

SPINDLETOP OIL & GAS CO  
Form 10-Q  
May 21, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 10-Q**

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

**FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2018**

**or**

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

*Commission File No. 000-18774*

**SPINDLETOP OIL & GAS CO.**

(Exact name of registrant as specified in its charter)

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Texas  
(State or other jurisdiction  
of incorporation or organization)

75-2063001  
(I.R.S. Employer  
Identification No.)

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

75230  
(Zip Code)

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

Indicate by check mark if the registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act.  
Yes [ ] No [ 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 [ ] 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 Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [ X ] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes [ X ] 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).

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

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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY**

**PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

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

**APPLICABLE ONLY TO CORPORATE ISSUERS:**

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

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

(Class) (Outstanding at May 21, 2018)



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

**FORM 10-Q**

**For the quarter ended March 31, 2018**

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

|   | March 31,<br>2018<br>(Unaudited) | December 31,<br>2017 |
|---|----------------------------------|----------------------|
| <b>ASSETS</b>                             |                                  |                      |
| <b>Current Assets</b>                     |                                  |                      |
| Cash and cash equivalents                 | \$ 12,974,000                    | \$ 11,707,000        |
| Restricted cash                           | 363,000                          | 363,000              |
| Accounts receivable                       | 2,029,000                        | 3,178,000            |
| Income tax receivable                     | 193,000                          | 259,000              |
| Total Current Assets                      | 15,559,000                       | 15,507,000           |
| <b>Property and Equipment - at cost</b>   |                                  |                      |
| Oil and gas properties (full cost method) | 28,511,000                       | 28,566,000           |
| Rental equipment                          | 412,000                          | 406,000              |
| Gas gathering system                      | 115,000                          | 115,000              |
| Other property and equipment              | 296,000                          | 296,000              |
|   | 29,334,000                       | 29,383,000           |
| Accumulated depreciation and amortization | (24,923,000)                     | (24,804,000)         |
| Total Property and Equipment              | 4,411,000                        | 4,579,000            |
| <b>Real Estate Property - at cost</b>     |                                  |                      |
| Land                                      | 688,000                          | 688,000              |
| Commercial office building                | 1,580,000                        | 1,580,000            |
| Accumulated depreciation                  | (909,000)                        | (897,000)            |
| Total Real Estate Property                | 1,359,000                        | 1,371,000            |
| <b>Other Assets</b>                       |                                  |                      |



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|                             |                      |                      |
|-----------------------------|----------------------|----------------------|
| Other long-term investments | 2,358,000            | 2,666,000            |
| Other                       | 9,000                | 9,000                |
| Total Other Assets          | 2,367,000            | 2,675,000            |
| <b>Total Assets</b>         | <b>\$ 23,696,000</b> | <b>\$ 24,132,000</b> |

The accompanying notes are an integral part of these statements.

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

|  | March 31,<br>2018<br>(Unaudited) | December 31,<br>2017 |
|--|----------------------------------|----------------------|
| <b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>  |                                  |                      |
| <b>Current Liabilities</b>   |                                  |                      |
| Accounts payable and accrued liabilities   | \$ 5,039,000                     | \$ 5,608,000         |
| Total Current Liabilities  | 5,039,000                        | 5,608,000            |
| <b>Noncurrent Liabilities</b>  |                                  |                      |
| Asset retirement obligation  | 1,129,000                        | 1,180,000            |
| Total Noncurrent Liabilities   | 1,129,000                        | 1,180,000            |
| <b>Deferred Income Tax Payable</b>   | 86,000                           | 207,000              |
| <b>Total Liabilities</b>   | 6,254,000                        | 6,995,000            |
| <b>Shareholders' Equity</b>  |                                  |                      |
| Common stock, \$.01 par value, 100,000,000 shares authorized; 7,677,471 shares issued and 6,936,269 shares outstanding at March 31, 2018 and at December 31, 2017. | 77,000                           | 77,000               |
| Additional paid-in capital   | 943,000                          | 943,000              |
| Treasury stock, at cost (741,202 shares)   | (1,536,000)                      | (1,536,000)          |
| Retained earnings  | 17,958,000                       | 17,653,000           |
| Total Shareholders' Equity   | 17,442,000                       | 17,137,000           |
| <b>Total Liabilities and Shareholders' Equity</b>  | <b>\$ 23,696,000</b>             | <b>\$ 24,132,000</b> |

The accompanying notes are an integral part of these statements.



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

(Unaudited)

|  | Three Months Ended , |                   |
|--|----------------------|-------------------|
|  | March 31 ,           | March 31 ,        |
|  | 2018                 | 2017              |
| <b>Revenues</b>                              |                      |                   |
| Oil and gas revenues                         | \$ 1,406,000         | \$ 1,057,000      |
| Revenue from lease operations                | 70,000               | 91,000            |
| Gas gathering, compression, equipment rental | 36,000               | 26,000            |
| Real estate rental income                    | 57,000               | 74,000            |
| Interest Income                              | 49,000               | 28,000            |
| Other  | 13,000               | 18,000            |
| <b>Total Revenues</b>                        | <b>1,631,000</b>     | <b>1,294,000</b>  |
| <b>Expenses</b>                              |                      |                   |
| Lease operations                             | 361,000              | 319,000           |
| Production taxes, gathering and marketing    | 201,000              | 124,000           |
| Pipeline and rental operations               | 14,000               | 2,000             |
| Real estate operations                       | 30,000               | 32,000            |
| Depreciation and amortization                | 131,000              | 205,000           |
| ARO accretion expense                        | 9,000                | 9,000             |
| General and administrative                   | 635,000              | 581,000           |
| <b>Total Expenses</b>                        | <b>1,381,000</b>     | <b>1,272,000</b>  |
| Income (Loss) Before Income Tax              | 250,000              | 22,000            |
| Current income tax provision                 | 66,000               | 5,000             |
| Deferred income tax (benefit)                | (121,000)            | (185,000)         |
| <b>Total income tax (benefit)</b>            | <b>(55,000)</b>      | <b>(180,000)</b>  |
| <b>Net Income</b>                            | <b>\$ 305,000</b>    | <b>\$ 202,000</b> |
| <b>Earnings per Share of Common Stock</b>    |                      |                   |
| Basic and Diluted                            | \$ 0.04              | \$ 0.03           |
| <b>Weighted Average Shares Outstanding</b>   |                      |                   |
| Basic and Diluted                            | 6,936,269            | 6,936,269         |

The accompanying notes are an integral part of these statements.

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

|   | Three Months Ended |                   |
|---|--------------------|-------------------|
|   | March 31,<br>2018  | March 31,<br>2017 |
| Cash Flows from Operating Activities                                      |                    |                   |
| Net Income  | \$ 305,000         | \$ 202,000        |
| Reconciliation of net income to net cash provided by operating activities |                    |                   |
| Depreciation and amortization   | 131,000            | 205,000           |
| Accretion of asset retirement obligation                                  | 9,000              | 9,000             |
| Changes in accounts receivable  | 1,149,000          | 232,000           |
| Changes in income tax receivable  | 66,000             | 5,000             |
| Changes in accts payable and accrued liabilities                          | (569,000)          | 132,000           |
| Changes in deferred income tax asset                                      | -                  | (167,000)         |
| Changes in deferred Income tax payable                                    | (121,000)          | (18,000)          |
| Net cash provided for operating activities                                | 970,000            | 600,000           |
| Cash Flows from Investing Activities                                      |                    |                   |
| Capitalized acquisition, exploration and development                      | (11,000)           | (15,000)          |
| Other long-term investments   | 308,000            | -                 |
| Net cash (used) for investing activities                                  | 297,000            | (15,000)          |
| Increase in cash, cash equivalents, and restricted cash                   | 1,267,000          | 585,000           |
| Cash, cash equivalents, and restricted cash at beginning of period        | 12,070,000         | 11,384,000        |
| Cash, cash equivalents, and restricted cash at end of period              | \$ 13,337,000      | \$ 11,969,000     |

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 or those normally made in the Company's annual Form 10-K filing. Accordingly, the reader of this Form 10-Q may wish to refer to the Company's Form 10-K for the year ended December 31, 2017, for further information.

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

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

Subsequent Events

The Company has evaluated subsequent events through the issuance date of this report of May 21, 2018.

## 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.



Some of the risks and uncertainties that may cause our actual results, performance or achievements to differ materially from those expressed or implied by forward-looking statements include, among others, the factors listed and described at Item 1A “Risk Factors” in the Company’s Annual Report on Form 10-K, which investors should review. There have been no changes from the risk factors previously described in the Company’s Form 10-K for the fiscal year ended December 31, 2017 (the “Form 10-K”).

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

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

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

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

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

## Results of Operations

### Three months ended March 31, 2018 compared to the three months ended March 31, 2017

Oil and gas revenues for the first quarter of 2018 were \$1,406,000, as compared to \$1,057,000 for the same period in 2017, an increase of approximately \$349,000 or 33.0%.

Oil sales for the first three months of 2018 were approximately \$718,000 compared to approximately \$682,000 in the first quarter of 2017, an increase of approximately \$36,000 or 5.3%. Of this net increase in oil sales, volumes for the first quarter of 2018 were approximately 15,400 bbls, compared to 12,500 bbls during the first quarter of 2017, an increase of approximately 2,900 bbls, or 23.2%.

Average oil prices received were \$51.95 per bbl in the first quarter of 2018 compared to \$46.24 per bbl in the first three months of 2017, an increase of approximately \$5.71 per bbl or 12.4%.

Natural gas revenues for the first three months of 2018 were \$688,000 compared to \$375,000 for the same period in 2017, an increase of \$313,000 or 83.5%. Natural gas sales volumes for the first quarter of 2018 were approximately 152,000 mcf compared to approximately 107,000 mcf during the first quarter of 2017, an increase of approximately 45,000 mcf or 42.1%.

Average natural gas prices received were \$3.03 per mcf in the first quarter of 2018 as compared to \$2.25 per mcf in the first quarter of 2017, an increase of approximately \$0.78 per mcf or 34.7%.

Revenues from lease operations was \$70,000 in the first quarter of 2018 compared to \$91,000 in the first quarter of 2017, a decrease of approximately \$21,000 or 23.1%. This decrease is due primarily to a reduction in field operations income. Revenues from lease operations are derived from field supervision charged to operated leases along with operator overhead charges to operated leases.

Revenues from gas gathering, compression and equipment rental for the first quarter of 2018 was \$36,000 compared to \$26,000 in the first quarter of 2017, an increase of approximately \$10,000 or 38.5%. This increase is the result of higher gas volumes produced and transported through our gathering systems.

Real estate income was approximately \$57,000 during the first quarter of 2018 compared to \$74,000 for the first three months of 2017, a decrease of approximately \$17,000, or 23.0%. This decrease was due to vacancies at the Company's corporate office building.

Interest income was approximately \$49,000 during the first quarter of 2018, compared to approximately \$28,000 during the same period in 2017, an increase of approximately \$21,000 or 75.0%. The increase in interest income was due to the Company investing its funds in both long-term and short-term certificates of deposit and depository accounts paying higher rates of interest than those received in prior years.

Other revenues for the first three months of 2018 were approximately \$13,000 as compared to \$18,000 for the same time period in 2017, a decrease of \$5,000, or 27.8%.

Lease operating expenses in the first quarter of 2018 were \$361,000 as compared to \$319,000 in the first quarter of 2017, a net increase of approximately \$42,000, or 13.7%. Of this net increase, approximately \$6,000 is due to decreases in operating expenses billed by third-party operators on non-operated properties, offset by approximately \$28,000 in operating expenses for new wells. The remaining increase of approximately \$20,000 represents net overall increases in well expenditures on various properties.

Production taxes, gathering and marketing expenses in the first quarter of 2018 were approximately \$201,000 as compared to \$124,000 for the first quarter of 2017, an increase of approximately \$77,000 or 62.1%. These increases related directly to the increases in oil and gas revenues as described in the above paragraphs.

Pipeline and rental expenses for the first quarter of 2018 were approximately \$14,000 compared to approximately \$2,000 for the same time period in 2017, an increase of \$12,000. The increase in 2018 is due to non-recurring repair and maintenance expenses in the first quarter of 2018.

Real estate expenses in the first quarter of 2018 were approximately \$30,000 compared to \$32,000 during the same period in 2017, a decrease of approximately \$2,000 or 6.3%. The primary reason for the current period decrease is due to payment of an annual insurance payment made in the first quarter of 2017, which has not yet been paid in 2018. There have also been other reductions in operating expenses for the period.

Depreciation, depletion, and amortization expense for the first quarter of 2018 was \$131,000 as compared to \$205,000 for the first quarter of 2017, a decrease of \$74,000, or 36.1%. For the first quarter of 2018, \$116,000 of the amount was for amortization of the full cost pool of capitalized acquisition, exploration, and development costs as compared with \$190,000 for the first quarter of 2017, a decrease of \$74,000 or 39.0%. The Company re-evaluated its proved oil and gas reserve quantities as of December 31, 2017. This re-evaluated reserve base was reduced for oil and gas reserves that were produced or sold during the quarter and adjusted for newly acquired reserves or for changes in estimated production curves and future price assumptions. A depletion rate of 2.636% for the first quarter of 2018 was calculated and applied to the Company's full cost pool of capitalized oil and gas properties as compared to 3.186% for the first quarter of 2017.

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

General and administrative expenses for the first quarter of 2018 were approximately \$635,000 as compared to approximately \$581,000 for the first quarter of 2017, an increase of approximately \$54,000 or 9.3%. The increase is due to a small increase in the number of personnel employed by the Company during the same period in 2017. This increase in personnel caused an increase related salary, payroll taxes, benefits and other direct employee costs. Health insurance costs, included in direct employee costs, also experienced a dramatic increase in the first quarter of 2018 over the same period in 2017.

## **Financial Condition and Liquidity**

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

**Item 4. - Controls and Procedures**

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

(b) There have been no changes in the Company's internal controls over financial reporting during the quarter ended March 31, 2018 that have materially affected, or are reasonably likely to materially affect the Company's internal controls over financial reporting.





## Part II - Other Information

### Item 5. – Other Information

Effective September 1, 2017, the Company sold all of its leasehold interest in a 160 acres tract of land located in Ward County, Texas. The Company retained a wellbore interest in two wells located on the acreage, one producing oil well and one shut-in well. The Company utilized IRC Section 1031-Like Kind Exchange treatment for the proceeds from this transaction, and was able to identify and acquire replacement properties comprising over 99% of the divestiture proceeds. Effective November 1, 2017, the Company acquired royalty interests ranging from 10.0% to 20.0% in eleven tracts of land located within the boundaries of an oil and gas unit located in Pickens County, Alabama. The interests acquired equate to approximately 1.58% royalty interest in the unit. During the quarter ended March 31, 2018, but with an effective date of November 1, 2017, the Company acquired operated working interests ranging from 75.57% to 89.99% in four natural gas wells with net revenue interests ranging from 56.80% to 67.49%. The properties are located in Parker and Tarrant Counties, Texas and produce from the Newark E. Barnett Shale field.

Effective January 1, 2018, the Company acquired an additional 50% working interest with a 39.5% net revenue interest in its Miller #1 well located in Jones County, Texas. This additional acquisition brought the Company's interest in the well to a total 100% working interest with a 79% net revenue interest.

#### North Texas

During the quarter ended March 31, 2018, but effective December 31, 2017, the Company acquired a working interest of 2.29% with a net revenue interest of 1.71% in the Company's Lebleu #1 well located in Comanche County, Texas. This acquisition brought the Company's interest in the well to a total working interest of 78.42% with a net revenue interest of 58.82%.

#### East Texas

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

#### Oklahoma

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

#### Alabama

During the quarter ended March 31, 2018, but effective July 1, 2017, the Company acquired an additional 0.08% working interest with a 0.07% net revenue interest in its Fairview Carter North Oil Unit located in Lamar County, Alabama. This additional acquisition brought the Company's interest in the Unit to a total 52.81% working interest with a 39.62% net revenue interest.

**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 reference to Exhibit 3.2 to the General Form for Registration of Securities on Form 10, filed with the Commission on August 14, 1990)                            |
| 31.1 *              | Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934.  |
| 31.2 *              | Certification pursuant to Rules 13a-14 and 15d under the Securities Exchange Act of 1934   |
| 32.1 *              | Certification pursuant to 18 U.S.C. Section 1350   |

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\* filed herewith



**Signatures**

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

**SPINDLETOP OIL & GAS CO.**  
(Registrant)

Date: May 21, 2018 By: /s/ Chris G. Mazzini  
Chris G. Mazzini  
President, Principal Executive Officer

Date: May 21, 2018 By: /s/ Michelle H. Mazzini  
Michelle H. Mazzini  
Vice President, Secretary

Date: May 21, 2018 By: /s/ Robert E. Corbin  
Robert E. Corbin  
Controller, Principal Financial and  
Accounting Officer



Exhibit 31.1

CERTIFICATION

I, Chris G. Mazzini, certify that:

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

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

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

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

all significant deficiencies and material weaknesses in the design or operation of internal control over financial  
(a) 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.

Date: May 21, 2018

By:/s/ Chris G. Mazzini  
Chris G. Mazzini  
President, Principal Executive Officer



Exhibit 31.2

CERTIFICATION

I, Robert E. Corbin, certify that:

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

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

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

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

(a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

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

Date: May 21, 2018

By: /s/ Robert E. Corbin  
Robert E. Corbin  
Controller, Principal Financial and  
Accounting Officer

Exhibit 32.1

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

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

In connection with the Quarterly Report of Spindletop Oil & Gas Co. (the “Company”), on Form 10-Q for the quarter ended March 31, 2018 as filed with the Securities Exchange Commission on the date hereof (the “Report”), the undersigned Principal Executive Officer and Principal Financial and Accounting Officer of the Company, do hereby certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

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

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

Date: May 21, 2018

By:/s/ Chris G. Mazzini  
Chris G. Mazzini  
President, Principal Executive Officer

By:/s/ Robert E. Corbin  
Robert E. Corbin  
Controller, Principal Financial and  
Accounting Officer



