 31.1 * Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.
- 31.2 * Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.
- 32.1 * Certification pursuant to 18 U.S.C. Section 1350.

* filed herewith

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Signatures

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

SPINDLETOP OIL & GAS CO.
(Registrant)

Date: August 16, 2010

By: /s/ Chris G. Mazzini

Chris G. Mazzini
President, Principal Executive Officer

Date: August 16, 2010

By: /s/ Michelle H. Mazzini

Michelle H. Mazzini
Vice President, Secretary

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Date: August 16, 2010

By: /s/ Robert E. Corbin

Robert E. Corbin
Controller, Principal Financial and
Accounting Officer

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Exhibit 31.1

CERTIFICATION

I, Chris G. Mazzini, certify that:

1. I have reviewed this report on Form 10-Q of Spindletop Oil & Gas Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such

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

- (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; and
- (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and
- (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Dated: August 16, 2010

/s/ Chris G. Mazzini

CHRIS G. MAZZINI
President, Principal Executive Officer

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Exhibit 31.2

CERTIFICATION

I, Robert E. Corbin, certify that:

1. I have reviewed this report on Form 10-Q of Spindletop Oil & Gas Co.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13-15(e) and 15d-15e) and have internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrant and have:
 - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial

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statements for external purposes in accordance with generally accepted accounting principles; and

- (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the controls and procedures as of the end of the period covered by this report based on such evaluation; and
- (d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

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

- (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Dated: August 16, 2010.

/s/ Robert E. Corbin

ROBERT E. CORBIN
Controller, Principal Financial and
Accounting Officer

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Exhibit 32.1

Certification Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

In connection with the Quarterly Report of Spindletop Oil & Gas Co. (the "Company"), on Form 10-Q for the quarter ended June 30, 2010 as filed with the Securities Exchange Commission on the date hereof (the "Report"), the undersigned Principal Executive Officer and Principal Financial Accounting Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Dated: August 16, 2010

/s/ Chris G. Mazzini

CHRIS G. MAZZINI
President, Principal Executive
Officer

/s/ Robert E. Corbin

ROBERT E. CORBIN
Controller, Principal Financial
and Accounting Officer

