

ISRAMCO INC
Form 10-Q
August 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

Check
One

- Quarterly report under Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended June 30, 2010

or

- Transition report under Section 13 or 15(d) of the Securities Exchange Act of 1934

Commission File Number 0-12500

ISRAMCO, INC
(Exact Name of registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

13-3145265
I.R.S. Employer Number

2425 West Loop South, Suite 810, HOUSTON, TX 77027
(Address of Principal Executive Offices)

713-621-5946
(Registrant's Telephone Number, Including Area Code)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if a smaller reporting company)
Smaller reporting company

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

The number of shares outstanding of the registrant’s Common Stock as August 9, 2010 was 2,717,691.

Table of Contents

TABLE OF CONTENTS

	Page
PART I - FINANCIAL INFORMATION	
Item 1.	4
	4
	5
	6
	7
Item 2.	14
Item 3.	25
Item 4.	26
PART II. OTHER INFORMATION	
Item 1.	27
Item 1A.	27
Item 2	27
Item 3.	27
Item 4	27
Item 5.	27
Item 6.	27
	28

Table of Contents

Forward Looking Statements

CERTAIN STATEMENTS MADE IN THIS QUARTERLY REPORT ON FORM 10-Q ARE “FORWARD-LOOKING STATEMENTS” WITHIN THE MEANING OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY TERMINOLOGY SUCH AS “MAY”, “WILL”, “SHOULD”, “EXPECTS”, “INTENDS”, “ANTICIPATES”, “BELIEVES”, “ESTIMATES”, “PREDICTS”, OR “CONTINUE” OR THE NEGATIVE OF THESE TERMS OR OTHER COMPARABLE TERMINOLOGY AND INCLUDE, WITHOUT LIMITATION, STATEMENTS BELOW REGARDING EXPLORATION AND DRILLING PLANS, FUTURE GENERAL AND ADMINISTRATIVE EXPENSES, FUTURE GROWTH, FUTURE EXPLORATION, FUTURE GEOPHYSICAL AND GEOLOGICAL DATA, GENERATION OF ADDITIONAL PROPERTIES, RESERVES, NEW PROSPECTS AND DRILLING LOCATIONS, FUTURE CAPITAL EXPENDITURES, SUFFICIENCY OF WORKING CAPITAL, ABILITY TO RAISE ADDITIONAL CAPITAL, PROJECTED CASH FLOWS FROM OPERATIONS, OUTCOME OF ANY LEGAL PROCEEDINGS, DRILLING PLANS, THE NUMBER, TIMING OR RESULTS OF ANY WELLS, INTERPRETATION AND RESULTS OF SEISMIC SURVEYS OR SEISMIC DATA, FUTURE PRODUCTION OR RESERVES, LEASE OPTIONS OR RIGHTS, PARTICIPATION OF OPERATING PARTNERS, CONTINUED RECEIPT OF ROYALTIES, AND ANY OTHER STATEMENTS REGARDING FUTURE OPERATIONS, FINANCIAL RESULTS, OPPORTUNITIES, GROWTH, BUSINESS PLANS AND STRATEGY. BECAUSE FORWARD-LOOKING STATEMENTS INVOLVE RISKS AND UNCERTAINTIES, THERE ARE IMPORTANT FACTORS THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE EXPRESSED OR IMPLIED BY THESE FORWARD-LOOKING STATEMENTS. ALTHOUGH THE COMPANY BELIEVES THAT EXPECTATIONS REFLECTED IN THE FORWARD-LOOKING STATEMENTS ARE REASONABLE, IT CANNOT GUARANTEE FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS. MOREOVER, NEITHER THE COMPANY NOR ANY OTHER PERSON ASSUMES RESPONSIBILITY FOR THE ACCURACY AND COMPLETENESS OF THESE FORWARD-LOOKING STATEMENTS. THE COMPANY IS UNDER NO DUTY TO UPDATE ANY FORWARD-LOOKING STATEMENTS AFTER THE DATE OF THIS REPORT TO CONFORM SUCH STATEMENTS TO ACTUAL RESULTS.

Table of Contents

ISRAMCO INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)
(Unaudited)

	As of June 30, 2010	As of December 31, 2009
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 3,924	\$ 2,907
Accounts receivable, net	5,551	7,424
Restricted and designated cash	845	827
Deferred tax assets	2,428	3,644
Derivative asset	5,086	3,421
Prepaid expenses and other	742	656
Total Current Assets	18,576	18,879
Property and Equipment, at cost – successful efforts method:		
Oil and Gas properties	221,873	220,138
Other	775	672
Total Property and Equipment	222,648	220,810
Accumulated depreciation, depletion and amortization	(84,027)	(77,315)
Net Property and Equipment	138,621	143,495
Marketable securities, at market	4,490	4,713
Debt cost	196	322
Derivative asset	2,995	2,158
Deferred tax assets and other	6,738	6,751
Total assets	\$ 171,616	\$ 176,318
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 7,908	\$ 9,798
Short term debt and bank overdraft	1,182	336
Current maturities of long-term debt	16,950	12,000
Derivative liability	223	693
Accrued interest and due to related party	9,017	4,677
Total current liabilities	35,280	27,504
Long-term debt	24,625	32,950
Accrued interest - related party	2,777	4,832
Long-term debt - related party	76,354	79,354
Other Long-term Liabilities:		
Asset retirement obligations	16,463	16,248
Derivative liability – non-current	-	1,697
Total other long-term liabilities	16,463	17,945

Commitments and contingencies

Shareholders' equity:

Common stock \$0.01 par value; authorized 7,500,000 shares; issued 2,746,958 shares; outstanding 2,717,691 shares	27	27
Additional paid-in capital	23,194	23,194
Accumulated deficit	(9,039)	(11,362)
Accumulated other comprehensive income	2,099	2,038
Treasury stock, 29,267 shares at cost	(164)	(164)
Total shareholders' equity	16,117	13,733
Total liabilities and shareholders' equity	\$ 171,616	\$ 176,318

See notes to the condensed consolidated financial statements.

Table of Contents

ISRAMCO INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share amounts)
(Unaudited)

	Three Months Ended June		Six Months Ended June 30	
	2010	2009	2010	2009
Revenues				
Oil and gas sales	\$ 9,403	\$ 7,155	\$ 19,358	\$ 13,738
Office services	107	195	309	377
Other	17	49	25	291
Total revenues	9,527	7,399	19,692	14,406
Operating expenses				
Lease operating expense, transportation and taxes	5,054	3,598	9,954	7,263
Depreciation, depletion and amortization	3,542	4,244	6,712	8,751
Accretion expense	204	204	408	414
Loss from plugging and abandonment of wells	342	-	688	-
General and administrative	1,002	835	1,901	1,714
Total operating expenses	10,144	8,881	19,663	18,142
Operating income (loss)	(617)	(1,482)	29	(3,736)
Other expenses (income)				
Interest expense, net	1,955	2,356	3,917	4,803
Net loss (gain) on derivative contracts	(4,036)	8,385	(7,409)	971
Total other expenses (income)	(2,081)	10,741	(3,492)	5,774
Loss before income taxes	1,464	(12,223)	3,521	(9,510)
Income tax (expense) benefit	(498)	4,209	(1,198)	3,286
Net Income (loss)	\$ 966	\$ (8,014)	\$ 2,323	\$ (6,224)
Earnings (loss) per share – basic and diluted:				
	\$ 0.36	\$ (2.95)	\$ 0.85	\$ (2.29)
Weighted average number of shares outstanding-basic and diluted				
	2,717,691	2,717,691	2,717,691	2,717,691

See notes to the condensed consolidated financial statements.

Table of Contents

ISRAMCO INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In thousands)
 (Unaudited)

	Six Months Ended June 30	
	2010	2009
Cash Flows From Operating Activities:		
Net loss	\$ 2,323	\$ (6,224)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation, depletion, amortization and impairment	6,712	8,751
Accretion expense	408	414
Unrealized and realized gain on marketable securities	-	(250)
Changes in deferred taxes	1,198	(3,403)
Net unrealized loss on derivative contracts	(4,355)	9,959
Amortization of debt cost	126	126
Changes in components of working capital and other assets and liabilities		
Accounts receivable	1,873	(842)
Prepaid expenses and other current assets	(87)	68
Related party	151	74
Accrued interest - related party	(867)	1,644
Accounts payable and accrued liabilities	(2,022)	368
Net cash provided by operating activities	5,460	10,685
Cash flows from investing activities:		
Addition to property and equipment, net	(1,896)	(126)
Restricted cash and deposit, net	(18)	(67)
Proceeds from sale of marketable securities	-	752
Net cash provided by (used in) investing activities	(1,914)	559
Cash flows from financing activities:		
Repayment on loans – related parties, net	-	(1,346)
Proceeds from long-term debt	-	-
Repayment of long-term debt	(3,375)	(9,250)
Payments for financing cost	-	-
Borrowings (repayments) of short - term debt, net	846	(865)
Net cash used in financing activities	(2,529)	(11,461)
Net increase (decrease) in cash and cash equivalents	1,017	(217)
Cash and cash equivalents at beginning of period	2,907	3,141
Cash and cash equivalents at end of period	\$ 3,924	\$ 2,924
See notes to the condensed consolidated financial statements.		

Table of Contents

Isramco Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

Note 1 - Financial Statement Presentation

As used in these financial statements, the terms “Company” and “Isramco” refer to Isramco, Inc. and its subsidiaries, Jay Petroleum, L.L.C. (“Jay Petroleum”), Jay Management Company L.L.C. (“Jay Management”), IsramTec Inc. (“IsramTec”), Isramco Resources LLC, Isramco Energy LLC and Field Trucking and Services, LLC (“FTS”).

The accompanying unaudited consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the SEC instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) considered necessary for a fair presentation have been included. Results for the six-month period ended June 30, 2010 are not necessarily indicative of the results that may be expected for the year ended December 31, 2010. For further information, refer to the consolidated financial statements and footnotes thereto included in Isramco’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009.

Use of Estimates

The preparation of the Company’s condensed consolidated financial statements in conformity with accounting principles generally accepted in the United States requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities, if any, at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the respective reporting periods. The Company bases its estimates and judgments on historical experience and on various other assumptions and information that are believed to be reasonable under the circumstances. Estimates and assumptions about future events and their effects cannot be perceived with certainty and, accordingly, these estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company’s operating environment changes. Actual results may differ from the estimates and assumptions used in the preparation of the Company’s condensed consolidated financial statements.

Consolidated interim period results are not necessarily indicative of results of operations or cash flows for the full year and accordingly, certain information normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States has been condensed or omitted. The Company has evaluated events or transactions through the date of issuance of these condensed consolidated financial statements.

Risk Management Activities

The Company follows Accounting Standards Codification (ASC) 815, Derivatives and Hedging. From time to time, the Company may hedge a portion of its forecasted oil and natural gas production. Derivative contracts entered into by the Company have consisted of transactions in which the Company hedges the variability of cash flow related to a forecasted transaction. The Company has elected to not designate any of its positions for hedge accounting. Accordingly, the Company records the net change in the mark-to-market valuation of these positions, as well as payments and receipts on settled contracts, in “Net gain on derivative contracts” on the consolidated statements of operations.

Consolidation

The condensed consolidated financial statements include the accounts of Isramco and its wholly-owned subsidiaries: Jay Petroleum, Jay Management, IsramTec, Isramco Resources LLC and Isramco Energy LLC and FTS. Inter-company balances and transactions have been eliminated in consolidation.

Table of Contents

Reclassifications

Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform to current year presentations

Recently Issued Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2010-06, Improving Disclosures about Fair Value Measurements (ASU 2010-06). This update provides amendments to Subtopic 820-10 and requires new disclosures for 1) significant transfers in and out of Level 1 and Level 2 and the reasons for such transfers and 2) activity in Level 3 fair value measurements to show separate information about purchases, sales, issuances and settlements. In addition, this update amends Subtopic 820-10 to clarify existing disclosures around the disaggregation level of fair value measurements and disclosures for the valuation techniques and inputs utilized (for Level 2 and Level 3 fair value measurements). The provisions in ASU 2010-06 are applicable to interim and annual reporting periods beginning subsequent to December 15, 2009, with the exception of Level 3 disclosures of purchases, sales, issuances and settlements, which will be required in reporting periods beginning after December 15, 2010. The adoption of ASU 2010-06 did not impact the Company's operating results, financial position or cash flows, but did impact the Company's disclosures on fair value measurements. See Note 6, "Fair Value Measurements."

In February 2010, FASB issued ASU No. 2010-09, Amendments to Certain Recognition and Disclosure Requirements (ASU 2010-09). This update amends Subtopic 855-10 and gives a definition to SEC filer, and requires SEC filers to assess for subsequent events through the issuance date of the financial statements. This amendment states that an SEC filer is not required to disclose the date through which subsequent events have been evaluated for a reporting period. ASU 2010-09 becomes effective upon issuance of the final update. The Company adopted the provisions of ASU 2010-09 for the period ended March 31, 2010.

In April 2010, the FASB issued ASU No. 2010-12, Accounting for Certain Tax Effects of the 2010 Health Care Reform Acts (ASU 2010-12). This update clarifies questions surrounding the accounting implications of the different signing dates of the Health Care and Education Reconciliation Act (signed March 30, 2010) and the Patient Protection and Affordable Care Act (signed March 23, 2010). ASU 2010-12 states that the FASB and the Office of the Chief Accountant at the SEC would not be opposed to view the two Acts together for accounting purposes. The Company is currently assessing the impact, if any, the adoption of ASU 2010-12 will have on the Company's disclosures, operating results, financial position and cash flows.

Note 2 - Supplemental Cash Flow Information

Cash paid for interest and income taxes was as follows for the six months ended June 30 (in thousands):

	Six Months Ended June 30	
	2010	2009
Interest	\$ 4,648	\$ 3,053
Income taxes	-	52

Table of Contents

Note 3 - Derivative Contracts

At June 30, 2010, the Company had a \$8.1 million commodity derivative asset, of which \$5.1 million was classified as current. For the six months ended June 30, 2010, the Company recorded a net derivative gain of \$7.4 million (\$4.3 million unrealized gain and a \$3.1 million gain from net cash received on settled contracts).

At June 30, 2009, the Company had a \$13.1 million derivative asset, which \$7.7 million was classified as current. For the six months ended June 30, 2009, the Company recorded a net derivative loss of \$1 million (\$10 million unrealized loss and a \$9 million gain from net cash proceeds on settled contracts).

Natural Gas

At June 30, 2010, the Company had the following natural gas swap positions:

Period	Volume in MMbtu's	Swaps Price / Price Range	Weighted Average Price
July 2010 – December 2010	892,824	7.49-8.32	7.88
January 2011 – December 2011	764,820	8.22	8.22
January 2012 – March 2012	174,222	8.65	8.65

Crude Oil

At June 30, 2010, the Company had the following crude oil swap positions:

Period	Volume in Bbls	Swaps Price / Price Range	Weighted Average Price
July 2010 – December 2010	127,434	63.30-101.70	79.59
January 2011 – December 2011	240,336	79.50-91.05	86.55
January 2012 – December 2012	127,473	80.20-88.20	82.37
January 2013 – December 2013	89,400	85.15	85.15
January 2014 – December 2014	66,000	86.95	86.95

Table of Contents

During the second quarter of 2008, the Company decided to mitigate a portion of its interest rate risk with interest rate swaps. These swap instruments reduce the Company's exposure to market rate fluctuations by converting variable interest rates to fixed interest rates.

Under these swaps, the Company makes payments to, or receives payments from, the counterparties based upon the differential between a specified fixed price and a price related to the one-month London Interbank Offered Rate ("LIBOR"). These interest rate swaps convert a portion of our variable rate interest applicable to our "Scotia" debt (as defined in Note 8, "Long-term Debt" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009) to a fixed rate obligation, thereby reducing the exposure to market rate fluctuations. The Company has elected to designate these positions for hedge accounting and therefore the unrealized gains and losses are recorded in accumulated other comprehensive loss. The Company measures hedge effectiveness by assessing the changes in the fair value or expected future cash flows of the hedged item.

The Company's open interest rate swap positions, as described above, are as follows:

National amount (in thousands):	Start Date	Maturity Date	Weighted-Average Interest Rate
11,000	April 2009	February 2011	3.63%
6,000	April 2009	February 2011	2.90%

Note 4 - Long-Term Debt and Interest Expense

Long-Term Debt as of June 30, 2010 and December 31, 2009 consisted of the following (in thousands):

	As of June 30, 2010	As of December 31, 2009
Libor + 2% Bank Revolving Credit Facility due 2011	12,950	14,950
Libor + 2% Bank Revolving Credit Facility due 2012	28,625	30,000
Libor + 6% Related party Debt	12,000	12,000
Libor + 5.5% Related party Debt	954	954
Libor + 6% Related party Debt	11,500	11,500
Libor + 6% Related party Debt	6,000	6,000
Libor + 6% Related party Debt	48,900	48,900
	120,929	124,304
Less: Current Portion of Long-Term Debt	(19,950)	(12,000)
Total	100,979	112,304

Table of Contents

Senior Secured Revolving Credit Agreements

At June 30, 2010, the Company was in compliance with all of its debt covenants under its existing Credit Agreements.

Interest expense

The following table summarizes the amounts included in interest expense for the six month ended June 30, 2010 and 2009 (in thousands):

	Six Months Ended June 30	
	2010	2009
Current debt, long-term debt and other - banks corporation	\$ 954	\$ 1,505
Long-term debt – related parties	2,963	3,298
	\$ 3,917	\$ 4,803

Note 5 - Comprehensive Gain Income (Loss)

	Three Months Ended June 30		Six Months Ended June 30	
	2010	2009	2010	2009
Net income (loss)	\$ 966	\$ (8,014)	\$ 2,323	\$ (6,224)
Other comprehensive income (loss)				
Available-for-sale securities, net of taxes	(535)	675	(147)	998
Change in unrealized gains on hedging instruments, net of taxes	105	93	208	41
Comprehensive income (loss)	\$ 536	\$ (7,246)	\$ 2,384	\$ (5,185)

Table of Contents

Note 6 - Fair Value of Financial Instruments

Pursuant to ASC 820, Fair Value Measurements and Disclosures (ASC 820) the Company's determination of fair value incorporates not only the credit standing of the counterparties involved in transactions with the Company resulting in receivables on the Company's consolidated balance sheets, but also the impact of the Company's nonperformance risk on its liabilities. ASC 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). The Company utilizes market data or assumptions that market participants would use in pricing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated, or generally unobservable. The Company classifies fair value balances based on the observability of those inputs.

The following tables set forth by level within the fair value hierarchy the Company's financial assets and liabilities that were accounted for at fair value as of June 30, 2010 and December 31, 2009. As required by ASC 820, a financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Company's assessment of the significance of a particular input to the fair value measurement requires judgment, and may affect the valuation of fair value assets and liabilities and their placement within the fair value hierarchy levels. There were no transfers between fair value hierarchy levels for the six months ended June 30, 2010.

	June 30, 2010			Total
	Level 1	Level 2	Level 3	
Assets				
Marketable securities	\$ 4,490	\$ —	\$ —	4,490
Commodity derivatives	—	8,081	—	8,081
Total	\$ 4,490	\$ 8,081	\$ —	12,571
Liabilities				
Interest rate derivatives	—	223	—	223
Total	\$ —	223	\$ —	223

Table of Contents

	December 31, 2009			
	Level 1	Level 2	Level 3	Total
Assets				
Marketable securities	\$ 4,713	\$ —	\$ —	4,713
Commodity derivatives	—	5,579	—	5,579
Total	\$ 4,713	\$ 5,579	\$ —	10,292
Liabilities				
Commodity derivatives	\$ —	1,852	\$ —	1,852
Interest rate derivatives	—	538	—	538
Total	\$ —	2,390	\$ —	2,390

Marketable securities listed above are carried at fair value. The Company is able to value its marketable securities based on quoted fair values for identical instruments, which resulted in the Company reporting its marketable securities as Level 1.

Derivatives listed above include swaps that are carried at fair value. The Company records the net change in the fair value of these positions in “Net gain on derivative contracts” in the Company’s consolidated statements of operations, in case of commodity derivatives, and in “Other comprehensive income”, in case of interest rate derivatives. The Company is able to value these assets and liabilities based on observable market data for similar instruments, which resulted in the Company reporting its derivatives as Level 2. This observable data includes the forward curve for commodity prices based on quoted market prices and prospective volatility factors related to changes in the forward curves.

As of June 30, 2010 and December 31, 2009, the Company’s derivative contracts were with major financial institutions with investment grade credit ratings which are believed to have a minimal credit risk. As such, the Company is exposed to credit risk to the extent of nonperformance by the counterparties in the derivative contracts discussed above; however, while no assurance to this effect can be provided, the Company does not anticipate such nonperformance. Each of the counterparties to the Company’s derivative contracts is a lender in the Company’s Senior Credit Agreement. The Company did not post collateral under any of these contracts as they are secured under the Senior Credit Agreements.

Note 7 - Subsequent Events

The Company has evaluated subsequent events through August 9, 2010, which is the date the consolidated financial statements were issued.

Table of Contents

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

THE FOLLOWING COMMENTARY SHOULD BE READ IN CONJUNCTION WITH THE CONSOLIDATED FINANCIAL STATEMENTS AND RELATED NOTES CONTAINED ELSEWHERE IN THIS REPORT ON FORM 10-Q. THE DISCUSSION CONTAINS FORWARD-LOOKING STATEMENTS THAT INVOLVE RISKS AND UNCERTAINTIES. THESE STATEMENTS RELATE TO FUTURE EVENTS OR OUR FUTURE FINANCIAL PERFORMANCE. IN SOME CASES, YOU CAN IDENTIFY THESE FORWARD-LOOKING STATEMENTS BY TERMINOLOGY SUCH AS "MAY," "WILL," "SHOULD," "EXPECT," "PLAN," "ANTICIPATE," "BELIEVE," "ESTIMATE," "PREDICT," "POTENTIAL," "INTEND," OR "CONTINUE," AND SIMILAR EXPRESSIONS. THESE STATEMENTS ARE ONLY PREDICTIONS. OUR ACTUAL RESULTS MAY DIFFER MATERIALLY FROM THOSE ANTICIPATED IN THESE FORWARD-LOOKING STATEMENTS AS A RESULT OF A VARIETY OF FACTORS, INCLUDING, BUT NOT LIMITED TO, THOSE SET FORTH UNDER "RISK FACTORS" AND ELSEWHERE IN THIS REPORT ON FORM 10-Q. ISRAMCO INC. DISCLAIMS ANY OBLIGATION TO UPDATE SUCH FORWARD LOOKING STATEMENTS.

Overview

Istramco, Inc. ("Istramco" or "we") is an independent oil and natural gas company engaged in the exploration, development and production of oil and natural gas properties located onshore in the United States. Our oil and gas properties are primarily located in Texas, New Mexico and Oklahoma. We also act as the operator of certain of these properties. Historically, we have grown through acquisitions, with a focus on properties within our core operating areas that we believe have significant development and exploration opportunities and where we can apply our technical experience and economies of scale to increase production and proved reserves, while lowering lease operating costs.

Our financial results depend upon many factors, but are largely driven by the volume of our oil and natural gas production and the price that we receive for that production. Our production volumes will decline as reserves are depleted unless we expend capital in successful development and exploration activities or acquire additional properties with existing production. The amount we realize for our production depends predominantly upon commodity prices, which are affected by changes in market demand and supply, as impacted by overall economic activity, weather, political issues, pipeline capacity constraints, inventory storage levels, basis differentials and other factors, and secondarily upon our commodity price hedging activities. Accordingly, finding and developing oil and natural gas reserves at economical costs is critical to our long-term success. Our future drilling and development plans are subject to change based upon various factors, some of which are beyond our control, including results of operations, oil and natural gas prices, the availability and cost of capital, drilling and production costs, availability of drilling and other services and equipment, gathering system and pipeline transportation constraints and regulatory approvals. To the extent these factors lead to reductions in our operating plans and associated capital budgets in future periods, our financial position, cash flows and operating results could be adversely impacted.

Liquidity and Capital Resources

Our primary source of cash during the six months ended June 30, 2010 was cash flow from operating activities. The capital markets, as they relate to us, have been adversely impacted by the current financial crisis and concerns about the economic recession and its effect on commodity prices. Continued volatility in the capital markets could adversely impact our ability to replace our reserves, and eventually, our production levels.

Our future capital resources and liquidity may depend, in part, on our success in developing the leasehold interests that we have acquired. Cash is required to fund capital expenditures necessary to offset inherent declines in production and proven reserves, which is typical in the capital-intensive oil and gas industry. Future success in growing reserves and production will be highly dependent on the capital resources available and our success in finding and acquiring

additional reserves. We expect to fund our future capital requirements through internally generated cash flows and borrowings under our Senior Credit Agreements. Long-term cash flows are subject to a number of variables, including the level of production and prices and our commodity price hedging activities, as well as various economic conditions that have historically affected the oil and natural gas industry.

Table of Contents

Debt

	As of June 30, 2010	As of December 31, 2009
Revolving Credit Facility	\$ 24,625	\$ 32,950
Long – term debt – related party	76,354	79,354
Current maturities of long-term debt, short-term debt and bank overdraft	21,132	12,366
Total debt	122,111	124,670
Stockholders' equity	16,117	13,733
Debt to capital ratio	88.3%	90%

Under the credit facility available, we can borrow up to a maximum of \$52,400 thousand, of which approximately \$12,950 thousand is currently outstanding. Management currently believes that this availability is sufficient to provide the liquidity required to satisfy our anticipated working capital needs for 2010.

As of June 30, 2010, our total debt was \$122,111 thousand, compared to total debt of \$124,670 thousand at December 31, 2009. As of June 30, 2010, current debt included \$16,950 thousand as current maturities of the Revolving Credit Facilities, of which \$4,000 thousand was the result of management's decision to continue payments to reduce debt below the borrowing base. As of December 31, 2009, current debt included \$12,000 thousand as current maturities, of which \$12,000 thousand was the result of management's decision to continue payments to reduce debt below the borrowing base.

Cash Flow

Our primary sources of cash in the six months ended June 30, 2010 and 2009 were our operating activities. In the 2010 and 2009 period, cash received from operations were mainly offset by repayments made under our revolving credit facilities.

Operating cash flow fluctuations were substantially driven by changes in commodity prices and changes in our production volumes. Working capital was substantially influenced by these variables. Fluctuation in commodity prices and our overall cash flow may result in an increase or decrease in our future capital expenditures and could influence our ability to reduce our long-term loans. Prices for oil and natural gas have historically been subject to seasonal influences characterized by peak demand and higher prices in the winter heating season; however, the impact of other risks and uncertainties have also influenced prices throughout recent years.

	Six months Ended June 30,	
	2010	2009
	(In thousands)	
Cash flows provided by operating activities	\$ 5,460	\$ 10,685
Cash flows provided by (used in) investing activities	(1,914)	559
Cash flows used in financing activities	(2,529)	(11,461)

Net increase (decrease) in cash \$ 1,017 \$ (217)

Table of Contents

Operating Activities, During the first six months of 2010, compared to the first six months of 2009, net cash flow provided by operating activities decreased by \$5,225 thousand to \$5,460 thousand. This decrease was primarily attributable to a reduction in working capital of \$2,264 thousand, higher lease operating expenses and expenses related to our well plugging and abandonment obligations. The reduction in net cash proceeds from commodity price hedging activities of \$5,994 thousand was offset by increased oil and natural gas revenues of \$5,620. The increase in revenues was primarily attributable to higher average oil and gas prices for the six months ended June 30, 2010 of \$75.68/bbl and \$5.06/mcf, compared to \$46.65/bbl and \$3.58/mcf for the six months ended June 30, 2009.

Investing Activities, The primary driver of cash used in investing activities in 2010 is capital spending. Net cash flows provided by (used in) investing activities for the six months ended June 30, 2010 and 2009 were \$(1,914) thousand and \$559 thousand, respectively.