Western Metals Corporation

Audited Financial Statements

December 31, 2013 and 2012

RubinBrown

RubinBrown LLP
Certified Public Accountants
& Business Consultants

One North Brentwood
Saint Louis, MO 63105

T 314.290.3300
F 314.290.3400

W rubinbrown.com
E info@rubinbrown.com

Independent Auditors' Report

Stockholders and
Board of Directors
Western Metals Corporation

Report On The Financial Statements

We have audited the accompanying financial statements of Western Metals Corporation (the Company), which comprise the balance sheet as of December 31, 2013 and 2012, and the related statements of operations, comprehensive income (loss), cash flows and stockholders' equity for the years then ended, and the related notes to the financial statements.

Management's Responsibility For The Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Western Metals Corporation as of December 31, 2013 and 2012, and the results of its operations and its cash flows for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

RubinBrown LLP

November 20, 2014

Western Metals Corporation
Balance Sheets
(Dollars in thousands, except share amounts)

	December 31, 2013	December 31, 2012
Assets		
Current Assets:		
Cash and cash equivalents	$ 3,936	$ 493
Restricted cash	161	161
Accounts receivable, (net of allowances of $9 and $9, respectively)	21	27
Other receivables	1	1
Marketable securities	2,672	5,336
Prepaid expenses and other current assets	11	25
Total current assets	6,802	6,043
Oil and gas properties, net	1,164	3,296
Total Assets	$ 7,966	$ 9,339
Liabilities and Stockholders' Equity		
Current Liabilities:		
Accounts payable	$ 18	$ 9
Accrued expenses and other current liabilities	160	55
Total current liabilities	178	64
Future abandonment costs	147	150
Total Liabilities	325	214
Commitments and contingencies		
Stockholders' Equity		
Preferred stock, no par value, 2,000,000 shares authorized, none issued and outstanding	-	-
Common stock, no par value, 20,000,000 shares authorized, 13,369,326 issued and outstanding as of December 31, 2013 and 2012	11,229	11,229
Accumulated other comprehensive income (loss)	(91)	561
Accumulated deficit	(3,497)	(2,665)
Total stockholders' equity	7,641	9,125
Total Liabilities and Stockholders' Equity	$ 7,966	$ 9,339

The accompanying notes are an integral part of these financial statements

Western Metals Corporation
Statements of Operations and
Comprehensive Income (Loss)
Years Ended December 31, 2013 and 2012
(Dollars in thousands, except share amounts)

	2013	2012
Revenues	$ 318	$ 266
Cost of sales	380	353
Impairment on natural gas wells	1,918	-
Gross loss	(1,980)	(87)
Selling, general and administrative expenses		
Compensation expense	100	100
Insurance expense	25	22
Business licenses and taxes	2	3
Professional fees	65	43
Other expenses	10	10
Loss from operations	(2,182)	(265)
Interest and dividend income	311	286
Gain on marketable securities	1,064	87
Other expenses	(11)	(7)
Net (loss)/income before income taxes	(818)	101
Provision for income taxes	14	-
Net (loss)/income	$ (832)	$ 101
Earnings per common share		
Basic	$ (0.06)	$ 0.01
Weighted average shares outstanding		
Basic	13,369,326	13,369,326
Comprehensive income (loss)		
Net (loss)/income	$ (832)	$ 101
Other comprehensive (loss)/income, net of no tax	(652)	491
Comprehensive income (loss)	$ (1,484)	$ 591

The accompanying notes are an integral part of these financial statements

Western Metals Corporation
Statements of Cash Flows
Years Ended December 31, 2013 and 2012
(Dollars in thousands)

	2013	2012
Cash flows from operating activities		
Net (loss)/income	$ (832)	$ 101
Adjustments to reconcile net income to net cash provided by operating activities		
Impairment of natural gas wells	1,918	-
Depletion	201	185
Gain on marketable securities	(1,064)	(87)
Noncash interest expense	10	7
Changes in operating assets and liabilities		
Accounts receivable	6	26
Prepaid expenses and other current assets	14	(1)
Accounts payable	9	(6)
Accrued expenses and other current liabilities	105	(29)
Net cash provided by operating activities	367	196
Cash flows from investing activities		
Restricted cash	-	(1)
Purchases of marketable debt securities	(808)	(3,408)
Proceeds from sales of marketable debt securities	3,884	3,048
Net cash provided by/(used in) investing activities	3,076	(361)
Net change in cash and cash equivalents	3,443	(165)
Cash and cash equivalents at beginning of period	493	658
Cash and cash equivalents at end of period	$ 3,936	$ 493
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -

The accompanying notes are an integral part of these financial statements

Western Metals Corporation
Statements of Stockholders' Equity
Years Ended December 31, 2013 and 2012
(Dollars in thousands, except share amounts)

	Common Stock				Total
	Shares	Amount	Accumulated Other Comprehensive Income	Accumulated Deficit	Stockholders' Equity
Balance – 12/31/11	13,369,326	$ 11,229	$ 70	$ (2,766)	$ 8,533
Other comprehensive income	-	-	491	-	491
Net income	-	-	-	101	101
Balance – 12/31/12	13,369,326	11,229	561	(2,665)	9,125
Other comprehensive loss	-	-	(652)	-	(652)
Net loss	-	-	-	(832)	(832)
Balance – 12/31/13	13,369,326	$ 11,229	$ (91)	$ (3,497)	$ 7,641

The accompanying notes are an integral part of these financial statements

1—Summary of Significant Accounting Policies

Nature of Operations and Summary of Significant Accounting Policies

Nature of Operations

Western Metals Corporation, formerly known as Coastcast Corporation, (the "Company") is incorporated under the laws of the State of California. The Company's principal business is the ownership and operation of two natural gas wells located in Solano County, California. The Company is not currently engaged in any exploration activities.

Prior to 2005, the Company was a manufacturer of investment-cast golf clubheads, precision investment castings and related engineering for the medical and other commercial and industrial product industries. The Company has ceased its operations in these businesses.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. 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 financial statements and the reported amounts of revenue and expense during the reporting period. Certain accounting policies involve judgments and uncertainties to such an extent that there is reasonable likelihood that materially different amounts could have been reported under different conditions, or if different assumptions had been used. The Company evaluates its estimates and assumptions on a regular basis. The Company bases its estimates on historical experience and various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates and assumptions used in preparation of the Company's financial statements. The most significant estimates with regard to these financial statements relate to the provision for income taxes, the outcome of pending litigation and other unresolved claims, future development and abandonment costs, and estimates of proved natural gas reserve quantities used to calculate depletion, depreciation and impairment of proved natural gas properties and equipment.

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. The Company places its temporary cash investments with high credit quality financial institutions. At times, such investments may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit.

Restricted Cash

In the ordinary course of its business, the Company must make certain financial guarantees to certain regulatory bodies in order to assure those regulatory bodies that the Company will be able to fulfill its contractual and regulatory obligations. The Company secures its guarantees with indemnity bonds issued by a commercial insurer, which bonds in turn are secured by letters of credit issued by a commercial bank. The bank requires the Company to collateralize these letters of credit with cash deposits held in the form of certificates of deposit. As such, in both 2012 and 2013 a portion of the Company's cash balances were restricted for this purpose.

Accounts Receivable

The Company's accounts receivable are primarily from the purchaser of its natural gas. This purchaser is a natural gas marketing company which purchases all of the Company's natural gas for purposes of resale into the wholesale natural gas market. This concentration of credit risk has the potential to impact the Company's results of operations. The Company believes it is afforded sufficient credit risk protection due to the short payment terms granted to this customer.

The Company's accounts receivable are recorded at their invoiced amount and do not bear interest.

Accounts receivable have been reduced by an allowance for amounts that may be uncollectible in the future. This estimated allowance is based upon management's evaluation of the collectibility of individual invoices and is based upon management's evaluation of the financial condition of its customers and historical bad debt write-off experience. Write-offs are recorded at the time a customer receivable is deemed uncollectible.

Financial and Derivative Instruments

The carrying values of cash and cash equivalents, accounts receivable, accounts payable and accrued expenses and other current liabilities approximate their fair values due to the short-term maturities of these instruments.

The Company produces quantities of natural gas and from time to time utilizes various derivative instruments such as regulated futures and regulated options as an economic hedge to reduce the effects of fluctuations in the prices of natural gas. These derivative instruments do not qualify for hedge accounting under the specific guidelines of ASC 815-20-25, *Derivatives and Hedging, Hedging General, Recognition*. While management believes each of these instruments is entered into in order to effectively manage various market risks, none of the derivatives instruments are designated and accounted for as hedges primarily as a result of the extensive record-keeping requirements.

The Company records all derivative instruments at fair value. Fair value is determined by using the closing prices of the derivative instruments on the New York Mercantile Exchange at the end of an accounting period. Changes in fair value of the derivative instruments are recorded in the statements of operations as a component of cost of goods sold. The Company maintains a margin account with a broker to collateralize these derivative instruments.

Oil and Gas Properties

The Company utilizes the successful efforts method of accounting for its natural gas producing activities. Under this method, all costs associated with the acquisition of mineral interests, productive exploratory wells and productive or nonproductive development wells are capitalized while the costs of nonproductive exploratory wells are expensed. Support equipment and other property and equipment are depreciated over their estimated useful lives.

On the sale or retirement of a complete unit of proved property, the cost and related accumulated depreciation, depletion and amortization are eliminated from the property accounts, and the resultant gain or loss is recognized. On the retirement or sale of a partial unit of proved property, the cost is charged to accumulated depreciation, depletion and amortization with a resulting gain or loss recognized in income.

On the sale of an entire interest in an unproved property for cash or equivalent, gain or loss on the sale is recognized, taking into consideration the amount of any recorded impairment if the property has been assessed individually. If a partial interest in an unproved property is sold, the amount received is treated as a reduction of the cost of the interest retained.

Oil and gas properties are displayed net of accumulated depletion of $1,367 and $1,166 at December 31, 2013 and 2012, respectively. Depletion expense is provided for utilizing the units of production method and amounted to $201 and $185 for the years ended December 31, 2013 and 2012, respectively.

Long-Lived Assets

The Company evaluates the carrying value of long-lived assets when events or changes in circumstances indicate that the carrying value may not be recoverable. Such events and circumstances include, but are not limited to, significant decreases in the market value of the asset, adverse changes in the extent or manner in which the asset is being used, significant changes in business climate, or current or projected cash flow losses associated with the use of the assets. The carrying value of a long-lived asset is considered impaired when the total projected undiscounted cash flows from such assets are separately identifiable and are less than its carrying value. In that event, a loss is recognized based on the amount by which the carrying value exceeds the fair value of the long-lived asset. For long-lived assets to be held for use in future operations and for fixed (tangible) assets, fair value is determined primarily using either the projected cash flows discounted at a rate commensurate with the risk involved or appraisal. For long-lived assets to be disposed of by sale or other than sale, fair value is determined in a similar manner, except that fair values are reduced for disposal costs.

Future Abandonment Costs

Future abandonment costs include costs to dismantle and relocate or dispose of the Company's production equipment, gathering systems and related structures and restoration costs of land, including plugging and abandonment of wells. The Company has estimated these costs for its operating properties based upon relevant factors, including geographic location, type of production structure, well depth, applicable state regulations and currently available procedures through ongoing consultation with petroleum engineering consultants. Because these costs typically extend many years into the future, estimating these future costs is difficult and requires management to make judgments that are subject to future revisions based upon numerous factors, including changing technology and the applicable regulatory environment. The Company reviews its assumptions and estimates of future abandonment costs on an annual basis.

The Company has established a liability for its future abandonment costs. This liability represents the discounted fair value of the asset retirement obligation. The Company records liabilities of this sort in the period in which they are incurred and the corresponding costs capitalized by increasing the carrying amount of the related long-lived asset. The liability is accreted to its present value at the Company's estimated credit-adjusted, risk free interest rate each period, and the capitalized cost is depreciated over the useful life of the related asset.

Income Taxes

Income taxes are accounted for using the asset and liability method. Under this method, income tax assets and liabilities are recognized for temporary differences between financial statement carrying amounts of assets and liabilities and their respective income tax basis. A future income tax asset or liability is estimated for each temporary difference using enacted and substantively enacted income tax rates and laws expected to be in effect when the asset is realized or the liability settled. A valuation allowance is established, if necessary, to reduce any future income tax asset to an amount that is more likely than not to be realized.

The financial statements of the Company reflect expected future tax consequences of uncertain tax positions presuming the taxing authorities' full knowledge of the position and all relevant facts, but without considering time values.

Environmental

Environmental expenditures are expensed or capitalized, as appropriate, depending on their future economic benefit. Expenditures that relate to an existing condition caused by past operations, and that do not have future economic benefit, are expensed. Liabilities related to future costs are recorded on an undiscounted basis when environmental assessments and/or remediation activities are probable and the cost can be reasonably estimated.

Revenue Recognition

Since there is a ready market for natural gas, the Company sells its product soon after production at which time title and risk of loss passes to the buyer. Revenue is recorded when title passes based on the Company's net interest in the produced natural gas. The Company records its share of revenues based on production volumes and contracted sales prices. The sale prices for natural gas are based on prevailing market prices.

It is the Company's policy to calculate and pay royalties on natural gas in accordance with the particular contractual provisions of the lease and/or applicable state law. Royalty liabilities are recorded in the period in which the natural gas is produced.

Earnings Per Share

Basic earnings per share is computed by dividing net income (the numerator) by the weighted average number of outstanding shares (the denominator) for the period. Diluted earnings per share are calculated in accordance with the treasury stock method to determine the dilutive effect of any warrants or options, if applicable. The computation of diluted earnings per share include the same numerator, but the denominator is increased to include the number of additional common shares from the exercise of warrants and options that would have been outstanding if potentially dilutive common shares had been issued.

The Company had no warrants or stock options in existence in either 2012 or 2013.

Comprehensive Income (Loss)

Comprehensive income is comprised of net income and other comprehensive income ("OCI"). Comprehensive income comprises all changes in stockholders' equity from transactions and other events and circumstances from nonowner sources. The Company's OCI is comprised of unrealized gains and losses resulting from its investments in certain marketable securities classified as available for sale (see Note 2). For the year ended December 31, 2013, the Company recorded other comprehensive loss of $652 on those securities. For the year ended December 31, 2012, the Company recorded other comprehensive income of $491 on those securities.

Commitments and Contingent Liabilities

In the ordinary course of business, the Company enters into purchase and sales contracts as deemed commercially desirable. Purchase contracts are used to ensure the availability of necessary products and services used in the natural gas production process. Sales contracts are utilized to ensure the future sale of produced natural gas.

The Company and its operations from time to time may be parties to or targets of lawsuits, claims, investigations and proceedings including product liability, personal injury, contract, environmental health and safety and environmental matters which are handled and deferred in the ordinary course of business. The Company accrues a liability for such matters when it is probable that a liability has been incurred and the amount can be reasonably estimated. When a single amount cannot be reasonably estimated but the costs can be estimated within a range, the Company accrues the minimum amount.

Segment Reporting

The Company identifies its operating segments when separate financial information is available that is evaluated regularly by its chief operating decision maker in assessing the performance of those segments and in determining how to allocate resources. The Company has determined that it has one reportable segment - natural gas operations.

Subsequent Events

Management has evaluated subsequent events through November 20, 2014, the date which the financial statements were available for issue.

2—Marketable Securities

At December 31, 2013 and 2012, the Company had investments in certain equity instruments, preferred stocks, trust preferred and exchange traded debt securities. These investments are classified as current assets in the balance sheet. The Company has designated these securities as being available-for-sale. Accordingly, they are recorded at fair value, with the unrealized gains and losses, net of taxes, reported as a component of stockholders' equity. These securities were comprised of the following at December 31:

	2013			
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value
Equity instruments	$ 338	$ -	$ (27)	$ 311
Preferred stock	1,895	4	(40)	1,859
Trust preferred securities	248	-	-	248
Exchange traded debt	282	-	(28)	254
Total	$ 2,763	$ 4	$ (95)	$ 2,672

	2012			
	Adjusted Cost	Unrealized Gains	Unrealized Losses	Fair Value
Equity instruments	$ 1,820	$ 391	$ (29)	$ 2,182
Preferred stock	1,895	89	(5)	1,979
Trust preferred securities	778	131	-	909
Exchange traded debt	282	-	(16)	266
Total	$ 4,775	$ 611	$ (50)	$ 5,336

The aggregate fair value of investments with unrealized losses totaled $2,420 and $717 at December 31, 2013 and 2012, respectively. As of December 31, 2013 the Company had $508 invested in marketable securities that were in an unrealized loss position for a greater than 12-month period. As of December 31, 2012 the Company had no investments in marketable securities that were in an unrealized loss position for a greater than 12-month period.

In 2013 and 2012, the Company realized $1,064 and $87 in aggregate net gains from the sale of available for sale securities, respectively. In connection with these realized gains, the Company recategorized $490 and $87 from accumulated other comprehensive income/(loss) to a component of net income/(loss) in 2013 and 2012, respectively.

3—Impairment

Largely as a result of changes in and depletion of estimated reserves, in 2013 the Company determined that the carrying value of its oil and gas properties exceeded their projected future undiscounted cash flows. Additionally, the Company determined that the carrying value of its oil and gas properties exceeded their fair value, with fair value being determined using the projected cash flows of these assets discounted at a rate commensurate with the risk involved. As a result, in 2013 the Company recorded an impairment charge on its oil and gas properties totaling $1,918. No such impairment charge was recorded in 2012.

4—Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following at December 31, 2013 and 2012:

	2013	2012
Accrued restoration liabilities	$ -	$ 7
Accrued workers' compensation	23	21
Accrued management fees	100	-
Other	37	27
Total	$ 160	$ 55

In prior periods, the Company remained obligated to participate in the cost of decommissioning an environmental remediation system and concluding the environmental monitoring associated with site conditions at a manufacturing facility located in Wallingford, Connecticut formerly owned and operated by the Company. At December 31, 2012, the Company had determined that its liabilities in this matter were both probable and reasonably estimable and estimated its obligations in this matter to total $7. At December 31, 2012, the Company had recorded a liability for this amount. In 2013 this obligation was extinguished and no such liability was recorded at December 31, 2013.

The Company remains obligated for certain workers' compensation claims associated with injuries or conditions allegedly incurred by certain workers of its former golf club head manufacturing facility in California. The primary liability is borne by the Company's former insurers under policies covering the years in which the injuries allegedly occurred, but the Company is obligated for a contractual percentage of such claims incurred until the underlying compensation claims are resolved. The Company has estimated its obligations with regard to such claims to total $23 and $21 at December 31, 2013 and 2012, respectively.

5—Future Abandonment Costs

The following table summarizes accrued obligations for future abandonment costs for the years ended December 31:

	2013	2012
Balance at January 1	$ 150	$ 128
Impact of a revision in timing	(13)	15
Accretion expense	10	7
Balance at December 31	$ 147	$ 150

Without taking into account any estimated effects from inflation, the total undiscounted future abandonment costs of the Company total $181.

6—Income Taxes

The following table summarizes the provision for income taxes:

	2013	2012
(Loss)/income before taxes – U.S.	$ (818)	$ 101
Provision/(benefit) for income taxes:		
Current	$ 10	$ -
Deferred	-	-
State and other		
Current	4	-
Deferred	-	-
Total	$ 14	$ -

Differences between the provision for income taxes computed using the U.S. federal statutory income tax rate were as follows:

	2013	2012
Amount computed using the statutory rate of 15%	$ (123)	$ 15
Federal alternative minimum tax	10	-
State taxes, net	(60)	8
State alternative minimum tax	4	-
Dividends received deduction	(10)	(7)
Change in valuation allowance, inclusive of expiration of NOL carryforwards	193	(16)
Provision for income taxes	$ 14	$ -

The significant components of deferred tax assets and liabilities were as follows as of December 31, 2013 and December 31, 2012:

	2013	2012
Deferred tax assets		
Allowance for doubtful accounts	$ 2	$ 2
Accrued restoration liabilities	-	2
Accrued workers' compensation	-	5
Future abandonment costs	28	21
Available for sale securities	21	-
Partnership basis differential	6	-
Depletion	367	-
Other	5	1
U.S. federal tax loss carry forward	3,130	3,288
State tax loss carry forward	519	870
Total deferred tax assets	4,078	4,189
Deferred tax liabilities		
Depletion	-	(38)
Available for sale securities	-	(131)
Partnership basis differential	-	(20)
Total deferred tax liabilities	-	(189)
Valuation allowance	(4,078)	(4,000)
Net deferred tax liabilities	$ -	$ -

The valuation allowance increased by $78 and decreased by $404 in 2013 and 2012, respectively.

The amounts and expiration dates of the Company's U.S. federal tax loss carry forwards were as follows as of December 31, 2013:

	2013
Year of expiration	
2023	$ 10,101
2024	2,408
2025	6,911
2027	926
2029	478
2030	1
2032	42
Total	$ 20,867

The Company did not recognize a significant change in liability for uncertain tax positions as a result of its implementation of the accounting standards governing the accounting for uncertain tax positions. The Company has no unrecognized tax benefits.

The Company does not expect its unrecognized tax benefits to change significantly over the next 12 months.

The Company records interest and penalties net as a component of income tax expense. As of December 31, 2013 and 2012, the Company had no accrual for interest or tax penalties.

The Company is no longer subject to federal, state, and local income tax examinations by tax authorities for years before 2011. However, to the extent utilized, the Company's net operating loss carryforwards arising in such years remain subject to examination.

7—Related Party Transactions

The Company's Chairman, Paul A. Novelly, and its President, G. Louis Graziadio III, also are the chairman and president, respectively, of LOTO Energy II, LLC, the Company's largest shareholder. Together Messrs. Novelly and Graziadio constitute one half of the Company's Board of Directors. One of the Company's other directors, William R. Lang, is a business associate of Mr. Graziadio and the president of a company owned by Mr. Graziadio and his siblings. The Company's other director, Richard Lonquist, is a petroleum engineer whose firms periodically perform engineering services for the Company and other businesses owned or controlled by Messrs, Novelly and Graziadio. The Company incurred expenditures to Mr. Lonquist's firms of $5 and $10 in 2013 and 2012, respectively. In 2013 and 2012, the Company paid affiliates of Messrs, Novelly and Graziadio a total fee of $100 for management services provided to the Company. This expense was recorded as compensation expense in the statement of operations. At December 31, 2013, this amount is included in accrued expenses.

The Company's other operating officers are employees of a company controlled by Mr. Novelly and family trusts established by Mr. Novelly.

8—Commitments and Contingencies

The Company has contingent liabilities with respect to lawsuits and claims arising in the ordinary course of business. In management's opinion, the ultimate outcome of these contingencies will not have a material adverse effect on the financial condition or results of operations of the Company.

9—Stockholders' Equity

The Company's capital stock consists of its no par common stock, 20,000,000 shares authorized, of which 13,369,326 shares were issued and outstanding as of December 31, 2013 and 2012. The Company also has authorized 2,000,000 shares of preferred stock, issuable in successive series as may be determined by the Board of Directors, none of which preferred shares are issued and outstanding.

10—Fair Value Measurements

Fair value accounting pronouncements define fair value as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. Fair value accounting pronouncements also establish a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability developed based on market data obtained from sources independent of the Company. Unobservable inputs are inputs that reflect the Company's assumptions about the factors market participants would use in valuing the asset or liability developed based upon the best information available under the circumstances. The hierarchy is broken down into three levels. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, and inputs (other than quoted prices) that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability. Categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

The following table provides information by level for assets and liabilities that are measured at fair value on recurring basis.

	Asset/(Liability)			
	Fair Value December 31, 2013	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Marketable securities	$ 2,672	$ 2,672	$ -	$ -

	Asset/(Liability)			
	Fair Value December 31, 2012	Fair Value Measurements Using Inputs Considered as		
		Level 1	Level 2	Level 3
Marketable securities	$ 5,336	$ 5,336	$ -	$ -

11—Supplemental Unaudited Information, Year Ended December 31, 2013 and 2012

Capitalized costs, December 31:

	2013	2012
Oil and gas properties		
Proved	$ 2,531	$ 4,462
Unproved	-	-
Capitalized costs for oil and gas properties	2,531	4,462
Less: accumulated depletion	1,367	1,166
Net capitalized costs	$ 1,164	$ 3,296

Costs incurred for oil and gas producing activities, for the year ended:

	2013	2012
Property acquisition costs		
Proved	$ -	$ -
Unproved	$ -	$ -
Exploration costs	$ -	$ -
Development costs	$ -	$ 15
Amortization rate per unit produced	$ 3.62	$ 3.19

Results of operations for oil and gas producing activities for the years ended December 31:

	2013		2012	
Oil and gas sales	$	318	$	266
Gain on sale of oil and gas properties		-		-
Gain on sale of oil and gas leases		-		-
Production costs		(153)		(141)
Depletion		(201)		(185)
		(36)		(60)
Income tax expense		(14)		-
Results of operations for oil and gas producing activities (b)	$	(50)	$	(60)

(b) Excludes corporate overhead, financing costs and impairment charges.

Reserve information at December 31, 2013:

The following estimates of net proved and net proved developed reserve quantities and related standardized measure of discounted net cash flow are estimates only, and do not purport to reflect realizable values or fair market values of the Company's reserves. The Company emphasizes that net reserve estimates are inherently imprecise and that estimates of new discoveries are more imprecise than those of producing oil and gas properties. Accordingly, these estimates are expected to change as future information becomes available. All of the Company's reserves are located in the United States.

Net proved reserves are estimated net reserves of crude oil (including condensate and natural gas liquids) and natural gas that geological and engineering data demonstrate with reasonable certainty to be recoverable in future years from known reservoirs under existing economic and operating conditions. Net proved developed reserves are those expected to be recovered through existing wells, equipment, and operating methods.

In January 2010, the Financial Accounting Standards Board updated *Extractive Industries - Oil and Gas* (ASC Topic 932) regarding oil and gas reserves estimation and disclosure requirements. For the Company, the principal change in the new guidance is the requirement to use a price based on a 12-month average for reserve estimation and disclosure instead of a single end-of-year price.

The standardized measure of discounted future net cash flows is computed by applying a trailing 12-month average price of oil and gas (with consideration of price changes only to the extent provided by contractual arrangements) to the estimated future production of proved oil and gas reserves, less estimated future expenditures (based on year-end costs) to be incurred in developing and producing the proved reserves, less estimated future income tax expenses (based on year-end statutory tax rates, with consideration of future tax rates already legislated) to be incurred on pretax net cash flows less tax basis of the properties and available credits, and assuming continuation of existing economic conditions. The estimated future net cash flows are then discounted using a rate of 10% a year to reflect the estimated timing of the future cash flows.

	2013		2012	
	Net Oil (bbls)	Net Gas (Mcf)	Net Oil (bbls)	Net Gas (Mcf)
Proved developed and undeveloped reserves				
Beginning of year	3,140	1,009,550	3,657	1,148,055
Revisions of previous estimates	2,343	(41,371)	(314)	(80,596)
Improved recovery	-	-	-	-
Purchases of minerals in place	-	-	-	-
Extensions and discoveries	-	-	-	-
Production	(88)	(55,529)	(203)	(57,909)
Sales of minerals in place	-	-	-	-
End of year	5,395	912,650	3,140	1,009,550
Proved developed reserves				
Beginning of year	3,140	1,009,550	3,657	1,148,055
End of year	5,395	912,650	3,140	1,009,550

	2013	2012
Standardized Measure of Discounted Future Net Cash Flows at December 31:		
Future cash inflows	$ 3,957	$ 3,518
Future production costs	(138)	(123)
Future operating costs	(1,709)	(1,567)
Future income tax expenses	-	-
Future net cash flows	2,110	1,828
Standardized measure of discounted future net cash flows relating to proved oil and gas reserves	$ 997	$ 877

Reconciliation the change in the standardized measure of discounted future net cash flow during 2013 and 2012.

	2013	2012
Beginning of year	$ 877	$ 1,422
Sales of oil and gas produced, net of production costs	(158)	(118)
Net changes in prices and production costs	257	(487)
Extensions, discoveries, and improved recovery, less related costs	-	-
Development costs incurred during the year which were previously estimated	-	-
Net change in estimated future development costs	-	-
Revisions of previous quantity estimates	(46)	(65)
Purchases of minerals in place	-	-
Accretion of discount	88	142
Net impact of cash flow timing revisions and other	(21)	(17)
End of year	$ 997	$ 877

None of the Company’s quantities of oil or gas are subject to purchase under long-term supply, purchase, or similar agreements.