



**AMEN** PROPERTIES

# 2009 Annual Report

**Consolidated Financial Statements (Audited)  
Fiscal Years Ended December 31, 2009 and 2008**

*# Shares Outstanding at 12/31/09: 4,233,714*

**Amen Properties, Inc.  
P. O. Box 835451  
Richardson, Texas 75080  
Phone: (972) 999-0494**



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## COMPANY OVERVIEW

### **Background**

Amen Properties was originally incorporated under the name DIDAX in 1997 and soon thereafter began doing business as Crosswalk.com. For several years the company operated one of the leading Christian sites on the web, *crosswalk.com*. In late 2002, on the brink of insolvency, the Company sold almost all of its assets and changed its name to Amen Properties.

Amen Properties is a Christian corporation that donates 10% of its net earnings to Christian organizations with an emphasis on benevolence and youth outreach.

### **Strategic Asset: Net Operating Loss Carryforward**

The Company was unprofitable from its inception through 2002, amassing a **cumulative net operating loss of approximately \$30 million**. This NOL can be used to offset prospective taxable income and eliminate the Company's Federal income tax liability.

### **Evolution of Strategy – Increasing Focus on Energy**

#### **Real Estate**

Having sold all of its assets except for the tax NOL, the Company embarked on a new business strategy in 2002 focused on real estate investments in secondary and out-of-favor markets. The Company acquired an 18% interest in an entity which owns over 200 thousand square feet of office space located in Midland, Texas but was unable to find additional viable real estate investment opportunities. Consequently, the Company decided to maintain its relatively small investment in real estate and focus on other areas for growth.

#### **Energy Services**

In 2003 deregulation of the Texas electricity market, the largest electricity market in the United States, created numerous opportunities for growth. The Company decided to approach this market in two ways:

- **Retail Electricity Provider (REP):** In 2004 the Company started a REP named W Power. As a REP, W Power sold electricity and provided the related billing, customer service and collection services to residential and commercial customers. In June of 2008 the Company decided to shut down the operations of W Power due to the significant credit requirements imposed on REP's by the State of Texas and adverse changes in the business climate of the Texas retail electricity market.
- **Energy Management and Consulting:** In 2006 the Company acquired Priority Power, one of the leading electricity aggregation, brokering and consulting firms in the State of Texas, for a total purchase price of \$3.5 million. Priority provides services to its customers in the areas of load aggregation, natural gas and electricity procurement, energy risk management, and energy consulting in both regulated and deregulated domestic markets. **Priority currently serves over 1,200 clients including 1/3 of the top 100 oil and gas producers in Texas. Priority's clients represent over 7.1 billion kilowatt hours and \$650 million in energy spend annually.**



## Energy Resources

One of the elements of the Company's revised business plan was to tap into the oil and gas expertise possessed by several of its Directors to acquire profitable oil and gas-related assets. The Company owns a number of oil and gas royalty and working interests in several states, including those acquired from the former Santa Fe Energy Trust in 2007:

- **Santa Fe Energy Trust Assets:** in December 2007 the Company acquired a one-third interest in the royalty (SFF Royalty, LLC) and working (SFF Production, LLC) interests formerly owned by the Santa Fe Energy Trust for a total purchase price of \$10 million. In December 2008 the Company increased its ownership of SFF Production to approximately 79% for an additional investment of \$6.9 million.

## **People**

### Amen's Board of Directors

**Eric L. Oliver** was appointed as a director of AMEN in July 2001, and was appointed Chairman of the Board and Chief Executive Officer on September 19, 2002. Mr. Oliver resigned as Chief Executive Officer effective March 7, 2007. Since 1997, he has been President of SoftSearch Investment, Inc., an investment firm in Abilene, Texas. Since 1998, he has also served as President of Midland Map Company LLC, a company that creates hand drafted ownership maps throughout the Permian Basin. He is on the Board of Directors of the First National Bank of Midland, and of Love and Care Ministries, an inner city homeless initiative. Mr. Oliver is the brother of Kris Oliver, the Company's Chief Financial Officer.

**Jon M. Morgan** was appointed as a director of AMEN in October 2000. Mr. Morgan has more than 19 years experience in launching and managing successful businesses in both investment management services and in the energy field. He is founder of several businesses including Morgan Capital Group, Inc., the Packard Fund, and is President of J.M. Mineral & Land Co.

**Bruce E. Edgington** has been director of AMEN since November 1995. From 1979 through 1988, Mr. Edgington was a registered representative with Johnston Lemon & Co., a securities broker-dealer, where his responsibilities included the management of retail securities accounts and administration. In 1988 he founded and continues to be an officer, director and stockholder of DiBiasio & Edgington, a firm engaged in providing software to investment firms and money managers.

**Jesse T. Correll** was appointed as a director in December of 2008. Mr. Correll is founder and Chairman of the Board for First Southern Bancorp, Inc., parent company of First Southern National Bank. Jess serves as Chairman and Chief Executive Officer of UTG, a \$400 million life insurance company headquartered in Springfield, Ill. Jess and fellow First Southern executives' passion for giving back to the Kingdom helped to establish The River Foundation, where he serves as President and Director as well as serving on the board of directors for Crown Financial Ministries, Friends of the Good Samaritans, Generous Giving and the National Christian Foundation.

**Donald M. Blake, Jr.** was appointed to the Board of Directors on February 26, 2003. He is Executive Vice President and Principal of Joseph J. Blake and Associates, Inc. ("Blake and Associates"), an international commercial real estate due diligence firm. The company founded by his grandfather specializes in the valuation of debt and equity and assessment reports for engineering and environmental issues concerning real property. Over the past 57 years, the firm has served the nation's leading investors, lenders and owners of real estate. Blake and Associates maintains operations throughout the United States, Latin America and Japan. Mr. Blake, Jr. is a Member of the Appraisal Institute and is active with a variety of real estate organizations such as the Mortgage Bankers Association, Pension Real Estate Association, The Commercial Mortgage Securitization Association and the Urban



Land Institute. Former Governor Mario Cuomo of New York appointed Mr. Blake, Jr. to the charter advisory board of the New York State Appraisal Certification Board. The board developed the standards and ethical standards for all licensing and certification for appraisers in accordance with state legislation. He was also appointed to the real estate advisory board of the business school of Babson College, Wellesley, Massachusetts. Mr. Blake, Jr. received a BA from Hobart College, Geneva, New York in 1979 and a MSM with a concentration in commercial real estate finance from Florida International University, Miami, Florida in 1981.

**G. Randy Nicholson** was appointed to the Board of Directors on February 26, 2003. He graduated from Abilene Christian College in 1959. From 1959 to 1971, Mr. Nicholson was self-employed in Abilene as a CPA. In 1971, he established E-Z Serve, Inc., a gasoline marketing company. Mr. Nicholson has served as Chairman of the Board of Auto-Gas Systems, Inc. since 1987. AutoGas developed the pay-at-the pump technology processing paperless credit and debit card transactions at the fuel island. Headquartered in Abilene, Texas, AutoGas continues to introduce innovative technological advancements in the automated fueling industry, most recently with loyalty products such as DIGITAL REWARDS and Quantum 360sm. He joined the Board of Trustees of Abilene Christian University in 1981. Mr. Nicholson is a member of the Texas Society of Certified Public Accountants and was recently named an honorary member of the American Institute of Certified Public Accountants (AICPA) having been a member for 40 years. He is presently serving as Chairman of the Technology Committee for the City of Abilene.

#### **Management Team**

**Kris Oliver** was appointed Chief Financial Officer of the Company on March 7, 2007 and assumed the role of Chief Executive Officer in March of 2009. Mr. Oliver is a Certified Public Accountant and began his career in the Audit Practice of Arthur Andersen, where he left as an Audit Senior in 1990. After receiving an MBA in Finance from the University of Texas at Austin in 1992, Mr. Oliver spent 14 years at American Airlines / Sabre in a variety of roles including Corporate Finance, Business Development, Marketing and Sales. Just prior to joining the Company, Mr. Oliver was a Senior Financial Advisor with Technology Partners International, the world's largest outsourcing advisory firm. Mr. Oliver is the brother of Eric Oliver, the Company's Chairman of the Board of Directors.

**John Bick** is the Managing Principal of Priority Power, where he is responsible for strategic direction and business development. Prior to joining the Company, Mr. Bick was Director of Strategic Business Development for TXU. In that role, Mr. Bick was responsible for developing long term, multi-million dollar energy management outsourcing engagements across North America. As Manager of Strategic Accounts for TXU Electric & Gas, John was instrumental in leading the transition of TXU's largest industrial and commercial customers from regulation to deregulation.

**Padraig (Pat) Ennis** is the Vice President of Priority Power. Mr. Ennis is a veteran of the electric industry in Texas, having worked at TXU for 20 years in a variety of roles in the Midland / Odessa area including construction, engineering, administration and customer service. While at TXU, Mr. Ennis served as their representative to the Oil and Gas Industry for over ten years. A graduate of Texas Tech University, he has authored a number of energy-related papers and been published in industry periodicals.



Amen's intent is to continue to acquire stable, profitable, energy-related businesses and assets that will enable the Company to fully utilize the tax benefit of its net operating loss carryforward.



Energy  
Services



Energy  
Resources



Real  
Estate



## MANAGEMENT DISCUSSION and ANALYSIS 2009 FINANCIAL RESULTS

### **Priority Power**

#### Fourth Quarter

Priority Power generated earnings of \$400 thousand for the fourth quarter of 2009, an increase of approximately 187% versus the same quarter in 2008. This increase in earnings was caused primarily by a 42% increase in revenue driven by a large power reengineering consulting project coupled with a slight decrease in general and administrative expenses.

#### Full Year

Priority Power generated earnings of \$1.2 million for 2009, an increase of approximately 6% over the prior year. This increase in profitability was caused by a 21% increase in revenue driven by a number of large consulting projects.

### **Oil & Gas Royalties**

#### Fourth Quarter

The Company's Oil & Gas Royalties generated net income of \$172 thousand for the fourth quarter of 2009, a decrease of 6% from the same period in 2008. This decrease was driven by lower commodity prices for oil and natural gas. After the payment of preferred dividends related to the acquisition of these royalties, the company generated a net loss to common shareholders of \$108 thousand. Despite these negative accounting results caused primarily by depletion expense, the Company received over \$504 thousand in cash distributions from its royalty ownership during the fourth quarter of 2009.

#### Full Year

The Company's Oil & Gas Royalties generated a net loss of \$287 thousand during 2009 versus income of \$2.2 million for 2008. This decrease was driven by lower commodity prices for oil and natural gas and the recognition of a gain of \$702 thousand in 2008 related to the sale of the Company's units in Santa Fe Energy Trust. After the payment of preferred dividends related to the acquisition of these royalties, the company generated a net loss to common shareholders of \$1.3 million. Despite these negative accounting results caused primarily by depletion expense, the Company received over \$2.3 million in cash distributions from its royalty ownership during 2009.

### **Corporate / Real Estate**

Amen experienced a sharp decline in corporate general and administrative expenses in 2009 as a result of the decision to delist its stock from NASDAQ and suspend its SEC reporting responsibilities. G&A expenses declined 48% in 2009 versus 2008, a savings of over \$500 thousand.

Amen recognized \$184 thousand in equity income in 2009 related to its investment in HPG Acquisition, an increase of 208% versus 2008. This increase was caused by a decrease in HPG's renovation and improvement expenses in 2009.



**Report of Independent Certified Public Accountant**

The Board of Directors and Stockholders  
AMEN Properties, Inc. and Subsidiaries  
Midland, Texas

We have audited the accompanying consolidated balance sheets of AMEN Properties, Inc. and Subsidiaries (collectively referred to as the "Company") as of December 31, 2009 and 2008 and the related consolidated statements of operations, stockholders' equity, and cash flows for the years then ended. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We did not audit the financial statements of SFF Production, LLC and SFF Royalty, LLC, both subsidiary entities, whose statements reflect total assets of \$19,255,720 and \$24,209,414 as of December 31, 2009 and 2008, respectively, and total revenues of \$6,871,394 and \$15,161,228 for the years then ended. Those statements were audited by other auditors whose report has been furnished to us, and our opinion, insofar as it relates to the amounts included for SFF Production, LLC and SFF Royalty, LLC, is based solely on the report of the other auditors.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as, evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the 2009 and 2008 consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of AMEN Properties, Inc. and Subsidiaries as of December 31, 2009 and 2008, respectively, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

**Wayne M. Manning, CPA**

September 16, 2010



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**AMEN Properties, Inc. and Subsidiaries**  
**CONSOLIDATED BALANCE SHEETS**

	ASSETS	
	December 31, 2009 (Audited)	December 31, 2008 (Audited)
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 5,909,735	\$ 3,266,295
Accounts Receivable, net of allowance of \$103,538 and \$103,538 in 2009 and 2008, respectively	1,494,736	698,900
Marketable Securities	471,636	-
Other Current Assets	10,055	151,024
Total Current Assets	<u>7,886,162</u>	<u>4,116,219</u>
PROPERTY AND EQUIPMENT	131,900	388,739
OIL AND GAS INVESTMENT IN SFF GROUP	4,012,427	14,666,319
OIL AND GAS ROYALTY AND WORKING INTERESTS	9,303,324	1,525,421
INVESTMENT IN REAL ESTATE	2,555,127	2,371,124
LONG-TERM INVESTMENTS	62,350	62,350
OTHER ASSETS		
Goodwill	2,916,085	2,916,085
Deferred Costs	6,000	6,000
Deposits and Other Assets	327,597	349,554
Total Other Assets	<u>3,249,682</u>	<u>3,271,639</u>
<b>TOTAL ASSETS</b>	<u>\$ 27,200,972</u>	<u>\$ 26,401,811</u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
CURRENT LIABILITIES		
Accounts Payable	\$ 421,064	\$ 176,231
Accrued Liabilities	612,775	305,026
Deferred Revenue	-	27,704
Income & Franchise Taxes Payable	70,032	-
Current Portion of Long-Term Obligations	134,520	124,581
Current Portion of Related-Party Obligations	397,377	391,222
Total Current Liabilities	<u>1,635,768</u>	<u>1,024,764</u>
LONG-TERM OBLIGATIONS, less current portion		
Financial Institutions and Other Creditors	471,445	605,965
Related Party Obligations	1,047,802	1,485,390
Total Long-Term Obligations	<u>1,519,247</u>	<u>2,091,355</u>
COMMITMENTS AND CONTINGENCIES	-	-
EQUITY		
Stockholders' Equity:		
Preferred Stock, \$.001 par values; 5,000,000 shares authorized		
429,100 Series "D" shares issued and outstanding	429	429
549,406 Series "E" shares issued and outstanding	549	549
Common Stock, \$.01 par value; 20,000,000 shares authorized; 4,233,714 and 3,765,827 shares issued and outstanding at March 31, 2009 and 2008	42,337	42,337
Additional Paid-in Capital	58,119,148	58,119,148
Accumulated Deficit	(35,423,622)	(34,876,771)
Total Stockholders' Equity	<u>22,738,841</u>	<u>23,285,692</u>
Noncontrolling Interest	1,307,116	-
Total Equity	<u>24,045,957</u>	<u>23,285,692</u>
<b>TOTAL LIABILITIES AND EQUITY</b>	<u>\$ 27,200,972</u>	<u>\$ 26,401,811</u>

These financial statements and the notes thereto present fairly, in all material respects, the financial position of the Company and the results of its operations for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Kris Oliver, Chief Financial Officer of Amen Properties, Inc.

**AMEN Properties, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**Periods Ended December 31, 2009 and 2008**

	Three Months Ended December 31,		Twelve Months Ended December 31,	
	2009 (Audited)	2008 (Audited)	2009 (Audited)	2008 (Audited)
<b>OPERATING REVENUE</b>				
Energy Management Fees	\$ 1,440,017	\$ 1,015,468	\$ 5,520,828	\$ 4,548,231
Oil and Gas Revenue	878,064	-	3,057,515	-
Total Operating Revenue	<u>2,318,081</u>	<u>1,015,468</u>	<u>8,578,343</u>	<u>4,548,231</u>
<b>OPERATING EXPENSE</b>				
Cost of Goods and Services	329,138	118,042	1,503,930	568,230
Oil and Gas Operations	322,012	-	1,333,397	-
General and Administrative	879,547	1,005,648	3,304,901	3,568,303
Depreciation, Amortization and Depletion	392,339	121,830	1,727,389	254,183
Corporate Tithing	45,020	(56,376)	46,728	56,021
Total Operating Expenses	<u>1,968,056</u>	<u>1,189,144</u>	<u>7,916,345</u>	<u>4,446,737</u>
<b>INCOME FROM OPERATIONS</b>	<u>350,025</u>	<u>(173,676)</u>	<u>661,998</u>	<u>101,494</u>
<b>OTHER INCOME (EXPENSE)</b>				
Interest Income	1	6,003	535	13,549
Interest Expense	(42,211)	(84,664)	(183,601)	(396,032)
Cumulative Gain on Liquidation of Investment	-	149,844	-	702,638
Income from Real Estate Investment	90,509	13,942	184,003	59,681
Income from SFF Group Investment	17,227	114,628	(225,264)	1,535,018
Other Income	(948)	21,653	13,483	120,510
Total Other Income	<u>64,578</u>	<u>221,406</u>	<u>(210,844)</u>	<u>2,035,364</u>
<b>INCOME FROM CONTINUING OPERATINGS BEFORE INCOME TAXES</b>	<u>414,603</u>	<u>47,730</u>	<u>451,154</u>	<u>2,136,858</u>
Income Taxes	-	(58,651)	(18,491)	(133,043)
<b>INCOME FROM CONTINUING OPERATIONS</b>	414,603	(10,921)	432,663	2,003,815
<b>INCOME (LOSS) FROM DISCONTINUED OPERATIONS</b>	<u>(13,117)</u>	<u>16,629</u>	<u>17,682</u>	<u>(1,453,603)</u>
<b>NET INCOME</b>	401,486	5,708	450,345	550,212
Less: Preferred Stock Dividends	(227,479)	(91,184)	(910,941)	(364,735)
Less: Net Income Attributable to the Noncontrolling Interest	(52,769)	-	(86,256)	-
<b>NET INCOME APPLICABLE TO COMMON SHAREHOLDERS</b>	<u>\$ 121,238</u>	<u>\$ (85,476)</u>	<u>\$ (546,852)</u>	<u>\$ 185,477</u>
<b>Earnings Attributable to Common Shareholders Per Share - Basic</b>				
Income from Continuing Operations	\$ 0.03	\$ (0.03)	\$ (0.13)	\$ 0.44
Income from Discontinued Operations	(0.00)	0.00	0.00	(0.39)
Net Income	<u>\$ 0.03</u>	<u>\$ (0.02)</u>	<u>\$ (0.13)</u>	<u>\$ 0.05</u>
<b>Earnings Attributable to Common Shareholders Per Share - Diluted</b>				
Income from Continuing Operations	\$ 0.03	\$ (0.03)	\$ (0.11)	\$ 0.43
Income from Discontinued Operations	(0.00)	0.00	0.00	(0.38)
Net Income	<u>\$ 0.02</u>	<u>\$ (0.02)</u>	<u>\$ (0.11)</u>	<u>\$ 0.05</u>
Weighted Average Number of Common Shares Outstanding - Basic	4,233,714	3,760,388	4,233,714	3,760,388
Weighted Average Number of Common Shares Outstanding - Diluted	5,154,818	3,828,356	5,154,818	3,828,356
<b>Amounts Attributable to Amen Properties, Inc. Common Shareholders</b>				
Income from Continuing Operations	\$ 134,355	\$ (102,105)	\$ (564,534)	\$ 1,639,080
Discontinued Operations	(13,117)	16,629	17,682	(1,453,603)
Net Income	<u>\$ 121,238</u>	<u>\$ (85,476)</u>	<u>\$ (546,852)</u>	<u>\$ 185,477</u>

These financial statements and the notes thereto present fairly, in all material respects, the financial position of the Company and the results of its operations for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Kris Oliver, Chief Financial Officer of Amen Properties, Inc.

**AMEN Properties, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**Twelve Months Ended December 31, 2009 and 2008**

	<b>2009</b>	<b>2008</b>
	<b>(Audited)</b>	<b>(Audited)</b>
<b>Cash Flows from Operating Activities</b>		
Net Income from Continuing Operations	\$ 432,663	\$ 2,003,815
<i>Adjustments to Reconcile Net Income to Cash Provided by Operating Activities</i>		
Depreciation, Amortization & Depletion	1,712,485	254,183
Equity Income from Real Estate Investment	(184,003)	(59,681)
Equity Income from SFF Investment	225,264	(1,535,018)
Net Income Attributable to Non-Controlling Interest	86,256	-
<i>Changes in Operating Assets and Liabilities</i>		
Accounts Receivable	1,533	1,110,046
Other Assets	140,969	80,236
Accounts Payable	(255,178)	(620,309)
Accrued Liabilities	377,781	(413,965)
Accrued Interest	-	(32,656)
Deferred Revenue	(27,704)	1,185
	<u>2,510,066</u>	<u>787,836</u>
Net Cash Provided by Continuing Operations	2,510,066	787,836
Cash Flows Used by Discontinued Operations	(68,573)	(1,453,603)
<b>Net Cash Provided by / (Used in) Operating Activities</b>	<u>2,441,493</u>	<u>(665,767)</u>
<b>Cash Flows from Investing Activities</b>		
Purchases of Property & Equipment	(16,355)	(341,844)
Decrease in Restricted Cash Equivalents	-	2,197,000
(Purchase) / Sale of Oil and Gas Interests	1,585,822	(8,337,614)
Development of Oil & Gas Interests	(275,626)	-
(Purchases) / Sales of Marketable Securities, net	(471,636)	3,437,559
Sales of Other Assets	(107,638)	91,140
Distributions to Non-Controlling Interest	(335,404)	-
SFF Group Distributions	1,066,666	3,766,665
	<u>1,445,829</u>	<u>812,906</u>
<b>Net Cash Provided by Investing Activities</b>	1,445,829	812,906
<b>Cash Flows from Financing Activities</b>		
Repayments of Notes Payable	(556,014)	(6,716,588)
Issuance of Preferred Stock	-	5,494,061
Preferred Stock Dividends	(910,941)	(364,738)
Net Proceeds from Exercise of Stock Options / Warrants	-	3,185,569
	<u>(1,466,955)</u>	<u>1,598,304</u>
<b>Net Cash Provided by / (Used in) Financing Activities</b>	(1,466,955)	1,598,304
<b>Net Increase in Cash</b>	2,420,367	1,745,443
<b>Cash at Beginning of Period</b>	<u>3,489,368</u>	<u>1,520,852</u>
<b>Cash at End of Period</b>	<u>\$ 5,909,735</u>	<u>\$ 3,266,295</u>
<b>Non-Cash Financing and Investing Activities:</b>		
Unrealized (Loss) on Marketable Securities	\$ -	\$ (242,991)
Stock / Options Issued for Compensation	-	347,288

These financial statements and the notes thereto present fairly, in all material respects, the financial position of the Company and the results of its operations for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Kris Oliver, Chief Financial Officer of Amen Properties, Inc.

**AMEN Properties, Inc. and Subsidiaries**  
**CONSOLIDATED STATEMENTS OF STOCKHOLDER EQUITY**  
**Twelve Months Ended December 31, 2009 (AUDITED) and 2008 (AUDITED)**

	<u>Preferred Stock</u>		<u>Common Stock</u>		Additional Paid- in Capital	Common Stock Warrants	Accumulated Deficit	Accumulated Other Comp Income	Noncontrolling Interest	Total Equity
	Shares	Amount	Shares	Amount						
<b>Balance, 12/31/07</b>	429,100	429	3,716,182	37,162	49,445,241	468,751	(35,062,245)	242,991		\$ 14,663,578
Option / Warrant Exercises	-	-	481,251	4,813	2,833,469	(468,751)	-	-		2,838,282
Issuance of Stock Options	-	-	-	-	63,653	-	-	-		63,653
Common Stock Issued to Employees	-	-	36,281	363	283,269	-	-	-		283,632
Issuance of Preferred Class E	549,406	549	-	-	5,493,512	-	-	-		5,494,061
Preferred Dividends	-	-	-	-	-	-	(364,735)	-		(364,735)
Net Income	-	-	-	-	-	-	550,212	-		550,212
Other Comprehensive Income	-	-	-	-	-	-	-	(242,991)		(242,991)
<b>Balance, 12/31/08</b>	<b>978,506</b>	<b>\$ 978</b>	<b>4,233,714</b>	<b>\$ 42,338</b>	<b>\$ 58,119,144</b>	<b>-</b>	<b>\$ (34,876,768)</b>	<b>-</b>	<b>-</b>	<b>\$ 23,285,692</b>
Noncontrolling Interest									1,307,116	1,307,116
Preferred Dividends							(910,941)			(910,941)
Net Income							364,090			364,090
<b>Balance, 12/31/09</b>	<b>978,506</b>	<b>\$ 978</b>	<b>4,233,714</b>	<b>\$ 42,338</b>	<b>\$ 58,119,144</b>	<b>-</b>	<b>\$ (35,423,619)</b>	<b>-</b>	<b>\$ 1,307,116</b>	<b>\$ 24,045,957</b>

These financial statements and the notes thereto present fairly, in all material respects, the financial position of the Company and the results of its operations for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied and hereby certified by Kris Oliver, Chief Executive Officer of Amen Properties, Inc.

**AMEN Properties, Inc. and Subsidiaries**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (AUDITED)**  
**December 31, 2009 and 2008**

**NOTE A - DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

1. *Organization*

**Company Background**

- The Company was originally incorporated as DIDAX, Inc, in January 1997
- Until December 2002 the Company operated under the name Crosswalk.com; its primary businesses were operation of the Christian web portal *crosswalk.com*<sup>™</sup> and a direct mail advertising service.
- During the last quarter of 2002, the Company sold substantially all of its assets with the exception of the Company's accumulated Net Operating Loss ("NOL") and changed its name to AMEN Properties, Inc.
- A revised business plan was approved by the shareholders in 2002, and called for the Company to grow via the selective acquisition of cash-generating assets in three categories:
  - Commercial real estate in secondary stagnant markets
  - Commercial real estate in out of favor growth markets
  - Oil and gas royalties

During the time the Company operated as Crosswalk.com, it generated a Net Operating Loss in excess of \$30 million. Provisions in the United States Federal Tax Code dictate that a significant ownership change (in excess of 50% in a three-year period) would eliminate the Company's ability to use the NOL to offset its Federal Income Tax liability. It is the Company's intention to preserve its NOL, which requires funding our growth without access to many traditional sources of capital which would result in a significant change in ownership.

**Company Organization**

In initiating the 2002 business plan the Company, in October 2002, formed the following entities:

- NEMA Properties LLC ("NEMA"), a Nevada limited liability company 100% owned by AMEN
- AMEN Delaware LP ("Delaware"), a Delaware limited partnership owned 99% by NEMA as the sole limited partner and 1% by AMEN, as the sole general partner
- AMEN Minerals LP ("Minerals"), a Delaware limited partnership, owned 99% by NEMA as the sole limited partner and 1% by AMEN, as the sole general partner.

On July 30, 2004, the Company formed W Power and Light LP ("W Power"), a Delaware limited partnership owned 99% by NEMA as the sole limited partner and 1% by AMEN, as the sole general partner. On May 18, 2006, the Company acquired 100% of Priority Power Management, Ltd. and Priority Power Management Dallas, Ltd. (collectively "Priority Power") effective April 1, 2006. Priority Power is owned 1% by AMEN, as the sole general partner, and 99% by NEMA, as the sole limited Partner.

**Corporate Reorganization**

On December 17, 2007, the Company approved a corporate reorganization (the "Reorganization") effective January 1, 2008. As part of the Reorganization, the Delaware Partnership, the Minerals Partnership, the PPM Partnership, and the W Power Partnership were each converted from limited partnerships into limited liability companies with AMEN owning 100% of the shares and as the sole managing member of each entity. The converted entities are:

- AMEN Delaware, LLC, ("Delaware")
- AMEN Minerals, LLC, ("Minerals")
- NEMA Properties, LLC, ("NEMA")
- Priority Power Management, LLC ("Priority Power")
- W Power and Light, LLC, ("W Power")

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On May 31, 2008, as part of the Reorganization, NEMA was converted from a Nevada Limited Liability Company to a Texas Limited Liability Company.

As used herein, the terms "Company" and "AMEN" and references to "we" and "our" refer to all of AMEN Properties, Inc., NEMA, Delaware, Minerals, and W Power and Priority Power unless the context otherwise requires.

**Status of 2002 Business Plan**

The Company's first act in implementing the 2002 business plan was the acquisition of a 64.9% limited partnership interest in TCTB Partners, Ltd. ("TCTB"), a real estate investment partnership which owned two commercial office properties in Midland, Texas (collectively referred to as "the Properties"). Effective January 1, 2004, the Company acquired an additional 6.4% limited partnership interest in TCTB giving the Company a 71.3% interest.

Effective September 27, 2006, the Company entered into an agreement to contemporaneously distribute TCTB's assets to the limited partners and sell 75% of their undivided interest in the Properties to an unaffiliated third party. TCTB continues to hold record title to the remaining undivided 25% interest in the Properties beneficially owned by the Partners of TCTB ("Selling Partners"), including the Company's 18.0% ownership in the Properties. After the sale, TCTB, the Selling Partners and the Buyers, as all of the owners of the Properties, entered into a Management Agreement with TCTB Management Group, LLC ("Management") dated September 29, 2006 relating to the management of the Properties. The owners of Management are the Selling Partners (including the Company) and the Buyers in the same percentages as their proportionate ownership of the Properties. Mr. Jon Morgan, President and CEO of the Company, is the managing member of Management.

Due to the Company's inability to find viable real estate investment opportunities in secondary and out-of-favor markets, the decision was made to revise the business plan and focus on other opportunities for growth. The distribution and sale of a majority of TCTB's assets resulted in the Company maintaining a relatively small investment in Real Estate and deemphasizing that market as a source of growth.

One of the original components of the 2002 Business Plan was to leverage the expertise of the Company's management in the acquisition of oil and gas royalties. In December of 2007, the Company acquired a one third interest in SFF Royalty, LLC ("SFF Royalty") and SFF Production, LLC ("SFF Production"), (collectively "SFF Group"). Through its ownership in these entities, the Company participates in the income generated from oil and gas royalties and working interests in over 1,200 properties in several states.

**Expansion into Electricity**

A new opportunity was created when the Texas Legislature adopted the Texas Electric Choice Plan, which effectively deregulated the electricity marketplace in the State of Texas, the largest electricity market in the United States. The Company formed a new subsidiary, W Power, to serve the Texas market as a retail electricity provider ("REP"). In September 2004 the Public Utility Commission of Texas ("PUCT") awarded W Power a license to begin commercial REP operations in Texas and in November 2004 W Power received its certification from the Electric Reliability Council of Texas ("ERCOT"). As a REP, W Power sells electricity and provides the related billing, customer service, collection and remittance services to residential, commercial, and industrial customers. W Power offers its customers low electricity rates, flexible payment and pricing choices, simple terms and responsive customer service. The Texas regulatory structure and legislation permits independent REPs (companies unaffiliated with an incumbent utility in a particular geographic area), such as W Power, to procure and sell electricity at unregulated prices and pay the local transmission and distribution utilities a regulated tariff rate for delivering electricity to the customers.

On June 25, 2008 the Company approved a plan to discontinue the operations of W Power. Management recommended this plan to the Board based on significant adverse changes in the business climate of the Texas retail electricity market. The Company settled W Power's existing supply contracts and transferred its customers

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and their contracts to another retail electricity provider.

Deregulation of the Texas electricity market also created opportunities for companies to provide energy management and consulting services to commercial customers. In 2006 the Company acquired Priority Power, one of the leading electricity aggregation, brokering and consulting firms in the State of Texas. Priority provides services to its customers in the areas of load aggregation, natural gas and electricity procurement, energy risk management, and energy consulting in both regulated and deregulated domestic markets.

**2. *Basis of Presentation***

The consolidated financial statements include the accounts of the Company and its majority-owned/controlled subsidiaries and affiliates. Inter-company balances and transactions have been eliminated.

Management uses estimates and assumptions in preparing the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America. Those estimates and assumptions affect the reported amounts of assets, liabilities, revenues and expenses in the consolidated financial statements, and the disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

**3. *Cash Equivalents***

The Company considers cash on hand, cash on deposit in banks, money market mutual funds and highly liquid debt instruments purchased with a maturity of three months or less to be a cash equivalent.

**4. *Marketable Investments***

The Company invests in U.S. government bonds and treasury notes, municipal bonds, certificates of deposit, corporate bonds and other securities. Investments with original maturities greater than three months but less than twelve months from the balance sheet date are short-term investments. Those investments with original maturities greater than twelve months from the balance sheet date are long-term investments.

The Company's marketable securities are classified as available-for-sale as of the balance sheet date, and are reported at fair value with unrealized gains and losses, net of tax, recorded in stockholders' equity. Realized gains or losses and permanent declines in value, if any, on available-for-sale investments are reported in other income or expense as incurred.

**5. *Fair Value of Financial Instruments***

The carrying value of cash and cash equivalents, investments, accounts receivable, notes receivable, and accounts payable approximate fair value because of the relatively short maturity of these instruments. The fair value of the fixed rate debt, based upon current interest rates for similar debt instruments with similar payment terms and expected payoff dates, would be approximately \$2,869,922 as of December 31, 2009. Disclosure about fair value of financial instruments is based on pertinent information available to management as of December 31, 2009.

**6. *Accounts Receivable***

Management regularly reviews accounts receivable and estimates the necessary amounts to be recorded as an allowance for doubtful accounts.

W Power's unbilled revenue is accrued based on the estimated amount of unbilled power delivered to customers using the average customer billing rates. Unbilled revenue also includes accruals for estimated Transmission and Distribution Service Provider ("TDSP") charges and monthly service charges applicable to the estimated usage for the period.

Priority Power trade accounts receivable arise from aggregation fees and other management services. An

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allowance for doubtful accounts is provided, when considered necessary by management, for estimated amounts not expected to be collectible. No allowance was provided or deemed necessary For Priority Power's receivables at December 31, 2009 and 2008.

At December 31 accounts receivable consisted of the following:

	<u>2009</u>	<u>2008</u>
Billed Aggregation fees	652,065	698,900
Unbilled Aggregation Fees	304,467	
Other receivables	104,603	103,538
Oil & gas royalty receivables	537,139	-
Allowance for doubtful accounts	<u>(103,538)</u>	<u>(103,538)</u>
Accounts Receivable, net	<u>\$ 1,494,736</u>	<u>\$ 698,900</u>

**7. Depreciation, Amortization and Depletion**

Property and equipment are stated at cost. Depreciation is determined using the straight-line method over the estimated useful lives ranging from three to 10 years. Royalty acquisitions are stated at cost. Depletion is determined using the units-of-production method based on the estimated oil and gas reserves.

**8. Impairment of Long-Lived Assets**

The Company periodically evaluates the recoverability of the carrying value of its long-lived assets and identifiable intangibles by monitoring and evaluating changes in circumstances that may indicate that the carrying amount of the asset may not be recoverable. Examples of events or changes in circumstances that indicate that the recoverability of the carrying amount of an asset should be assessed include but are not limited to the following: a significant decrease in the market value of an asset, a significant change in the extent or manner in which an asset is used or a significant physical change in an asset, a significant adverse change in legal factors or in the business climate that could affect the value of an asset or an adverse action or assessment by a regulator, an accumulation of costs significantly in excess of the amount originally expected to acquire or construct an asset, and/or a current period operating or cash flow loss combined with a history of operating or cash flow losses or a projection or forecast that demonstrates continuing losses associated with an asset used for the purpose of producing revenue.

The Company considers historical performance and anticipated future results in its evaluation of potential impairment. Accordingly, when indicators or impairments are present, the Company evaluates the carrying value of these assets in reaction to the operating performance of the business and future discounted and nondiscounted cash flows expected to result from the use of these assets. Impairment losses are recognized when the sum of expected future cash flows are less than the assets' carrying value.

**9. Investment in Real Estate and SFF Group**

The Company owns approximately 18% of HPQ Acquisition, LLC, ("HPG") a real estate company which owns commercial properties located in Midland, Texas (see Note F). The Company accounts for its investment in HPG using the equity method of accounting.

The Company's investment in real estate and SFF Group (see Note O) is recorded at cost, adjusted for its equity share of earnings, using the equity method of accounting, and cash contributions and distributions.

**10. Goodwill**

The Company follows the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets". SFAS No. 142 requires that goodwill and other intangible assets with investment lives no



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longer be amortized. The intangible assets are tested for impairment annually. If there is impairment, the amount will be expensed and the intangible assets will be written down accordingly.

*11. Stock-Based Compensation*

On January 1, 2006 the Company adopted Statement of Financial Accounting Standards (SFAS) No. 123(R), *Accounting for Stock-Based Compensation*, to account for its stock-based compensation. In December 2004, the Financial Accounting Standards Board issued SFAS 123(R) effective for small business issuers after December 15, 2005. The new Statement requires mandatory reporting of all stock-based compensation awards on a fair value basis of accounting. Generally, companies are required to calculate the fair value of all stock awards and amortize that fair value as compensation expense over the vesting period of the awards.

*12. Income and Franchise Taxes*

The Company accounts for income taxes in accordance with SFAS No. 109, *Accounting for Income Taxes*. Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. For the periods ended December 31, 2009 and 2008, no income tax expense has been incurred for Federal income taxes due to the utilization of the Company's net operating losses.

*13. Deferred Revenue*

Deferred revenue consists of prepaid aggregation fees that are amortized over the life of the related aggregation contract.

*14. Corporate Tithing*

The Company shall, to the extent permitted by law, expend from the revenues of the Company such sums as are deemed prudent by the Board of Directors to support, encourage, or sustain persons or entities which in the judgment of the Board of Directors are expected to make significant efforts to propagate the Gospel of Jesus Christ in any manner not in conflict with the Statement of Faith. Such expenditures may be made without regard to the tax status or nonprofit status of the recipient. It is expected that the expenditures paid out under the provisions of this policy shall approximate ten percent (10%) of the amount that would otherwise be the net profits of the Company for the accounting period.

*15. Revenue Recognition*

The Company records electricity sales under the accrual method and these revenues are recognized upon delivery of electricity to the customers' meters. Electric services not billed by month-end are accrued based upon estimated deliveries to customers as tracked and recorded by the Electric Reliability Council of Texas ("ERCOT") multiplied by the Company's average billing rate per kilowatt hour ("kwh") in effect at the time ("the flow technique").

The flow technique of revenue calculation relies upon ERCOT settlement statements to determine the estimated revenue for a given month. Supply delivered to our customers for the month, measured on a daily basis, provides the basis for revenues. ERCOT provides net electricity delivered data in three phases. Initial daily settlements become available approximately 17 days after the settlement date. Approximately 45 days after the settlement date, a resettlement is provided to adjust the initial settlement to the actual supply delivered based on subsequent comparison of prior forecasts to actual meter reads processed. A final resettlement is provided approximately 180 days after power is delivered, marking the last routine settlement adjustment to the power deliveries for that day.

Sales represent the total proceeds from energy sales, including pass through charges from the TDSPs billed to the

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customer at cost. Cost of goods and services (“COGS”) include electric power purchased, sales commissions, and pass through charges from the TDSPs in the areas serviced by the Company. TDSP charges are costs for metering services and maintenance of the electric grid. TDSP charges are determined by regulated tariffs established by the Public Utility Commission of Texas (“PUCT”).

Bilateral wholesale costs are incurred through contractual arrangements with wholesale power suppliers for firm delivery of power at a fixed volume and fixed price. The Company is typically invoiced for these wholesale volumes at the end of each calendar month for the volumes purchased for delivery during the month, with payment due 10 to 20 days after the end of the month.

Balancing/ancillary costs are based on the aggregate customer load and are determined by ERCOT through a multiple step settlement process. Balancing costs/revenues are related to the differential between supply provided by the Company through its bilateral wholesale supply and the supply required to serve the Company’s customer load. The Company endeavors to minimize the amount of balancing/ancillary costs through its load forecasting and forward purchasing programs.

The Company’s gross revenues for aggregation and other services to our customers are recognized upon delivery and include estimated aggregation fees and other services delivered but not billed by the end of the period.

Accrued unbilled revenues are based on our estimates of customer usage since the date of the last meter reading provided by the independent system operators or electric distribution companies. Volume estimates are based on average daily volumes, estimated customer usage and applicable customer aggregation rates. Unbilled revenues are calculated by multiplying volume estimates by our estimated rates by customer. Estimated amounts are adjusted when actual usage and rates are known and billed.

**16. Advertising Expense**

All advertising costs are expensed when incurred.

**17. Income Per Share**

Income per share is computed based on the weighted average common shares and common stock equivalents outstanding during each period.

**18. Environmental**

The Company is subject to extensive federal, state and local environmental laws and regulations. These laws regulate asbestos in buildings that require the Company to remove or mitigate the environmental effects of the disposal of the asbestos at the buildings.

Environmental costs that relate to current operations are expensed or capitalized as appropriate. Costs are expensed when they relate to an existing condition caused by past operations and will not contribute to current or future revenue generation. Liabilities related to environmental assessments and/or remedial efforts are accrued when property or services are provided or can be reasonably estimated.

**19. New Accounting Pronouncements**

In September 2006, the FASB issued SFAS No. 157, *Fair Value Measurements*. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles (GAAP), and expands disclosures about fair value measurements. The provisions of this Statement shall be effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities*

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– *Including an amendment of FASB Statement No. 115.* This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board's long-term measurement objectives for accounting for financial instruments. The provisions of this Statement shall be effective as of the beginning of each reporting entity's first fiscal year that begins after November 15, 2007; this Statement should not be applied retrospectively to fiscal years beginning prior to the effective date, except as permitted in paragraph 30 for early adoption.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), *Business Combinations* ("SFAS 141(R)"), which replaces FASB Statement No. 141. SFAS 141(R) establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired. The Statement also establishes disclosure requirements that will enable users to evaluate the nature and financial effects of the business combination. SFAS 141(R) is effective for acquisitions that occur in an entity's fiscal year that begins after December 15, 2008. The impact, if any, will depend on the nature and size of business combinations that Company consummates after the effective date.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51* ("SFAS 160"). SFAS 160 requires that accounting and reporting for minority interests will be recharacterized as noncontrolling interests and classified as a component of equity. SFAS 160 also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 applies to all entities that prepare consolidated financial statements, except not-for-profit organizations, but will affect only those entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. This statement is effective as of the beginning of an entity's first fiscal year beginning after December 15, 2008.

Management does not believe the new pronouncements will have a material impact on its financial statements.

*20. Reclassification of Previously Reported Information*

Certain reclassifications of previously reported information have been made to conform to the December 31, 2009 presentation of discontinued operations.

**NOTE B - BUSINESS COMBINATIONS**

*Purchase of Additional Interests in SFF Production*

On December 31, 2008 the Company acquired additional membership interests in SFF Production totaling 45.8% for a total purchase price of \$6,867,576. The Company paid approximately \$1.47 million of the purchase price in cash and financed the remainder via the issuance of Series E Preferred Stock as described in Note M. After the acquisition, the Company now owns 79.1% of the membership interests in SFF Production. Certain members of the Company's Board of Directors participated in this transaction as described in Note K.

The purchase price was based on an in-house valuation performed by the Company. The purchase agreement provided for a purchase price adjustment based on a PV-10 valuation to be performed by an independent third party. The independent PV-10 valuation suggested a value for the acquired interests that was within 1% of the in-house valuation. Consequently, the Company decided to pass on any purchase price adjustment.

As a result of this transaction, the Company controls SFF Production and its operations, subsequent to December 31, 2008, will be consolidated into the Company's results of operations.

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**NOTE C – CONCENTRATIONS OF CREDIT RISK**

The Company maintains cash balances at four financial institutions, which at times may exceed federally insured limits. The Company had no uninsured cash and cash equivalents at December 31, 2009 and 2008, respectively. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risks on such accounts.

W Power and Priority Power’s revenues are derived principally from uncollateralized customer electricity billings and TCTB’s revenues are derived principally from uncollateralized rents from tenants. The concentration of credit risk in a limited number of industries affects its overall exposure to credit risk because customers may be similarly affected by changes in economic and other conditions.

**NOTE D – NOT USED**

**NOTE E – PROPERTY AND EQUIPMENT**

Property and equipment, at cost, consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Furniture, fixtures and equipment	\$ 443,519	\$ 671,377
Less: accumulated depreciation	<u>(311,619)</u>	<u>(282,638)</u>
	<u>\$ 131,900</u>	<u>\$ 388,739</u>

Depreciation expense for the period ended December 31, 2009 and 2008 was \$83,590 and \$77,162, respectively.

**NOTE F – INVESTMENT IN REAL ESTATE**

The Company owns approximately 18% of HPQ Acquisition, LLC, (“HPG”) a real estate company which owns commercial properties located in Midland, Texas. The Company accounts for its investment in HPG using the equity method.

The Company’s Investment in real estate consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Real estate investment	\$ 2,371,123	\$ 2,311,443
Equity earnings	<u>184,004</u>	<u>59,681</u>
	<u>\$ 2,555,127</u>	<u>\$ 2,371,124</u>

A portion of the Company’s real estate investment and equity earnings results for 2009 are based on the results of HPG Acquisition, LLC and its subsidiaries. HPG Acquisition, LLC reported the following consolidated financial information at December 31, 2009:

	<u>2009</u>
Total Assets	\$ 18,455,742
Total Liabilities	915,086
Net Income	1,158,607

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**NOTE G – OIL AND GAS ROYALTY AND WORKING INTERESTS**

The Company owns oil and gas royalty and working interests in a number of states. The total consideration paid by the Company for the royalty interests was \$10,598,201. Under accounting principles generally accepted in the United States of America, revenues and expenses are recognized on an accrual basis. Oil and gas revenue is generally received one to two months following the month of production and the Company uses estimates to accrue.

*Allen Field*

On August 20, 2008, Minerals acquired a 5% working interest and 4% net revenue interest (after royalty and lease burdens, including an overriding royalty reserved to the seller) in certain producing oil and gas properties from Aghorn Energy, Inc., effective June 1, 2008 for a purchase price of \$1,431,000, paid in cash. The Properties, which were purchased by Aghorn from Exxon Mobil Corporation (“Exxon Mobil”) on June 1, 2008, consist of Exxon Mobil’s leasehold interests, including their interest in all wellbores, in approximately thirty thousand acres known as the Yarbrough and Allen Field, located in Ector, Ward, Winkler and Crane Counties in Texas. Exxon Mobil owned a 100% working interest in the wellbores on the Properties with the exception of four wells which are subject to a farm-out agreement with EOG Resources, Inc. (“EOG”). For the wells farmed out to EOG, Exxon Mobil owned working interests ranging from 25% to 50% and net revenue interests ranging from 21.875% to 43.75%, and Minerals’ interest in those wells is reduced proportionately.

In June of 2009 the Company exercised its put option to sell back the Allen Field interests described above to Aghorn Energy for a sales price of \$1.6 million. The Company decided to sell the interests back to Aghorn based on decreases in commodity prices which had occurred subsequent to the original purchase.

*SFF Interests*

As described in Note O, the Company owns an indirect interest in oil gas and gas royalties through its ownership of 33% of the membership interests if SFF Royalty, LLC. Additionally, the Company controls oil and gas working interests owned by SFF Production, LLC through its ownership of 79.1% of the membership interests of that entity. The working interests owned by SFF Production are consolidated with the financial statements of the Company with the noncontrolling interest’s share of equity and income reflected on the balance sheet and statement of operations.

Depletion expense for the periods ended December 31, 2009 and 2008 was \$1.5 million and \$63,145, respectively, and accumulated depletion was \$1.5 million and \$99,472, respectively.

**NOTE H – NOT USED**

**NOTE I – ACCRUED LIABILITIES**

Accrued liabilities consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Accrued taxes	31,962	116,382
Accrued oil & gas operating expenses	387,033	-
Accrued corporate tithing	47,893	18,571
Accrued officer bonuses	49,312	92,223
W Power Shutdown Costs	28,681	-
Other liabilities	67,894	77,850
Total Accrued Liabilities	<u>\$612,775</u>	<u>\$ 305,026</u>

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**NOTE J – LONG-TERM OBLIGATIONS**

NEMA entered into twenty-two promissory notes (the “NEMA Notes”) on May 18, 2006, effective April 1, 2006 totaling \$3,230,051 to purchase 100% ownership interest in Priority Power Management, Ltd, a Texas limited partnership, and Priority Power Management Dallas, Ltd, a Texas limited partnership. The notes are due in quarterly installments of \$142,985 beginning on September 30, 2006 with a final maturity of December 31, 2013. The term notes bear interest at a fixed rate per annum of 7.75%.

PPM entered into an agreement effective August 31, 2007 to purchase 100% ownership interest in Cogdill Enterprises, Inc. As part of the agreement PPM is obligated to pay 95% of the total revenues actually received by PPM each month directly as a result of the contracts originated by Trenton Cogdill for and on behalf of the Company prior to the August 31, 2007. The estimated net present value of the expected future obligation under the Cogdill agreement is classified as a long term obligation, less the current portion (the “Cogdill Note”).

Long-term obligations consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
NEMA Notes	\$ 1,951,056	\$ 2,352,174
Cogdill Note	100,088	254,984
Subtotal	2,051,144	2,607,158
Less: Related Party Portion	(1,445,179)	(1,876,613)
Less: Current Portion	(134,520)	(124,580)
Total long-term obligations	<u>\$ 471,445</u>	<u>\$ 605,965</u>

Related party portion of long-term obligations consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
NEMA Notes	\$ 1,345,091	\$ 1,621,628
Cogdill Note	100,088	254,984
Subtotal	1,445,179	1,876,612
Less: Current Portion	(397,377)	(391,222)
Total related party	<u>\$ 1,047,802</u>	<u>\$ 1,485,390</u>

Annual maturities of long-term obligations at December 31, 2009 are as follows:

2009	\$ 134,520
2010	145,252
2011	156,840
2012	169,353
2013	-
2014 and thereafter	-
	<u>\$ 605,965</u>

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Annual maturities of related party portion of long-term obligations at December 31, 2009 are as follows:

2009	\$ 397,377
2010	323,078
2011	348,802
2012	375,922
2013	
2014 and thereafter	-
	<u>\$1,445,179</u>

**NOTE K – RELATED PARTY TRANSACTIONS**

*Long Term Debt*

The following table reflects the portion of the Company's long-term debt payable to related parties as of December 31, 2009:

	<u>Total</u>
Eric Oliver, Chariman of the Board	\$ 6,899
Jon M. Morgan	308,186
Padraig Ennis, VP of Priority Power	47,489
John Bick, Managing Principal of Priority Power	123,045
Trenton Cogdill, Priority Power	100,088
5% Shareholders & Other Affiliates	859,472
Total	<u>\$ 1,445,179</u>

*Issuance of Options*

During 2008 certain members of the Company's Board of Directors were issued stock options under the Company's 1998 Stock Option Plan (See Note N).

*Series D Preferred Stock / Warrants*

On December 17, 2007 the Company issued Preferred D stock, promissory notes and warrants to finance its investment in SFF Royalty and SFF Production, as described in Note O. Certain of the Company's Directors participated in this transaction as shown below:

<u>Director</u>	<u># Shares Pref D Purchased</u>	<u>Pref D Purchase Price</u>	<u>Promissory Note Amount</u>	<u># Warrants Received @\$6.02 Strike Price</u>	<u>2008 Dividends Received</u>
Eric Oliver	164,376	\$ 1,643,760	\$ 1,037,741	172,382	\$ 139,720
Bruce Edgington	6,130	61,300	38,700	6,429	5,211
Jess Correll	147,938	1,479,384	933,966	155,144	125,748

All of the warrants issued in connection with the investment in SFF Royalty and SFF Production were exercised on December 18, 2008 and the proceeds were used to retire the related promissory notes. Each of the directors

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listed above received shares in the amounts shown on the table.

The Series D Preferred Stock has an annual coupon of 8.5%. Certain of the Company's directors received dividends during the first quarter 2009 in connection with their ownership as shown in the table above.

*Stub Financing*

In order to secure the cash required for the Company's contribution to SFF Royalty and SFF Production on December 17, 2007, stub financing was arranged via the execution of two promissory notes with SoftVest, LP, a related party controlled by Eric Oliver, totaling \$3.5 million. These notes were due and payable on December 31, 2007 and carry an annual interest rate of 8.5%. The balance was paid on March 13, 2008.

*Series E Preferred Stock / Purchase of Ownership Interests in SFF Production, LLC*

On December 31, 2008 the Company issued Preferred E convertible stock to finance its acquisition of additional interests in SFF Production, as described in Note O. Certain of the Company's directors participated in this transaction as shown in the table below:

<u>Director</u>	<u>SFF P Membership Interest</u>	<u>Total Proceeds</u>	<u>Cash Proceeds</u>	<u>Preferred Series E Value</u>	<u># Common Shares on Conversion</u>
Eric Oliver, Chairman	7.9%	\$ 1,184,251	\$ 236,850	\$ 947,401	157,900
Jon Morgan, CEO	5.0%	750,000	150,000	600,000	100,000
Jess Correll	22.0%	3,293,326	658,665	2,634,660	439,110
<b>Total</b>	<b>34.9%</b>	<b>\$ 5,227,577</b>	<b>\$ 1,045,515</b>	<b>\$ 4,182,061</b>	<b>697,010</b>

**NOTE L – COMMITMENTS AND CONTINGENCIES**

*Legal Proceedings*

The Company is subject to claims and lawsuits which arise primarily in the ordinary course of business. It is the opinion of management that the disposition or ultimate resolution of such claims and lawsuits will not have a material adverse effect on the consolidated financial position of the Company.

**NOTE M – STOCKHOLDERS' EQUITY**

*Warrant Exercises*

On December 18, 2008 the holders of the promissory notes issued in connection with the Company's 2007 investment in SFF Production and SFF Royalty exercised 450,000 warrants to purchase shares of Amen common stock at a price of \$6.02 per share. The proceeds from this issuance were used to retire the \$2.7 million in related debt. Certain of the Company's directors participated in this transaction as described in Note K.

*Stock Issuances as Employee Compensation*

Pursuant to their employment agreements, certain of the Company's employees receive common stock as payment for bonuses or a portion of their salary. During 2008, common stock was issued to the following employees:

<u>Employee</u>	<u>Title</u>	<u>Issuance Date</u>	<u>Share Price</u>	<u># Shares</u>
John Bick	Managing Principal	1/28/08	7.20	2,038



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		2/20/08	7.35	3,754
		5/6/08	9.45	5,288
		7/22/08	8.30	3,953
		9/25/08	8.00	2,644
		12/10/08	5.07	2,644
		1/28/08	7.20	355
		2/20/08	7.35	210
Pat Ennis	Vice President	5/6/08	9.45	920
		9/25/08	8.00	460
		12/10/08	5.07	460
Kris Oliver	Chief Financial Officer(a)	2/20/08	7.35	3,129
		7/8/08	8.87	4,771
Kevin Yung	Chief Operating Officer	2/20/08	7.35	2,700
		10/13/08	5.74	2,955

(a) Mr. Oliver assumed the role of CEO in March of 2009.

*Series D Preferred Stock*

As described in Note O, the Company issued 429,100 shares of Class D Preferred Stock on December 17, 2007 for total proceeds of \$4,291,000 to finance the Company's investment in SFF Royalty and SFF Production. Below is a summary of the significant characteristics of the Preferred D:

- Pays a coupon of 8.5% annually.
- Has limited voting rights.
- Is not convertible into common stock.
- Is redeemable upon demand by the Company.

Certain of the Company's Directors purchased Preferred D Stock as described in Note K.

*Series E Preferred Stock*

As described in Note O, on December 31, 2008 the Company financed the purchase of additional membership interests in SFF Production, LLC totaling 45.8% via the issuance of 549,406 shares of Series E Preferred Stock for total proceeds of \$5,494,060. Below is a summary of the significant characteristics of the Preferred E:

- Pays a coupon of 10% annually.
- Is convertible at a conversion price of \$6/share into 915,677 shares of Amen Common Stock and has proportionate voting rights.
- Has a minimum holding period of three years during which time the Company cannot redeem.

Certain of the Company's Directors were issued Preferred E Stock as described in Note K.

*Reverse Stock Split*

On November 23, 2009, the Company's Board approved a reverse stock split of AMEN's common stock. As a result of the reverse stock split, every 100 shares of AMEN's common stock issued and outstanding immediately prior to the effective time will be combined into one share of common stock. Fractional shares will not be issued and stockholders who otherwise would have been entitled to receive a fractional share as a result of the reverse stock split will receive an amount in cash equal to \$4.00 per pre-split share for such fractional interests. The number of shares of Amen's common stock issued and outstanding will be reduced from approximately 4,233,714 pre-split to

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approximately 42,300 post-split.

The reverse stock split was approved by the non-unanimous written consent of Amen’s stockholders on December 18, 2009. The number of shares of common stock subject to outstanding stock warrants and options or convertible securities, and the exercise prices and conversion ratios of those securities, will automatically be proportionately adjusted for the 1-for-100 ratio provided for by the reverse stock split.

**NOTE N – STOCK OPTION PLAN**

Since the inception of the Company, various options have been granted by the Board of Directors to founders, directors, employees, consultants and ministry partners. In February 1997, the Company authorized 67,100 additional shares of common stock to underlie additional options reserved for key employees and for future compensation to members of the Board of Directors. The Board of Directors also adopted and the Stockholders approved, the 1997 Stock Option Plan (“1997 Plan”), which provides for the granting of either qualified or non-qualified options to purchase an aggregate of up to 514,484 shares of common stock, inclusive of the 67,100 shares mentioned above, and any and all options or warrants granted in prior years by the Company. As of December 31, 2009, all options available under the 1997 Plan have been granted: 75,079 options have been exercised, and 50,085 options are outstanding which are fully vested and range in price from \$3.50 to \$61.36.

The 1998 Stock Option Plan (“1998 Plan”) was approved by the Board of Directors in April 1998, with approved amendment in May 2000. The 1998 Plan gives the Company the authority to issue 300,000 options to purchase AMEN common stock. If any stock options granted under the 1998 Plan terminate, expire or are canceled, new stock options may thereafter be granted covering such shares. In addition, any shares purchased under the 1998 Plan subsequently repurchased by the Company, if management elects, pursuant to the terms hereof may again be granted under the 1998 Plan. The shares issued upon exercise of stock options under the 1998 Plan may, in whole or in part, be either authorized but unissued shares, or issued shares reacquired by the Company. As of December 31, 2009, 4,859 options have been exercised and 159,131 options are outstanding and are fully vested and range in price from \$1.98 to \$45.50.

During 2008 the Company issued options to the members of the Board of Directors as compensation for their service to the Company as shown in the table below:

<u>Director</u>	<u>Issuance Date</u>	<u># Options Issued</u>	<u>Strike Price</u>
Bruce Edgington	3/31/08	988	8.80
	6/30/08	988	9.00
	9/30/08	988	8.00
	12/31/08	988	4.50
Earl Gjelde (retired)	3/31/08	769	8.80
	6/30/08	769	9.00
	9/30/08	988	8.00
	12/31/08	988	4.50
Randy Nicholson	3/31/08	875	8.80
	6/30/08	875	9.00
	9/30/08	875	8.00
	12/31/08	875	4.50
Don Blake	3/31/08	988	8.80
	6/30/08	988	9.00
	9/30/08	988	8.00
	12/31/08	988	4.50

The fair value of each option is estimated on the date of grant using the Black-Scholes option-pricing model.

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The table below summarizes the stock option activity for the period ended December 31, 2009:

<u>Options Outstanding</u>	<u>Options Outstanding</u>	<u>Weighted Average Price</u>
Outstanding December 31, 2008	237,642	\$ 10.73
Options exercised	-	-
Options forfeited	(27,626)	27.70
Options issued	--	--
Outstanding December 31, 2009	210,016	\$ 6.84

At December 31, 2009 the 210,016 outstanding options are fully vested and exercisable. They range in price from \$1.98 to \$61.36 and have a weighted average contractual maturity of 3.6 years.

**NOTE O – INVESTMENT IN SFF GROUP**

On December 17, 2007, the Company invested \$7.6 million in SFF Royalty, LLC (“SFF Royalty”) and \$2.4 million in SFF Production (“SFF Production”) in exchange for a one-third ownership interest in each entity. Also on December 17, 2007, SFF Royalty and SFF Production acquired the following properties from Santa Fe Energy Trust (the “Trust”) and Devon Energy Production Company, LP (“Devon”):

<u>Acquiring Entity</u>	<u>Acquired from the Trust</u>		<u>Acquired from Devon</u>		<u>Total Purchase</u>
	<u>Description</u>	<u>Purchase Amount</u>	<u>Description</u>	<u>Purchase Amount</u>	
SFF Royalty	Net profits interests in royalty interests owned by Devon	\$ 21,077,688	Royalty interests subject to Trust’s net profits interests	\$ 2,254,662	\$ 23,332,350
SFF Production	Net profits interests in working interests owned by Devon	6,072,125	Working interests subject to Trust’s net profits interests	649,531	6,721,656
Totals		<u>\$ 27,149,813</u>		<u>\$ 2,904,193</u>	<u>\$ 30,054,006</u>

To secure the \$10 million required for the investments in SFF Royalty and SFF Production, the Company issued Preferred Stock and short-term promissory notes and secured stub financing.

*Class D Preferred Stock*

429,100 shares of Class D Preferred Stock (“Preferred D”) were issued at a share price of \$10 for total proceeds of \$4,291,000. Below is a summary of the significant characteristics of the Preferred D:

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- Pays a coupon of 8.5% annually.
- Has limited voting rights.
- Is not convertible into common stock.
- Is redeemable upon demand by the Company.

*Promissory Notes*

The Company also signed promissory notes with the recipients of the Preferred D totaling \$2,709,000. Below is a summary of the significant characteristics of the promissory notes:

- Due and payable on June 30, 2008.
- Interest rate of Prime plus 1%.

The holders of the promissory notes were issued warrants to purchase a total of 450,000 shares of common stock at a strike price of \$6.02. The warrants were exercised on December 18, 2008 and the proceeds were used to retire the related debt.

Certain of the Company's Directors participated in this transaction and received shares of Preferred D stock, promissory notes and warrants, as described in Note K.

*Stub Financing*

In order to secure the cash required for the Company's contribution to SFF Royalty and SFF Production on December 17, 2007, stub financing was arranged via the execution of two promissory notes with SoftVest, LP totaling \$3.5 million. These notes were due and payable on December 31, 2007 and carry an annual interest rate of 8.5%. The outstanding balance was \$3.5 million as of 12/31/07.

The Company repaid these notes on March 13, 2008 after receiving its final distribution from the Trust.

Mr. Eric Oliver, the Company's Chairman of the Board, is the Managing Partner of SoftVest, LP.

The Company's Investment in SFF Group consisted of the following at December 31:

	<b>2009</b>	<b>2008</b>
Investment in SFF Group	\$ 5,304,357	\$ 10,022,389
Capital Distributions	(1,066,666)	(3,758,664)
Purchase of Additional SFF Production Interests	-	6,867,576
Equity Earnings	(225,264)	1,535,018
	\$ 4,012,427	\$ 14,666,319

At 12/31/08, the portion of the Company's Investment in SFF Group attributable to SFF Production was approximately \$9.4 million. This balance was eliminated in the course of consolidating the Company's financial statements with those of SFF Production, LLC (see "Purchase of Additional Interests in SFF Production" below)

A portion of the Company's investment and equity earnings results for 2009 are based on the results of SFF Royalty, LLC. SFF Royalty, LLC reported the following consolidated financial information at December 31, 2009:

	<u>SFF Royalty</u>
Total Assets	\$ 12,368,553
Total Liabilities	116,281

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Net Income (675,862)

*Purchase of Additional Interests in SFF Production*

On December 31, 2008 the Company acquired additional membership interests in SFF Production totaling 45.8% for a total purchase price of \$6,867,576. The Company paid approximately \$1.47 million of the purchase price in cash and financed the remainder via the issuance of Series E Preferred Stock as described in Note M. After the acquisition, the Company now owns 79.1% of the membership interests in SFF Production. Certain members of the Company's Board of Directors participated in this transaction as described in Note K.

The purchase price was based on an in-house valuation performed by the Company. The purchase agreement provided for a purchase price adjustment based on a PV-10 valuation to be performed by an independent third party. The independent PV-10 valuation suggested a value for the acquired interests that was within 1% of the in-house valuation. Consequently, the Company decided to pass on any purchase price adjustment.

As a result of this transaction, the Company controls SFF Production and its operations, subsequent to December 31, 2008, are consolidated into the Company's results of operations. Below is a pro forma consolidated statement of operations which shows what the impact that consolidating SFF Production would have had on Amen's Consolidated Statement of Operations for 2008:

	<b>12 Months Ended 12/31/2008 As Reported</b>	<b>Adjustments</b>	<b>12 Months Ended 12/31/2008 Pro Forma</b>
Revenue	\$ 4,548,231	7,512,992 (a)	\$ 12,061,223
Operating Expenses	4,446,737	3,331,109 (b)	7,777,846
Income from Operations	\$ 101,494		\$ 4,283,377
Other Income (Expense)	2,035,364	(1,585,044) (c)	450,320
Income From Continuing Operations Before Income Taxes	\$ 2,136,858		\$ 4,733,697
Income Taxes	(133,043)	- (d)	(133,043)
Income from Continuing Operations	\$ 2,003,815		\$ 4,600,654
Loss From Discontinued Operations	(1,453,603)		(1,453,603)
Net Income	\$ 550,212		\$ 3,147,051
Less: Net Income Attributable to Noncontrolling Interests	-		(915,832)
Net Income Attributable to Amen Properties, Inc.	\$ 550,212		\$ 2,231,219
Preferred Stock Dividend	(364,735)	(549,408) (e)	(914,143)
Net Income Applicable to Amen Common Shareholders	\$ 185,477		\$ 1,317,076
Net Income per Share (Basic)	0.05		0.35
Net Income per Share (Diluted)	0.05		0.34

**Explanation of Adjustments**

- (a) - Oil and gas revenue from SFF Production
- (b) - Oil and gas operating expenses from SFF Production
- (c) - Elimination of equity income recognized by Amen; Increase in tithing expense.
- (d) - No tax adjustment due to Amen NOL
- (e) - Quarterly dividend on Preferred E issued in connection with acquisition

**AMEN Properties, Inc. and Subsidiaries**  
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**NOTE P – DISCONTINUED OPERATIONS**

*Businesses to be Disposed of Other than by Sale*

On June 25, 2008 the Company approved a plan to discontinue the operations of W Power. Management recommended this plan to the Board based on significant adverse changes in the business climate of the Texas retail electricity market. These conditions were exacerbated by the heightened volatility in commodity costs. The Company settled W Power's existing supply contracts and transferred its customers and their contracts to another retail electricity provider in the third quarter.

As a result of this plan all retail electric provider ("REP") operations will be eliminated from the Company's ongoing operations and the Company will not have any significant continuing involvement in the REP business. Given the current conditions in the Texas retail power market the Company does not believe there is a market to sell W Power and, as such, does not have an active program to locate a buyer of the business. The Company will not dispose of W Power's assets or liabilities by sale. Subsequent to the end of the third quarter the Company submitted notice to the Public Utility Commission of Texas that W Power intends to relinquish its REP license.

In accordance with SFAS No. 144, the Company has included W Power in discontinued operations and recognized the loss associated with disposal in income (loss) from continuing operations.

No income tax benefit is provided as a result of the Company's net operating loss carry forward.

*Businesses Held for Sale*

In the first quarter of 2008, the Company adopted a plan to sell its online electricity brokering business, ChooseEnergy.com. Its primary business, as previously described, is to provide competitive electricity pricing alternatives for residential and small commercial electricity consumers. The Company completed the sale of ChooseEnergy.com subsequent to the end of the quarter.

In accordance with SFAS No. 144, the Company has reflected the operating results as discontinued operations in the consolidated statements of operations for all periods presented. There are no capitalized assets or depreciation expenses to be reflected on the consolidated balance sheet as held for sale.

No income tax benefit is provided as a result of the Company's net operating loss carry forward.

SFAS No. 144 requires the assets and liabilities of a disposal group classified as "held for sale" to be presented separately in the asset and liability sections of a Company's consolidated balance sheet. ChooseEnergy.com has no material long-lived assets or associated disposal group items to be classified as "held for sale" on the presented balance sheets.

**NOTE Q – SUBSEQUENT EVENTS**

*Priority Employment Agreements / Warrant*

In January of 2010, the Company signed new employment agreements with John Bick and Pat Ennis, the executives responsible for the management of Priority Power. The agreements are effective December 1, 2009 with a term of five years.

In connection with these new employment agreements, the Company also issued a warrant to Bick and Ennis entitling them collectively to purchase 80% of the equity of Priority Power for a price of \$10. The warrant has an expiration date of December 1, 2014 and vests only upon the delivery of \$1.9 million in cash earnings by Priority Power to Amen. Additionally, the company issued an option to Bick and Ennis entitling them to purchase Amen's retained 20% ownership in Priority for the price of \$480,000. This purchase option has an expiration date of December 1, 2012.

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*Reverse Stock Split*

The reverse stock split discussed in Note M above was executed on January 14, 2010. 35,214 fractional shares were retired at a cost of \$140,856.