

Amen Properties, Inc.
PO Box 835451, Richardson, TX 75083
(972) 664-4597
www.amenproperties.com
koliver@amenproperties.com

Quarterly Report

For the period ending September 30, 2024 (the "Reporting Period")

Outstanding Shares

The number of shares outstanding of our Common Stock was:

53,146 as of 9/30/2024

53,146 as of 12/31/2023

Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: No:

Change in Control

Indicate by check mark whether a Change in Control⁴ of the company has occurred during this reporting period:

Yes: No:

⁴ "Change in Control" shall mean any events resulting in:

- (i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;
- (ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;
- (iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or
- (iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

1) Name and address(es) of the issuer and its predecessors (if any)

In answering this item, provide the current name of the issuer and names used by predecessor entities, along with the dates of the name changes.

Company name changed from Crosswalk.com to Amen Properties, Inc. 10/21/2002

Company name changed from Didax, Inc. to Crosswalk.com 5/25/1999

Current State and Date of Incorporation or Registration: Delaware - 1998

Standing in this jurisdiction: (e.g. active, default, inactive): Active

Prior Incorporation Information for the issuer and any predecessors during the past five years:

N/A

Describe any trading suspension or halt orders issued by the SEC or FINRA concerning the issuer or its predecessors since inception:

N/A

List any stock split, dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

Address of the issuer's principal executive office:

7426 Hillwood Lane, Dallas TX 75248

Address of the issuer's principal place of business:

Check if principal executive office and principal place of business are the same address:

PO Box 835451, Richardson TX 75083

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

No: Yes: If Yes, provide additional details below:

2) Security Information

Transfer Agent

Name: EQ Shareholder Services (Equiniti)
Phone: 1-800-468-9716
Email: helpAST@equiniti.com
Address: 6201 15th Avenue, Brooklyn, NY 11219

Publicly Quoted or Traded Securities:

The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.

Trading symbol:	AMEN	
Exact title and class of securities outstanding:	Common Stock	
CUSIP:	023477201	
Par or stated value:	\$0.01	
Total shares authorized:	20,000,000	as of date: 12/9/2024
Total shares outstanding:	53,146	as of date: 12/9/2024
Total number of shareholders of record:	72	as of date: 12/9/2024

Please provide the above-referenced information for all other publicly quoted or traded securities of the issuer.

Other classes of authorized or outstanding equity securities that do not have a trading symbol:

The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares that do not have a trading symbol). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.

Exact title and class of the security:	_____	
Par or stated value:	_____	
Total shares authorized:	_____	as of date: _____
Total shares outstanding:	_____	as of date: _____
Total number of shareholders of record:	_____	as of date: _____

Please provide the above-referenced information for all other classes of authorized or outstanding equity securities.

Security Description:

The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:

1. **For common equity, describe any dividend, voting and preemption rights.**

As described in the Company's Articles of Incorporation, available from the Delaware Secretary of State.

2. **For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

N/A

3. **Describe any other material rights of common or preferred stockholders.**

N/A

4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities in the past two completed fiscal years and any subsequent interim period.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares for the two most recently completed fiscal years and any subsequent period.

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: X Yes: (If yes, you must complete the table below)

Shares Outstanding <u>Opening Balance</u> :			*Right-click the rows below and select "Insert" to add rows as needed.						
Date _____	Common: _____	Preferred: _____							
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to. ***You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g. for cash or debt conversion) - OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
Shares Outstanding on Date of This Report:									
Date _____	Common: _____	Preferred: _____							
Ending Balance:									

Example: A company with a fiscal year end of December 31st 2023, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2022 through December 31, 2023 pursuant to the tabular format above.

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer’s equity securities:

No: Yes: (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder. *** You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

*****Control persons for any entities in the table above must be disclosed in the table or in a footnote here.**

Use the space below to provide any additional details, including footnotes to the table above:

4) Issuer’s Business, Products and Services

The purpose of this section is to provide a clear description of the issuer’s current operations. Ensure that these descriptions are updated on the Company’s Profile on www.OTCMarkets.com.

A. Summarize the issuer’s business operations (If the issuer does not have current operations, state “no operations”)

Amen Properties owns a portfolio of cash-producing properties including real estate and oil and gas interests.

B. List any subsidiaries, parent company, or affiliated companies.

SFF Production, LLC

C. Describe the issuers’ principal products or services.

The Company owns oil and gas royalty and working interests in a number of different states through its ownership stakes in two different entities: SFF Royalty LLC and SFF Production LLC. These interests consist primarily of interests formerly held by the Santa Fe Energy Trust before its dissolution. While the Company formerly owned a portfolio of real estate assets in Midland, TX, its only remaining real estate holding is a large block in downtown Midland used primarily for parking.

5) Issuer's Facilities

The goal of this section is to provide investors with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer. Describe the location of office space, data centers, principal plants, and other property of the issuer and describe the condition of the properties. Specify if the assets, properties, or facilities are owned or leased and the terms of their leases. If the issuer does not have complete ownership or control of the property, describe the limitations on the ownership.

The Company has one employee who works out of a home office in Dallas, TX.

6) All Officers, Directors, and Control Persons of the Company

Using the table below, please provide information, as of the period end date of this report, regarding all officers and directors of the company, or any person that performs a similar function, regardless of the number of shares they own.

In addition, list all individuals or entities controlling 5% or more of any class of the issuer's securities. If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity. Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide investors with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial owners.

Names of All Officers, Directors, and Control Persons	Affiliation with Company (e.g. Officer Title /Director/Owner of 5% or more)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
<u>Kris Oliver</u>	<u>CEO, Secretary</u>	<u>Dallas, TX</u>	<u>129</u>	<u>Common</u>	<u><1%</u>	<u>_____</u>
<u>Eric Oliver</u>	<u>Director</u>	<u>Abilene, TX</u>	<u>3,589</u>	<u>Common</u>	<u>6.8%</u>	<u>_____</u>
<u>Jon Morgan</u>	<u>Director</u>	<u>Austin, TX</u>	<u>3,863</u>	<u>Common</u>	<u>7.3%</u>	<u>_____</u>
<u>Bruce Edgington</u>	<u>Director</u>	<u>Fairfax Station, VA</u>	<u>813</u>	<u>Common</u>	<u>1.5%</u>	<u>_____</u>
<u>Jess Correll</u>	<u>Owner of 5% or More</u>	<u>Stanford, KY</u>	<u>5,943</u>	<u>Common</u>	<u>11.2%</u>	<u>_____</u>

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com. If any updates are needed to your public company profile, log in to www.OTCIQ.com to update your company profile.

7) Legal/Disciplinary History

A. Identify and provide a brief explanation as to whether any of the persons or entities listed above in Section 6 have, in the past 10 years:

1. Been the subject of an indictment or conviction in a criminal proceeding or plea agreement or named as a defendant in a pending criminal proceeding (excluding minor traffic violations);

N/A

2. Been the subject of the entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, financial- or investment-related, insurance or banking activities;

N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

N/A

6. Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party to or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to

underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A

8) Third Party Service Providers

Provide the name, address, telephone number and email address of each of the following outside providers. You may add additional space as needed.

Confirm that the information in this table matches your public company profile on www.OTCMarkets.com.

If any updates are needed to your public company profile, update your company profile.

Securities Counsel (must include Counsel preparing Attorney Letters).

Name: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Accountant or Auditor

Name: Wayne Manning
Firm: Wayne M. Manning, CPA
Address 1: PO Box 1074
Address 2: Andrews, TX 79714
Phone: (432) 523-7261
Email: wmanningcpa@msn.com

Investor Relations

Name: _____
Firm: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

All other means of Investor Communication:

X (Twitter): _____
Discord: _____
LinkedIn: _____
Facebook: _____
[Other] _____

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s) or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: _____
Firm: _____

Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

9) Disclosure & Financial Information

A. This Disclosure Statement was prepared by (name of individual):

Name: Kris Oliver, CPA
Title: CEO
Relationship to Issuer: CEO

B. The following financial statements were prepared in accordance with:

IFRS
 U.S. GAAP

C. The following financial statements were prepared by (name of individual):

Name: Kris Oliver, CPA
Title: CEO
Relationship to Issuer: CEO

Describe the qualifications of the person or persons who prepared the financial statements:⁵ CPA

Provide the following qualifying financial statements:

- Audit letter, if audited;
- Balance Sheet;
- Statement of Income;
- Statement of Cash Flows;
- Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- Financial Notes

Financial Statement Requirements:

- Financial statements must be published together with this disclosure statement as one document.
- Financial statements must be "machine readable". Do not publish images/scans of financial statements.
- Financial statements must be presented with comparative financials against the prior FYE or period, as applicable.
- Financial statements must be prepared in accordance with U.S. GAAP or International Financial Reporting Standards (IFRS) but are not required to be audited.

⁵ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS and by persons with sufficient financial skills.

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Kris Oliver certify that:

1. I have reviewed this Disclosure Statement for Amen Properties, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 9, 2024 [Date]

/s/ Kris Oliver [CEO's Signature]

Principal Financial Officer:

I, Kris Oliver certify that:

1. I have reviewed this Disclosure Statement for Amen Properties, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

December 9, 2024 [Date]

/s/ Kris Oliver [CFO's Signature]



AMEN PROPERTIES

2024 Third Quarter Report

**Consolidated Financial Statements
Periods Ended September 30, 2024 (Unaudited)
and December 31, 2023 (Unaudited)**

Shares Outstanding at 9/30/24: 53,146

**Amen Properties, Inc.
P. O. Box 835451
Richardson, Texas 75080
Phone: (972) 664-4597**

**2024 THIRD QUARTER REPORT
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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 its assets and changed its name to Amen Properties.

Amen Properties is a Christian corporation that donates 10% of its net earnings to Christian causes.

Evolution of Strategy – Increasing Focus on Energy

Real Estate

Having sold all its assets, 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.

In December 2014, the Company sold its interest in the Midland office buildings; its only remaining real estate asset is an 18% interest in a parking lot in downtown Midland (the “Superblock”).

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. ***In October of 2010, the Company sold Priority Power to its management team.***

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 numerous 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. In December 2014, the Company purchased the remaining shares of SFF Production for a total purchase price of \$1.3 million and now owns 100%.

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 on September 19, 2002. Mr. Oliver was elected to the Board of Texas Mutual Insurance Company in 2009. He is founder of Softvest LP in Abilene and serves on the board of ACIMCO, Abilene Christian University's endowment management company.

Jon M. Morgan was appointed as a director of AMEN in October 2000 and is the Chairman and CEO of Anthem Oil and Gas, Inc. based in Midland Texas. Mr. Morgan principally founded and has been actively involved in over a dozen companies involved in real estate, oil and gas, minor league sports, geophysical services, financial services, data management, power procurement and the internet.

Bruce E. Edgington has been director of AMEN since November 1997. 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. He currently serves as a director for wireless charging firm Momentum Dynamics.

Management Team

Kris Oliver was appointed Chief Financial Officer of the Company on March 7, 2007. 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 served on the Richardson ISD Board of Trustees from 2010 through 2017 and is the brother of Eric Oliver, the Company's Chairman of the Board of Directors.

MANAGEMENT DISCUSSION and ANALYSIS THIRD QUARTER 2024 FINANCIAL RESULTS

Operating

The Company recognized \$857 thousand in oil and gas revenue for the quarter, a decrease of \$(75) thousand (-3%) versus the prior year. Operating Income for the quarter was \$146 thousand versus \$255 thousand in 2023. The stability in operating revenue and income was caused primarily by flat commodity prices year over year.

Investments / Other

During the quarter, the Company recognized the following transactions related to investment income:

- \$245 thousand of equity income and cash distributions totaling \$258 thousand resulting from its investment in SFF Royalty, LLC.

Amen's Board approved a plan in 2012 whereby the Company will no longer hedge the revenue stream associated with its oil and gas royalties. The Board reached this decision based on reduced cash flow risk associated with the retirement of the Company's debt in 2011. The Company has notified shareholders that they now hold an unhedged long oil and gas position and should pursue their own hedging strategy if they are uncomfortable with that risk.

Net Income

The Company recognized Net Income of \$626 thousand for the quarter versus \$495 thousand in 2023. This increase in earnings was caused primarily by a Federal Income Tax refund recognized during the quarter.

AMEN Properties, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS

	ASSETS	
	September 30, 2024 (Unaudited)	December 31, 2023 (Unaudited)
CURRENT ASSETS		
Cash and Cash Equivalents	\$ 3,666,769	\$ 2,713,653
Accounts Receivable, net of allowance	353,654	408,562
Other Current Assets	308,838	11,044
Total Current Assets	4,329,261	3,133,259
PROPERTY AND EQUIPMENT	1,590	2,632
INVESTMENT IN SFF ROYALTY	107,313	79,495
OIL AND GAS ROYALTY AND WORKING INTERESTS	2,485,630	2,841,093
INVESTMENT IN REAL ESTATE	308,330	308,330
TOTAL ASSETS	\$ 7,232,124	\$ 6,364,809
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts Payable	119,771	179,643
Dividends Payable	531,310	-
Accrued Liabilities	290,095	233,341
Federal Income Taxes Payable	425,932	220,229
Total Current Liabilities	1,367,108	633,213
DEFERRED INCOME TAX LIABILITY	-	-
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDER'S EQUITY		
Common Stock, \$.01 par value; 20,000,000 shares authorized; 53,146 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	531	531
Treasury Stock, at cost	(452,005)	(452,005)
Additional Paid-in Capital	54,942,016	54,942,016
Accumulated Deficit	(48,625,526)	(48,758,946)
Total Stockholders' Equity	5,865,016	5,731,596
TOTAL LIABILITIES AND EQUITY	\$ 7,232,124	\$ 6,364,809

The accompanying notes are an integral part of these consolidated financial statements.

AMEN Properties, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024 (Unaudited)	2023 (Unaudited)	2024 (Unaudited)	2023 (Unaudited)
OPERATING REVENUE				
Oil and Gas Revenue	\$ 857,176	\$ 932,059	\$ 3,421,182	\$ 2,876,078
Total Operating Revenue	<u>857,176</u>	<u>932,059</u>	<u>3,421,182</u>	<u>2,876,078</u>
OPERATING EXPENSE				
Oil and Gas Operations	404,152	339,558	1,332,763	1,077,594
General and Administrative	187,006	237,125	649,706	582,481
Depreciation, Amortization and Depletion	120,473	100,651	445,486	349,578
Charitable Contributions	-	100	-	200
Total Operating Expenses	<u>711,631</u>	<u>677,434</u>	<u>2,427,955</u>	<u>2,009,853</u>
INCOME/(LOSS) FROM OPERATIONS	<u>145,545</u>	<u>254,625</u>	<u>993,227</u>	<u>866,225</u>
OTHER INCOME (EXPENSE)				
Interest Income (Expense)	31,859	26,860	77,300	63,868
Income from Real Estate Investment	-	-	-	-
Income from SFF Royalty	244,760	223,615	841,152	650,662
Other Income	220,230	-	436,514	-
Total Other Income	<u>496,849</u>	<u>250,475</u>	<u>1,354,966</u>	<u>714,530</u>
INCOME BEFORE TAXES	<u>642,394</u>	<u>505,100</u>	<u>2,348,193</u>	<u>1,580,755</u>
Franchise and Other Income Taxes	(8,875)	(9,613)	(19,944)	(30,281)
Current Federal Income Tax	(7,020)	-	(425,932)	-
Deferred Federal Income Tax	-	-	-	-
NET INCOME	<u>\$ 626,499</u>	<u>\$ 495,487</u>	<u>\$ 1,902,317</u>	<u>\$ 1,550,474</u>

The accompanying notes are an integral part of these consolidated financial statements.

AMEN Properties, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

	Common Stock		Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income / (Loss)	Treasury Stock	Total Equity
	Shares	Amount					
BALANCE, DECEMBER 31, 2022 (Audited)	53,146	\$ 531	\$ 54,942,016	\$ (48,758,946)	\$ -	\$ (452,005)	\$ 5,731,596
Common stock dividends				(2,355,100)			(2,355,100)
Other comprehensive income / (loss)					-		
Purchase of treasury stock							-
Net income (loss)				3,376,495			3,376,495
Total comprehensive income / (loss)			-	3,376,495	-		3,376,495
BALANCE, DECEMBER 31, 2023 (Unaudited)	53,146	\$ 531	\$ 54,942,016	\$ (48,758,946)	\$ -	\$ (452,005)	\$ 5,731,596
Common stock dividends				(1,768,897)			(1,768,897)
Net income (loss)				1,902,317			1,902,317
Total comprehensive income / (loss)	-	-	-	1,902,317	-	-	1,902,317
BALANCE, SEPTEMBER 30, 2024 (Unaudited)	53,146	\$ 531	\$ 54,942,016	\$ (48,625,526)	\$ -	\$ (452,005)	\$ 5,865,016

The accompanying notes are an integral part of these consolidated financial statements.

AMEN Properties, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOW

	Nine Months Ended September 30,	
	2024	2023
	(Unaudited)	(Unaudited)
Cash Flows from Operating Activities		
Net Income	\$ 1,902,317	\$ 1,550,474
<i>Adjustments to Reconcile Net Income to Cash Provided by Operating Activities</i>		
Gain on Sale of Marketable Securities	(216,285)	-
Depreciation, Amortization & Depletion	445,486	349,578
Equity Income from SFF Royalty Investment	(841,152)	(650,662)
<i>Changes in Operating Assets and Liabilities</i>		
Accounts Receivable	54,908	(19,736)
Deposits and Other Assets	(297,794)	75,466
Income Taxes Payable	205,703	-
Accounts Payable / Accrued Liabilities	<u>(3,118)</u>	<u>201,389</u>
Net Cash Provided by / (Used In) Operations	1,250,065	1,506,509
Cash Flows from Investing Activities		
(Purchases) / Disposition of Property & Equipment, net	-	(2,118)
Development of Oil & Gas Interests	(88,981)	(1,637,784)
Proceeds from Sale of Marketable Securities	216,285	-
Distributions from SFF Royalty	<u>813,334</u>	<u>741,667</u>
Net Cash Provided by / (Used In) Investing Activities	940,638	(898,235)
Cash Flows from Financing Activities		
Common Stock Dividends	<u>(1,237,587)</u>	<u>(1,374,359)</u>
Net Cash Provided by / (Used In) Financing Activities	(1,237,587)	(1,374,359)
Net Increase / (Decrease) in Cash	953,116	(766,085)
Cash at Beginning of Period	<u>2,713,653</u>	<u>4,439,913</u>
Cash at End of Period	<u><u>\$ 3,666,769</u></u>	<u><u>\$ 3,673,828</u></u>
Non-Cash Financing Activities:		
Accrual of Common Stock Dividends	<u><u>\$ 531,310</u></u>	<u><u>\$ 531,310</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
2024 Third Quarter Report

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*[™] and a direct mail advertising service.
- During the last quarter of 2002, the Company sold substantially all its assets except for 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

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")

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.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

On September 28th, 2009, the Company approved a reorganization plan effective January 1, 2010, whereby Delaware, Minerals and NEMA were dissolved, and the assets and liabilities of each entity were conveyed to Amen Properties, Inc.

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*

Generally accepted accounting principles require disclosure of fair value information about financial instruments, whether or not recognized in the accompanying consolidated balance sheet. Fair value is defined as the amount at which an instrument could be exchanged in a current transaction between willing parties other than in a forced or liquidation sale. The fair value estimates of financial instruments are not necessarily indicative of the amounts we might pay or receive in actual market transactions. The use of different market assumptions and/or estimation methodologies may have a material effect on the estimated fair value amounts.

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. Disclosure about fair value of financial instruments is based on pertinent information available to management as of the balance sheet date.

6. *Accounts Receivable*

The Company's trade receivables are primarily from lease operators or purchasers. Management regularly reviews accounts receivable and estimates the necessary amounts to be recorded as an allowance for doubtful accounts. The Company considers trade receivables to be fully collectible.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

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 ten years.

The Company follows the full cost method of accounting for oil and gas properties. Accordingly, all costs associated with acquisition, exploration, and development are capitalized. If the results of an assessment indicate that the properties are impaired, the amount of the impairment is added to the capitalized costs to be amortized.

The Company's estimate of proved reserves is based on the quantities of crude oil and natural gas which geological and engineering data demonstrate, with reasonable certainty, to be recoverable in the future years from known reservoirs under existing economic and operating conditions. The accuracy of any reserve estimate is a function of the quality of available data, engineering and geological interpretation, and judgment. As the prices of crude oil and natural gas and cost levels change from year to year, the economics of producing the Company's reserves may change and therefore the estimate of proved reserves may also change. Any significant variance in these assumptions could materially affect the estimated quantity and value of the Company's reserves.

The information regarding present value of the future net cash flows attributable to the Company's proved crude oil and natural gas reserves are estimates only and should not be construed as the current market value of the estimated crude oil and natural gas reserves attributable to the Company's properties. The determination of depletion expense, as well as, potential impairments that are recognized on the Company's crude oil and natural gas properties are highly dependent on the estimates of the proved crude oil and natural gas reserves attributable to the Company's properties.

The Company utilizes a statutory method of calculating depletion expense. The allowable statutory percentage depletion expense is the lesser of net income or 15% of gross income. If net income is less than 15% of gross income, the expense is limited to net income. This methodology was determined to not materially differ from depletion expense under generally accepted accounting principles using the gross revenue alternative under the full cost method of accounting.

Sales of proved and unproved properties are accounted for as adjustments of capitalized costs with no gain or loss recognized, unless such adjustments would significantly alter the relationship between capitalized costs and proved reserves of oil and gas, in which case the gain or loss is recognized in income.

In addition, the capitalized costs are subject to a "ceiling test," which limits such costs to the aggregate of the "estimated present value," discounted at a ten percent interest rate of future net revenues from proved reserves, based on current economic and operating conditions, plus the lower of cost or fair market value of unproved properties.

Abandonments of properties are accounted for as adjustments of capitalized costs with no loss recognized.

8. Asset Retirement Obligations

The Company follows the provisions of FASB ASC 410 (Accounting for Asset Retirement Obligations), which requires the Company to recognize a liability for the present value of all legal obligations associated with the retirement of tangible, long-lived assets and capitalize an equal amount as a cost of the asset. The cost of the abandonment obligations, along with any estimated salvage value, is included in the computation of depreciation, depletion, and amortization. Based on the availability of reserve data for working interest properties, it was determined that the asset retirement obligation could not reasonably be estimated based on current available data.

9. Revenue Recognition

On January 1, 2018, the Company adopted Accounting Standards Codification ("ASC") 606, "Revenue from Contracts with Customers," ("ASC 606") using the modified retrospective transition method. The adoption did not require an adjustment to retained earnings as there was no material change to the timing or pattern of revenue recognition

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

due to the adoption of ASC 606. The Company recognizes revenue when control of the promised goods or services is transferred to customers at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services.

The Company's revenue contracts represent a single performance obligation related to the receipt of working interest revenue payments from purchasers. Estimates based on historical production and current prices are used to accrue additional revenue expected to be collected.

10. Impairment of Long-Lived Assets

Generally accepted accounting principles specify circumstances in which certain long-lived assets must be reviewed for impairment. If the carrying amount of an asset exceeds the sum of its expected cash flows, the asset's carrying value must be written down to fair value. 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 non-discounted cash flows expected to result from the use of these assets. Impairment losses are recognized when the sum of expected future cash flows is less than the assets' carrying value. The Company did not recognize any impairment issues for the years ended December 31, 2023, and 2022.

11. Investment in Real Estate and SFF Group

The Company's determination of the appropriate accounting method with respect to investments in limited partnerships, limited liability companies and other subsidiaries is based on control. For general partner interests, the Company is presumed to control (and therefore consolidate) the entity, unless the other limited partners have substantive rights that overcome this presumption of control. These substantive rights allow the limited partners to participate in significant decisions made in the ordinary course of the entity's business. The Company accounts for its non-controlling general partner investments in these entities under the equity method. This treatment also applies to the Company's managing member interests in limited liability companies.

The Company's determination of the appropriate accounting method for all other investments in subsidiaries is based on the amount of influence the Company has (including our ownership interest) in the underlying entity. Those other investments where the Company can exercise significant influence (but not control) over operating and financial policies of such subsidiaries (including certain subsidiaries where the Company has less than 20% ownership) are accounted for using the equity method. The Company eliminates transactions with such equity method subsidiaries to the extent of the ownership in such subsidiaries. Accordingly, the Company's share of the earnings or losses of these equity method subsidiaries is included in net earnings. All the Company's remaining investments are carried at cost. Under either the equity or cost method, impairment losses are recognized upon evidence of other-than-temporary losses of value.

The Company's investments in real estate and SFF Royalty are recorded at cost, adjusted for its equity share of earnings, using the equity method of accounting, and cash contributions and distributions.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

12. Accrued Expense and Other Current Liabilities

Accrued expenses and other current liabilities consist of accrued property taxes, accrued corporate tithing, and a “revenue suspense” account the Company established from inception. The suspense account consists of overpayments of net revenues to the Company due to operators maintaining inadequate division orders.

13. Income and Franchise Taxes

In accordance with ASC 740-10 FASB Interpretation (FIN) 48, Accounting for Uncertainty in Income Taxes, management evaluated the Company’s tax positions and concluded that the Company had taken no uncertain tax positions that required adjustment to the financial statements to comply with the provisions of this guidance.

The provision for income taxes is determined using the asset and liability approach of accounting for income taxes. Under this approach, deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes and net operating loss and tax credit carryforwards. The amount of deferred taxes on these temporary differences is determined using the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, as applicable, based on tax rates and laws in the respective tax jurisdiction enacted as of the balance sheet date.

The Company reviews its deferred tax assets for recoverability and establishes a valuation allowance based on projected future taxable income, applicable tax strategies and the expected timing of the reversals of existing temporary differences. A valuation allowance is provided when it is more likely than not (likelihood of greater than 50 percent) that some portion or all of the deferred tax assets will not be realized.

The Company recognizes the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based upon the technical merits of the position. If all, or a portion, of the unrecognized tax benefit is sustained upon examination by the taxing authorities, the tax benefit will be recognized as a reduction to the Company's deferred tax liability and will affect the Company's effective tax rate in the period it is recognized. The Company records any tax-related interest charges as interest expense and any tax-related penalties as other expense in the consolidated statements of operations. The Company is no longer subject to income tax examinations by the U.S. federal, state, or local authorities with few exceptions for periods prior to 2018.

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. Management Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from such estimates. Material estimates that are particularly susceptible to significant changes in the near term relate to the recognition of revenues, the estimate of the allowance for doubtful accounts, the estimate of asset impairments and the determination of depreciation and amortization expense.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

16. Environmental Costs

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.

The Company, through its ownership of working interests is subject to extensive federal, state, and local environmental laws and regulations. These laws, which are constantly changing, regulate the discharge of materials into the environment and may require the operator to remove or mitigate the environmental effects of the disposal or release of petroleum or chemical substances at various sites.

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.

17. Subsequent Events

The Company has evaluated subsequent events through the date of issuance of the consolidated financial statements. The Company is not aware of any reportable subsequent events.

18. Recently Issues Accounting Pronouncements

ASU 2016-02

The FASB finalized the standard on leases in ASU 2016-02 Leases in February 2016. The update was to increase transparency and comparability among organizations by recognizing lease assets and lease liabilities on the balance sheet and disclosing key information about leasing arrangements. The core principle is that the lessee should recognize the assets and liabilities that arise from leases. All leases create an asset and a liability for the lessee and therefore recognition of those lease assets and lease liabilities represent an improvement over previous GAAP. Under the guidance a lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term. For leases with a term of twelve months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. If a lessee makes this election, it should recognize lease expense for such leases generally on the straight-line basis over the lease term. Additional guidelines for finance leases, operating leases, and lessors are included in the guidance. The amendments will be effective for fiscal years beginning after December 15, 2020, for not-for-profit entities that have issued or are a conduit bond obligor. For all other entities the amendments are effective for fiscal years beginning after December 15, 2022. Adoption of this standard did not have a material impact on the consolidated financial statements.

NOTE B – CONCENTRATIONS OF CREDIT RISK

The Company maintains cash balances at several financial institutions, which at times may exceed federally insured limits. Accounts at the institutions are insured by the Federal Deposit Insurance Corporation up to \$250,000. 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.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
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NOTE C – PROPERTY AND EQUIPMENT

Property and equipment, at cost, consisted of the following at September 30, 2024, and December 31, 2023:

	<u>9/30/2024</u>	<u>12/31/2023</u>
Furniture, fixtures and equipment	\$ 5,400	\$ 5,400
Less: accumulated depreciation	(3,810)	(2,768)
	\$ 1,590	\$ 2,632

NOTE D – INVESTMENT IN REAL ESTATE

As of the balance sheet date, the Company’s only remaining real estate asset is an 18% interest in a parking lot in downtown Midland (the “Superblock”).

NOTE E – OIL AND GAS ROYALTY AND WORKING INTERESTS

The Company owns oil and gas royalty and working interests in several states. 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.

SFF Interests

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		\$ 27,149,813		\$ 2,904,193	\$ 30,054,006

In December 2008, the Company increased its ownership of SFF Production to approximately 79% for an additional investment of \$6.9 million. In December 2014, the Company purchased the remaining shares of SFF Production for a total purchase price of \$1.3 million and now owns 100% of that entity. The financial position and results of SFF Production are now consolidated with the Company’s.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

The Company's equity in SFF Royalty, LLC consists of the following at September 30, 2024, and December 31, 2023:

	<u>9/30/2024</u>	<u>12/31/2023</u>
Investment in SFF Group	\$ 79,495	\$ 112,784
Capital Distributions	(813,334)	(978,333)
Equity Earnings	<u>841,152</u>	<u>945,044</u>
	<u>\$ 107,313</u>	<u>\$ 79,495</u>

The Company's investment and equity earnings results for 2024 are based on the results of SFF Royalty, LLC. SFF Royalty, LLC reported the following consolidated financial information for the quarter ended September 30, 2024:

	<u>SFF Royalty</u>
Total Assets	\$ 686,272
Total Liabilities	94,720
Net Income	734,352

NOTE F – ACCRUED LIABILITIES

Accrued liabilities consisted of the following at September 30, 2024, and December 31, 2023:

	<u>9/30/2024</u>	<u>12/31/2023</u>
Accrued Oil & Gas Operating Expenses	215,781	193,281
Other Liabilities	<u>74,314</u>	<u>40,060</u>
Total Accrued Liabilities	<u>\$ 290,095</u>	<u>\$ 233,341</u>

NOTE G – INCOME TAXES

Taxes are provided on all revenues and expenses in the statement of operations, regardless of the period in which such items are recognized for income tax purposes, except for items representing a permanent difference between pretax accounting income and taxable income.

NOTE H – 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 I – STOCKHOLDERS' EQUITY

Treasury Stock

The Company has purchased 889 shares under the Company's stock repurchase program. These shares are being held by the Company as treasury stock and are reflected on the balance sheet at cost.

AMEN Properties, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED), CONTINUED
2024 Third Quarter Report

Common Dividend

During the quarter, the Company's Board of Directors declared a regular quarterly dividend of \$10 per share. The dividends were payable on October 7, 2024, to shareholders of record on September 30, 2024.