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AMEN PROPERTIES INC  
Form 10QSB/A  
May 23, 2008

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB/A

Quarterly Report Pursuant to Section 13 or 15 (d) of the Securities  
Exchange Act of 1934

For the Period Ended March 31, 2007

or

Transition Report Pursuant to Section 13 or 15 (d) of the Securities  
Exchange Act of 1934 For the Transition Period

From \_\_\_\_\_ to \_\_\_\_\_.

Commission file number 000-22847

AMEN Properties, Inc.  
-----

(Exact Name of Small Business Issuer as Specified in Its Charter)

Delaware  
-----

54-1831588  
-----

(State or Other Jurisdiction of  
Incorporation or Organization)

(I.R.S. Employer  
Identification No.)

303 W. Wall Street, Suite 2300  
Midland, TX 79701  
-----

(Address of Principal Executive Offices)

(432-684-3821)  
-----

(Issuer's Telephone Number, Including Area Code)

-----  
(Former Name, Former Address and Former Fiscal Year,  
if Changed Since Last Report)

Check whether the issuer (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 periods 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Applicable Only to Issuers Involved in Bankruptcy  
Proceedings During the Preceding Five Years

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Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes | | No | |

### Applicable Only to Corporate Issuers

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date:

Common Stock, \$ .01 Par Value: 2,290,589 shares outstanding as of May 3, 2007.

Transitional Small Business Disclosure Format (check one): Yes |X| No | |

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AMEN Properties, Inc. and Subsidiaries  
CONSOLIDATED BALANCE SHEET  
March 31, 2007  
(Unaudited)

ASSETS

CURRENT ASSETS

Cash and Cash Equivalents (notes A3 and E)	\$	3,637,058
Accounts Receivable, net of Allowance of \$4,719 (note A6)		1,207,950
Other Current Assets		323,710

Total Current Assets		5,168,718
----------------------	--	-----------

RESTRICTED CASH EQUIVALENTS (note E)		2,197,000
--------------------------------------	--	-----------

PROPERTY and EQUIPMENT (note F)		150,769
---------------------------------	--	---------

INVESTMENT IN REAL ESTATE (notes C and G)		2,241,837
---	--	-----------

ROYALTY INTERESTS, at cost net of Accumulated Depletion (note H)		128,664
---	--	---------

LONG-TERM INVESTMENTS (note I)		1,127,014
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OTHER ASSETS

Goodwill (see Note B)		2,916,085
Deposits and Other Assets		15,343

Total Other Assets		2,931,428
--------------------	--	-----------

TOTAL ASSETS		\$ 13,945,430
--------------	--	---------------

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES

Accounts Payable	\$	659,825
Accrued Liabilities (note J)		876,576
Current Portion of Non-Related Party Long-Term Obligations (note L)		108,921
Current Portion of Related Party Long-Term Obligations (note L)		241,778
Accrued Interest Payable		-
Deferred Revenue (note A13)		271,038

Total Current Liabilities		2,158,138
---------------------------	--	-----------

LONG-TERM OBLIGATIONS

Non-Related Party (note L)		817,902
Related Parties (notes L and M)		1,815,538

Total Long-Term Obligations		2,633,440
-----------------------------	--	-----------

MINORITY INTEREST (note A15)		22,552
------------------------------	--	--------

COMMITMENTS and CONTINGENCIES (note N)		-
--	--	---

STOCKHOLDERS' EQUITY (note O)		
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Convertible Preferred Stock - \$0.001 Par Value - 5,000,000 shares authorized 80,000 Series "A" Shares Issued and Outstanding, convertible into a total of 616,447 shares of common stock (note A16)	80	
80,000 Series "B" Shares Issued and Outstanding, convertible into a total of 233,317 shares of common stock (note A16)	80	
125,000 Series "C" Shares Issued and Outstanding, convertible into a total of 500,000 shares of common stock (note A16)	125	
Common Stock - \$0.01 Par Value - 20,000,000 shares authorized 2,290,589 Shares Issued and Outstanding	22,907	
Additional Paid-In Capital	44,970,100	
Accumulated Deficit	(35,849,834)	
Accumulated Other Comprehensive Income (Loss)	(12,158)	
	-----	
Total Stockholders' Equity		9,131,300
		-----
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$ 13,945,430
		=====

The accompanying summary of accounting policies and footnotes are an integral part of these consolidated financial statements.

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AMEN Properties, Inc. and Subsidiaries  
CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME  
For the Three Months Ended March 31,  
(Unaudited)

	2007	2006
	-----	-----
Operating Revenue (note A15):		
Rental Revenue (note C)	\$ -	751,605
Energy Management Fees (note B)	811,164	-
Retail Electricity Revenue	2,321,455	3,168,707
	-----	-----
Total Operating Revenue	3,132,619	3,920,312
	-----	-----
Operating Expenses:		
Cost of Goods and Services	1,827,106	2,820,418
Rental Property Operations	-	478,386
General and Administrative	769,444	236,692
Depreciation, Amortization and Depletion	14,109	102,276
Corporate Tithing	59,291	-
	-----	-----
Total Operating Expenses	2,669,950	3,637,772
	-----	-----
Income from Operations	462,669	282,540
	-----	-----
Other (Expense) Income		

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Interest Income	63,373	49,701
Interest Expense	(63,386)	(140,662)
Equity Income From Real Estate Investment	33,161	-
Other Income	12,206	22,945
	-----	-----
Total Other (Expense) Income	45,354	(68,016)
	-----	-----
Income Before Income Taxes and Minority Interest	508,023	214,524
Income Taxes (note A12)	-	-
Minority Interest	900	(21,870)
	-----	-----
NET INCOME	\$ 508,923	192,654
	=====	=====
Net Income Per Common Share - Basic	\$ .22	.09
	=====	=====
Net Income per Common Share - Diluted	\$ .13	.05
	=====	=====
Weighted Average Number of Common Shares Outstanding - Basic	2,290,589	2,206,215
Weighted Average Number of Common Shares Outstanding - Diluted	3,834,937	3,555,979
Other Comprehensive Income:		
Net Income	\$ 508,923	192,654
Unrealized (Loss) on Investment	(12,158)	-
	-----	-----
Comprehensive Income	\$ 496,765	192,654
	=====	=====

The accompanying summary of accounting policies and footnotes are an integral part of these consolidated financial statements.

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AMEN Properties, Inc. and Subsidiaries  
CONSOLIDATED STATEMENT OF CASH FLOWS  
For the Three Months Ended March 31,  
(Unaudited)

	2007	2006
	-----	-----
Increase (Decrease) in Cash and Cash Equivalents		
Cash Flows from Operating Activities		
Net Income	\$ 508,923	192,654
Adjustments to Reconcile Net Income to Net Cash Provided By Operating Activities:		
Depreciation, Amortization and Depletion	14,109	102,276
Equity Income from Real Estate Investment	(33,161)	-
Minority Interest	(900)	21,870

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Changes in Operating Assets and Liabilities:		
Accounts Receivable	199,158	435,920
Allowance for Doubtful Accounts	(33,752)	5,734
Other Assets	(200,526)	(1,441)
Deposits and Other Assets	14,856	(4,691)
Deferred Costs	(65,586)	5,416
Accounts Payable	64,536	(205,908)
Accrued and Other Liabilities	211,601	(81,475)
Deferred Revenue	240,253	108,899
	-----	-----
Net Cash Provided By Operating Activities	919,511	579,254
	-----	-----
Cash Flows from Investing Activities:		
Purchase of Property and Equipment	(18,838)	(15,932)
Investment in Real Estate	(478,491)	-
Increase in Restricted Cash Equivalents	-	(647,840)
Increase in Long Term Investments	(1,076,822)	-
Repayments of Notes Receivable	-	50,000
	-----	-----
Net Cash Used in Investing Activities	(1,574,152)	(613,772)
	-----	-----
Cash Flows from Financing Activities:		
Repayments of Long-Term Obligations	(165,509)	(64,540)
	-----	-----
Net Cash Used In Financing Activities	(165,509)	(64,540)
	-----	-----
Net Decrease in Cash and Cash Equivalents	(820,150)	(99,058)
	-----	-----
Cash and Cash Equivalents at Beginning of Period	4,457,208	2,104,428
	-----	-----
Cash and Cash Equivalents at End of Period	\$ 3,637,058	2,005,370
	=====	=====
Non-Cash Investing and Financing Activities:		
Unrealized Loss on Marketable Securities	\$ (12,158)	-
	=====	=====

The accompanying summary of accounting policies and footnotes are an integral part of these consolidated financial statements.

AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007

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

1. Organization

Effective October 2002, AMEN formed NEMA Properties, LLC ("NEMA"), a Nevada

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limited liability company; AMEN Minerals, LP ("Minerals"), a Delaware limited partnership; and AMEN Delaware, LP ("Delaware"), a Delaware limited partnership, to pursue acquisitions as authorized by stockholders on September 19, 2002. AMEN Properties, Inc. and Subsidiaries is a self-administered and self-managed Delaware corporation. Effective July 2004, AMEN Properties, Inc. and Subsidiaries and affiliates (collectively referred to as the "Company") formed W Power and Light, LP ("W Power"), a Delaware limited partnership to enter into the retail electricity market in Texas. Effective April 1, 2006, AMEN Properties acquired 100% of Priority Power Management, Ltd. a Texas limited partnership, and Priority Power Management, Dallas, Ltd. a Texas limited partnership, (collectively referred to as "Priority Power"). Priority Power is primarily involved in providing energy management services and the Company believes that Priority Power's business is complimentary to the retail electricity provider business conducted by the Company's subsidiary W Power.

The Company's business purpose is to acquire investments in commercial real estate, oil and gas royalties, retail electricity operations and stabilized cash flowing businesses or assets. As of March 31, 2007, the Company, through Delaware's investment in a real estate joint venture, has a commercial real estate portfolio consisting of an ownership of approximately 18% in two office properties located in Midland, Texas comprising an aggregate of approximately 428,560 square feet of gross leasable area. Through its investment in Minerals, AMEN has acquired an investment interest in an oil and gas royalty trust and other oil and gas royalties. Through the Company's investment in W Power, Amen entered the retail electricity market in the state of Texas. On April 1, 2006, the Company, through it's investment in Priority Power, began aggregating electric consumers and negotiating power prices on their behalf with retail electric providers. The real estate operations of the Company are primarily conducted through Delaware of which AMEN is the sole general partner; the retail electricity operations are primarily conducted through W Power of which Amen is the sole general partner; the aggregation of electric consumers is primarily conducted through Priority Power of which Amen is the sole general partner.

### 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.

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

### 3. Cash Equivalents

The Company considers cash on hand, cash on deposit in banks, money market

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mutual funds and highly liquid debt instruments purchased with a maturity of three months or less to be a cash equivalent.

### 4. Investments

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

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

### 5. Fair Value of Financial Instruments

The carrying value of cash and cash equivalents, investments, accounts receivable, notes receivable, and accounts payable approximate fair value because of the relatively short maturity of these instruments. The fair value of the fixed rate debt, based upon current interest rates for similar debt instruments with similar payment terms and expected payoff dates, would be approximately \$3,625,000 as of March 31, 2007. Disclosure about fair value of financial instruments is based on pertinent information available to management as of March 31, 2007.

### 6. Accounts Receivable

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

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

The Company estimated the allowance for doubtful accounts related to W Power's billed accounts receivable to be approximately .2% of W Power's retail electricity billed revenue. Due to the limited historical data, the Company regularly reviews the accounts receivable and accordingly makes adjustments in estimating the allowance for doubtful accounts.

Priority Power trade accounts receivable arise from aggregation fees and other management services. An allowance for doubtful accounts is provided, when considered necessary by management, for estimated amounts not expected to be collectible. No allowance was provided or deemed necessary at March 31, 2007.

At March 31, 2007, accounts receivable consisted of the following:

Billed electricity receivables	\$	341,239
Unbilled electricity receivables		481,646
Billed Aggregation fees		307,925
Unbilled Aggregation fees		81,859
Allowance for doubtful accounts		(4,719)

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Accounts receivable, net	----- \$ 1,207,950 =====
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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

### 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 36.5 years. Royalty acquisitions are stated at cost. Depletion is determined using the units-of-production method based on the estimated oil and gas reserves.

### 8. Impairment of Long-Lived Assets

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

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

### 9. Investment in Real Estate

As discussed in Note C to the consolidated financial statements, in September 2006 the Company sold a significant interest in certain real estate and contributed its retained 18.017% undivided ownership interest in the real estate to a joint venture in which the Company has significant continuing involvement.

The Company's investment in real estate joint venture is recorded at its remaining net cost, adjusted for its 18.017% joint venture share of earnings (loss) using the equity method of accounting, and joint venture cash contributions and distributions.

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As discussed in Note G, on March 19, 2007 the Company exchanged its 18.017% joint venture interest for a 17.8% interest in a real estate limited partnership. The Company will continue to use the equity method of accounting for its 17.8% limited partnership interest.

### 10. Goodwill

The Company follows the provisions of Statement of Financial Accounting Standards (SFAS) No. 142, "Goodwill and Other Intangible Assets". SFAS No. 142 requires that goodwill and other intangible assets with investment lives no longer be amortized. The intangible assets are tested for impairment annually. If there is impairment, the amount will be expensed and the intangible assets will be written down accordingly.

### 11. Stock-Based Compensation

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

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

### 12. Income Taxes

The Company accounts for income taxes in accordance with SFAS No. 109, "Accounting for Income Taxes". Under this method, deferred tax assets and liabilities are determined based on differences between the financial reporting and tax basis of assets and liabilities, and are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. For the period ended March 31, 2007, no income tax expense has been incurred due to the utilization of the Company's net operating losses.

### 13. Deferred Revenue

Deferred revenue consists of prepaid aggregation fees. Deferred revenue is amortized over the life of the aggregation contract for prepaid aggregation fees.

### 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 judgement 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

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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. Minority Interest

Minority interest represents the interest of unit holders of TCTB, other than the Company, in the net earnings and net equity of TCTB. The unit holder minority interest is adjusted at the end of each period to reflect the ownership at that time. The unit holder minority interest in TCTB was approximately 28.7% at March 31, 2007 and 2006.

### 16. Contingently Convertible Securities

The Company has outstanding Series A Preferred Stock ("Series A"), Series B Preferred Stock ("Series B") and Series C Preferred Stock ("Series C") whose terms enable the holder, under certain conditions, to convert such securities into 1,349,764 shares of the Company's Common Stock as shown in the following table.

Series	Number of Shares	Purchase Price	Conversion Rate	Number of Common Shares
A	80,000	\$ 2,000,000	\$ 3.2444	616,447
B	50,000	500,000	3.2444	154,111
B	10,000	100,000	3.424	29,206
B	20,000	200,000	4.000	50,000
C	125,000	2,000,000	4.000	500,000

Conversion of Series A, Series B and Series C is at the option of the holder thereof, at any time and from time to time, into such number of fully paid and nonassessable shares of Common Stock as is determined by dividing the original Series A, Series B and Series C issue price by the conversion price in effect at the time of conversion. The contingently convertible securities have not been included in the calculation of diluted earnings per share for any periods in which their effect is antidilutive.

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

### 17. Revenue Recognition

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

The flow technique of revenue calculation relies upon ERCOT settlement statements to determine the estimated revenue for a given month. Supply delivered to our customers for the month, measured on a daily basis,

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provides the basis for revenues. ERCOT provides net electricity delivered data in three phases. Initial daily settlements become available approximately 17 days after the settlement date. Approximately 45 days after the settlement date, a resettlement is provided to adjust the initial settlement to the actual supply delivered based on subsequent comparison of prior forecasts to actual meter reads processed. A final resettlement is provided approximately 180 days after power is delivered, marking the last routine settlement adjustment to the power deliveries for that day.

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

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

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

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

As of March 31, 2007, the Company recorded unbilled revenue of \$81,859 for aggregation fees. Accrued unbilled revenues are based on our estimates of customer usage since the date of the last meter reading provided by the independent system operators or electric distribution companies. Volume estimates are based on average daily volumes, estimated customer usage and applicable customer aggregation rates. Unbilled revenues are calculated by multiplying volume estimates by our estimated rates by customer. Estimated amounts are adjusted when actual usage and rates are known and billed.

### 18. Advertising Expense

All advertising costs are expensed when incurred. Advertising expenses were approximately \$57,038 and \$0 for the quarters ended March 31, 2007 and 2006, respectively.

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

### 19. Income Per Share

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Income per share is computed based on the weighted average common shares and common stock equivalents outstanding during each period. The Series A, Series B and Series C Convertible Preferred Stock are not included in the computation of diluted earnings per share for any periods in which their effect is antidilutive.

### 20. Environmental

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

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

### 21. New Accounting Pronouncements

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments - an amendment of FASB Statements No. 133 and 140. This Statement amends FASB Statement No. 133, Accounting for Derivative Instruments and Hedging Activities, and No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities. This Statement resolves issues addressed in Statement 133 Implementation Issue No. D1, "Application of Statement 133 to Beneficial Interests in Securitized Financial Assets." The provisions of this Statement shall be effective for financial instruments acquired or issued after the beginning of an entity's first fiscal year that begins after September 15, 2006.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets - an amendment of FASB Statement No. 140. This Statement amends FASB Statement No. 140, Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities, with respect to the accounting for separately recognized servicing assets and servicing liabilities. The provisions of this Statement shall be effective as of the beginning of an entity's first fiscal year that begins after September 15, 2006.

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

In September 2006, the FASB issued SFAS No. 158, Employer's Accounting for Defined Benefit Pension and Other Postretirement Plans - an amendment to FASB Statement No. 87, 88, 106, and 132R. This Statement improves financial reporting by requiring an employer to recognize the over funded or under funded status of a defined benefit postretirement plan (other than a multiemployer plan) as an asset or liability in its statement of financial position and to recognize changes in that funded status in the year in which the changes occur through comprehensive income of a business entity or changes in unrestricted net assets of a no-for-profit organization. An employer with publicly traded equity securities shall initially apply the requirement to recognize the funded status of a benefit plan and the

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disclosure requirements as of the end of the fiscal year ending after December 15, 2006. An Employer without publicly traded equity securities shall initially apply the requirements as of the end of the fiscal year ending after June 15, 2007.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities - Including an amendment of FASB Statement No. 115. This Statement permits entities to choose to measure many financial instruments and certain other items at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. This Statement is expected to expand the use of fair value measurement, which is consistent with the Board's long-term measurement objectives for accounting for financial instruments. The provisions of this Statement shall be effective as of the beginning of each reporting entity's first fiscal year that begins after November 15, 2007; this Statement should not be applied retrospectively to fiscal years beginning prior to the effective date, except as permitted in paragraph 30 for early adoption.

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

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

### NOTE B - BUSINESS COMBINATIONS

On May 25, 2006, the Company completed the acquisition of 100% of Priority Power Management, effective April 1, 2006, for an aggregate consideration of \$3,730,051. Priority Power is primarily involved in providing energy management services and the Company believes that Priority Power's business is complimentary to the retail electricity provider business conducted by the Company's subsidiary W Power. The acquisition resulted in the Company allocating \$2,916,085 of the purchase price to goodwill.

### NOTE C - DISPOSITION OF ASSETS

Effective September 27, 2006, the Company entered into an Agreement to Distribute Assets with and among the partners of TCTB Partners, Ltd. The assets consisted of the following: the twenty-four-story Bank of America Tower, where the Company's headquarters are located, which was completed in 1977 and encompasses 329,178 rentable square feet and a 900 space-parking garage; the related Bank of America 12-lane drive through banking facility; and the twelve story Century Plaza Tower which was built in 1979 (renovated in 1990) and has 99,422 rentable square feet. The Properties constituted substantially all of the assets of TCTB prior to the transactions described herein and were subject to a lien to secure a promissory note payable to Wells Fargo Bank Texas, N.A. The Bank agreed to allow TCTB to distribute the assets to the partners of TCTB in exchange for the payoff of the note as described below. The asset distribution to the TCTB minority interest partners resulted in an approximate \$369,000 reduction in minority interest.

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Contemporaneous with the distribution of the Properties, the Company along with the General Partner and the other Limited Partners of TCTB collectively agreed to sell and sold 75% of their collective undivided interest in the Properties to Hampshire Plaza Garage, LLC and S.E.S. Investments, Ltd., unaffiliated third party purchasers for a privately negotiated price of \$9.0 million. This resulted in the Company, through its wholly owned subsidiary Amen Delaware, LP, selling approximately 74% of its undivided interest in the distributed assets for approximately \$6.4 million (net proceeds of approximately \$3,570,500) with a gain on the sale of approximately \$1,405,500. The sale of approximately 74% of the Company's original 71.348% interest in the assets resulted in the Company retaining approximately 18.017% in an investment in real estate aggregating \$1,687,238.

In connection with the Agreement to Distribute Assets the restricted \$2.1 million certificate of deposit that secured the Note was applied to the outstanding balance of the Note resulting in the Note balance of approximately \$3.7 million being distributed to the partners of TCTB Partners, Ltd., approximately \$2.6 million net to the Company. The Note was subsequently paid in full on October 2, 2006 through the application of approximately \$3.9 million of the \$9.0 million sales proceeds under the Purchase Agreement received on October 2, 2006. The remaining \$5.0 million of the sales proceeds (after closing costs) were paid to the Selling Partners in accordance with their respective interests in the Properties (approximately \$3.5 million to the Company). On October 3, 2006 the Company used a portion of the net proceeds from the sale to pay the remaining balance (approximately \$1.7 million) on certain promissory notes entered into by the Company in connection with its acquisition of partnership interests in TCTB (including approximately \$266,000 to Mr. Jon Morgan, President and COO of the Company, and approximately \$410,000 to an affiliate of Mr. Eric Oliver, Chairman of the Board and CEO of the Company.

### NOTE D - CONCENTRATIONS OF CREDIT RISK

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

The Company maintains cash balances at four financial institutions, which at times may exceed federally insured limits. At March 31, 2007 and 2006 the Company had approximately \$3,090,000 and \$1,276,000 respectively, of uninsured cash and cash equivalents. The Company has not experienced any losses in such accounts and believes that it is not exposed to any significant credit risks on such accounts.

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

### NOTE E - RESTRICTED CASH EQUIVALENTS

On October 18, 2005, the Company entered into a continuing agreement for

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commercial and standby letters of credit (the "Letters of Credit") with JPMorgan Chase Bank, N.A., Houston, Texas, ("JPMC"). Under the agreement JPMC may, but is not obligated to, issue one or more standby or commercial letters of credit on behalf of W Power. The Letters of Credit are generally required in the normal course of business operations to support the Company's obligations to collateralize certain obligations to electric power providers, TDSPs, and ERCOT. Currently the Letters of Credit bear an interest rate of seven-tenths of one percent (0.70%) payable quarterly in advance. In order to support the Letters of Credit, the Company, JPMC and JP Morgan Securities Inc. maintain a tri-party control agreement that creates a security interest in favor of Chase in a certain Money Market Fund the Company maintains with JPMC. At March 31, 2007, the Company had deposits with JPMC totaling \$2,197,000 collateralizing outstanding Letters of Credit.

### NOTE F - PROPERTY AND EQUIPMENT

Property and equipment, at cost, consisted of the following at March 31, 2007:

Furniture, fixtures and equipment	\$	255,466
Less: accumulated depreciation		(104,697)
		-----
	\$	150,769
		=====

Depreciation expense for the quarters ended March 31, 2007 and 2006 was \$12,996 and \$99,080, respectively.

### NOTE G - INVESTMENT IN REAL ESTATE

As discussed in Note C, effective September 27, 2006, the Company entered into an Agreement to Distribute Assets with and among the partners of TCTB Partners, Ltd. Contemporaneous with the distribution of the assets, the Company along with the General Partner and the other Limited Partners of TCTB collectively agreed to sell and sold 75% of their collective undivided interest in the assets. The sale of the Company's undivided interest in the assets resulted in the Company retaining approximate 18.017% undivided interest in the assets (see note C). On March 19, 2007, the Company contributed its 18.017% real estate interest and cash of \$478,491 to a real estate limited partnership.

At March 31, 2007, investment in real estate consisted of the following:

Real estate investment	\$	2,208,676
Equity Income from Real Estate Investment		33,161
		-----
	\$	2,241,837
		=====

### NOTE H - ROYALTY INTERESTS

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The Company currently owns two separate royalty interests, one in the state of Texas and one in the state of Oklahoma. The total consideration paid by the Company for the royalty interests was \$162,854. Under accounting principles generally accepted in the United States of America, revenues and expenses are recognized on an accrual basis. Royalty income is generally received one to two months following the month of production and the Company uses estimates to accrue royalty income.

Depletion expense for the quarter ended March 31, 2007 and 2006 was \$1,113 and \$3,196, respectively, and accumulated depletion was \$34,190 and \$29,431, respectively.

### NOTE I - LONG-TERM INVESTMENTS

Securities available-for-sale in the accompanying balance sheet at March 31, 2007 totaled \$1,127,014. The aggregate market value, cost basis, and unrealized gains and losses of securities available-for-sale, by major security type are as follows:

	Market Value	Cost Basis	Gross Unrealized Losses
	-----	-----	-----
Santa Fe Energy Trust (SFF) Common Stock	\$ 1,064,664	\$ 1,076,822	\$ 12,158
Other Securities	62,350	62,350	-
	-----	-----	-----
Total	\$ 1,127,014	\$ 1,139,172	\$ 12,158
	=====	=====	=====

### NOTE J - ACCRUED LIABILITIES

Accrued liabilities consisted of the following at March 31, 2007:

TDSP (Electricity Delivery) Charges	\$ 119,353
Sales Tax	111,192
Corporate Tithing	59,291
Executive Bonuses	407,768
Customer Deposits	143,048
Other	35,924
	-----
	\$ 876,576
	=====

### NOTE K - OPERATING SEGMENTS

The Company's business activities are mainly comprised of three reportable segments, real estate operations, a retail electricity provider ("REP"), and retail electricity aggregation services.

The commercial real estate portfolio consists of the Company's investment in a real estate joint venture (see notes C and G), consisting of an ownership of approximately 18% in two office properties located in Midland, Texas comprising an aggregate of approximately 428,560 square feet of gross leasable area.

The Company entered the retail electricity market in the state of Texas in July 2004. The retail electricity operations are primarily conducted through W Power of which the Company is the sole general partner. The REP segment sells electricity and provides the related billing, customer service, collection and remittance services to both residential and

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commercial customers.

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AMEN Properties, Inc. and Subsidiaries  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
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On April 1, 2006, the Company, through it's investment in Priority Power, began aggregating electric consumers and negotiating power prices on their behalf with retail electric providers. The aggregation of electric consumers is primarily conducted through Priority Power of which Amen is the sole general partner.

Each segment's accounting policies are the same as those described in the summary of significant accounting policies and the following tables reflect totals for quarter ended March 31, 2007 and 2006, respectively.

March 31, 2007:

	REP	Real Estate Operations	Energy Management Services	Other and Corporate	Inter-Company Transaction Eliminations
Revenues from external customers	\$ 2,321,455	\$ -	\$ 811,164	\$ -	\$ -
Revenues from other operating segments	\$ -	\$ -	\$ 6,084	\$ -	\$ (6,084)
Depreciation, amortization and depletion	\$ 3,961	\$ -	\$ 5,989	\$ 4,159	\$ -
Interest expense	\$ 3,950	\$ -	\$ -	\$ 59,436	\$ -
Segment net income (loss)	\$ 388,506	\$ 35,865	\$ 341,548	\$ (202,043)	\$ (54,953)
Segment assets	\$ 4,531,645	\$ 2,319,839	\$ 954,664	\$ 6,133,612	\$ 5,670
Goodwill	\$ -	\$ -	\$ -	2,916,085	\$ -
Expenditures for segment assets	\$ 14,451	\$ -	\$ -	\$ 4,387	\$ -

March 31, 2006:

	REP	Real Estate Operations	Energy Management Services	Other and Corporate	Inter-Company Transaction Eliminations
Revenues from external customers	\$ 3,168,707	\$ 751,605	\$ -	\$ -	\$ -
Revenues from other					

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operating segments	\$ 220,801	\$ 4,987	\$ -	\$ -	\$ (225,788)
	=====	=====	=====	=====	=====
Depreciation, amortization and depletion	\$ 3,366	\$ 95,098	\$ -	\$ 3,812	\$
	=====	=====	=====	=====	=====
Interest expense	\$ 2,911	\$ 137,751	\$ -	\$	\$
	=====	=====	=====	=====	=====
Segment net income (loss)	\$ 206,279	\$ 76,334	\$ -	\$ (46,837)	\$ (43,122)
	=====	=====	=====	=====	=====
Segment assets	\$ 3,790,410	\$ 7,443,406	\$ -	\$ 4,780,116	\$ (390,106)
	=====	=====	=====	=====	=====
Expenditures for segment assets	\$	\$ 15,932	\$ -	\$ -	\$ -
	=====	=====	=====	=====	=====

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AMEN Properties, Inc. and Subsidiaries  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
March 31, 2007  
(Unaudited)

NOTE L - LONG-TERM OBLIGATIONS

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

Long-term non-related party obligations consisted of the following at March 31, 2007:

Total NEMA Notes	\$ 2,984,139
Less related party portion	(2,057,316)
Less current portion	(108,921)
	-----
	\$ 817,902
	=====

Long-term related party obligations consisted of the following at March 31, 2007:

Related Party	\$ 2,057,316
Less current portion	(241,778)
	-----
	\$ 1,815,538
	=====

Annual maturities of long-term non-related party obligations at March 31, 2007 are as follows:

2007	\$ 108,921
2008	148,452
2009	129,455

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2010	139,783
2011	150,935
2012 and thereafter	249,277
	-----
	\$ 926,823
	=====

Annual maturities of long-term related party obligations at March 31, 2007 are as follows:

2007	\$ 241,778
2008	329,525
2009	287,357
2010	310,283
2011	335,038
2012 and thereafter	553,335
	-----
	\$ 2,057,316
	=====

NOTE M - RELATED PARTY TRANSACTIONS

The Company closed the sale and issuance of 125,000 shares of Series C Preferred Stock and 250,000 Warrants pursuant to a Purchase Agreement, as amended by the Second Amendment on March 1, 2005 between the Company and certain accredited investors, including the Company's President and Chief Operating Officer, Jon M. Morgan, the Company's Chief Executive Officer, Eric Oliver and Bruce Edgington, one of the Company's Directors.

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AMEN Properties, Inc. and Subsidiaries  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
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 (Unaudited)

The following table reflects the Series C issuance to the Company's officers and directors.

	Number of Preferred C Shares	Common Stock Equivalent	Preferred C Voting Equivalent	Purchase Price
	-----	-----	-----	-----
Eric Oliver	14,063	56,252	52,877	\$ 225,008
Jon M. Morgan	14,062	56,248	52,873	224,992
Bruce Edgington	3,125	12,500	11,750	50,000
	-----	-----	-----	-----
Total	31,250	125,000	117,500	\$ 500,000
	=====	=====	=====	=====

The following table reflects the issuance of Warrants to the Company's Officers and Directors.

	Number of Warrants	Common Stock Equivalent
--	-----------------------	----------------------------

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	-----	-----
Eric Oliver	28,126	28,126
Jon M. Morgan	28,124	28,124
Bruce Edgington	6,250	6,250
	-----	-----
Total	62,500	62,500
	=====	=====

On May 18, 2006, Jon M. Morgan and Bruce Edgington exercised their outstanding warrants (described above) for a total exercise price of \$112,496 and \$25,000, respectively. Mr. Morgan received 28,124 shares of common stock and Mr. Edgington received 6,250 shares of common stock upon the exercise of their stock warrants.

On May 25, 2006, the Company completed its acquisition of all of the outstanding partnership interests in Priority Power pursuant to a Securities Purchase Agreement by and between the Company and its subsidiary, NEMA and the partners of Priority Power dated May 18, 2006. The total purchase price was \$3,730,051, comprised of (i) \$500,000 in cash, and (ii) promissory notes with the aggregate principal amount of \$3,230,051 (see note M) from the Company and NEMA and payable to the sellers. There are several business relationships among Priority Power, its partners, the Company and its subsidiaries, and their respective affiliates. The Company's retail electricity provider subsidiary, W Power, has contractual relationships with Priority Power with respect to providing electricity to less than 0.2% of Priority Power's clients and the Company believes W Power will not provide energy to any Priority Power clients in the future. Additionally certain of the selling partners of Priority Power are customers of W Power none of which are considered significant customers. In addition, certain of the selling partners of Priority Power are also five percent or more stockholders of the Company or affiliates of stockholders of the Company, including an affiliate of Jon M. Morgan, the President and Chief Executive Officer of the Company, and Eric L. Oliver, the Chairman of the Board of Directors of the Company. Jon M. Morgan is a fifty percent owner of Anthem Oil and Gas, Inc which was a selling limited partner of Priority Power. Mr. Morgan also owned a one third interest in the selling general partner of Priority Power Management, Ltd. Eric L. Oliver owned a thirty-seven and a half percent interest in a selling limited partner of Priority Power, Oakdale Ventures, Ltd.

The following table reflects the portion of the Company's long-term obligations payable to related parties as of March 31, 2007:

	Total
	-----
Eric Oliver, Chairman of the Board	\$ 11,969
Jon M. Morgan , CEO	534,666
Padraig Ennis, VP of Priority Power	82,387
John Bick, Managing Principal of Priority Power	213,469
5% Shareholders	973,047
	-----
Total	\$ 1,815,538
	=====

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March 31, 2007

(Unaudited)

Effective September 27, 2006, the Company entered into an Agreement to Distribute Assets with and among the partners of TCTB Partners, Ltd. Contemporaneous with the distribution of the Properties, the Company along with the General Partner and the other Limited Partners of TCTB collectively agreed to sell and sold 75% of their collective undivided interest in the Properties to Hampshire Plaza Garage, LLC and S.E.S. Investments, Ltd., unaffiliated third party purchasers for a privately negotiated price of \$9.0 million (see note C).

Mr. Jon Morgan, CEO of the Company, and his affiliate were among the Selling Partners and the sale of their undivided interest in the Properties resulted in Mr. Morgan receiving a net check in the amount of \$79,317. Mr. Morgan is also an owner and officer of the General Partner of TCTB, and took actions in such capacity in connection with this transaction in addition to acting as an officer of the Company. As an owner of such General Partner, Mr. Morgan indirectly received an additional \$5,300 from the sale of the General Partner's interest in the Properties

## NOTE N - 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.

### Power Purchase Contracts

Certain contracts to purchase electricity provide for capacity payments to ensure availability and provide for adjustments based on the actual power taken under the contracts. Expected annual future capacity payments under existing agreements are estimated as follows as of March 31, 2007:

2007		\$ 3,405,625
2008		1,014,905
		-----
Total		\$ 4,420,530
		=====

## NOTE O - STOCK OPTION PLAN

The table below summarizes the Company's stock option activity for the quarter ended March 31, 2007:

Options Outstanding	Options Outstanding	Weighted Average Price
-----	-----	-----
Outstanding December 31, 2006	291,491	\$ 12.29
Options exercised	-	-

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Options forfeited	-	-
Options issued	-	-
	-----	-----
Outstanding March 31, 2007	291,491	\$ 12.29
	=====	=====

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AMEN Properties, Inc. and Subsidiaries  
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS CONTINUED  
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At March 31, 2007 the 291,491 outstanding options are fully vested and exercisable. They range in price from \$1.98 to \$61.36 and have a weighted average contractual maturity of 3.48 years. For the quarter ended March 31, 2007 the Company did not issue any stock options.

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ITEM 2. Management's Discussion and Analysis or Plan of Operation

The following discussion and analysis should be read in conjunction with the Company's unaudited consolidated financial statements and related footnotes presented in Item 1 and the Company's December 31, 2006 Form 10-KSB.

Overview

AMEN Properties, Inc., (the "Company") is a real estate and energy company engaged in owning and managing real estate, oil and gas royalties, and energy related business properties. The Company is a holding company and conducts its operations through AMEN Delaware, LP ("Delaware"); AMEN Minerals, LP ("Minerals"), W Power and Light, LP ("W Power") and Priority Power Management, Ltd ("Priority Power") each being a wholly owned subsidiary of the Company. As of December 31, 2006, the Company, through Delaware's investment in a real estate joint venture, has a commercial real estate portfolio consisting of an ownership of approximately 18% in two office properties located in Midland, Texas comprising an aggregate of approximately 428,560 square feet of gross leasable area which was exchanged for 17.8% interest in a real estate limited partnership on March 19, 2007. The Company's present oil and gas royalty holdings are through Minerals, which owns two oil and gas royalty properties, one in Nowata County, Oklahoma and the other in Hemphill County, Texas. The Company is engaged in the retail electricity market as a retail electric provider serving both retail and wholesale customers within the state of Texas through W Power. Effective April 1, 2006, AMEN Properties acquired 100% of Priority Power Management, Ltd. a Texas limited partnership, and Priority Power Management, Dallas, Ltd. a Texas limited partnership, (collectively referred to as "Priority Power"). Priority Power is primarily involved in providing energy management services and the Company believes that Priority Power's business is complimentary to the retail electricity provider business conducted by the Company's subsidiary W Power.

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### Application of Critical Accounting Policies

Our discussion and analysis of financial condition and results of operations is based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, and contingencies as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. We evaluate our assumptions and estimates on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe to be reasonable under the circumstances. These estimates form the basis for making judgments about the carrying values of assets and liabilities where that information is available from other sources. Certain estimates are particularly sensitive due to their significance to the financial statements. Actual results may differ significantly from management's estimates.

We believe that the most significant accounting policies that involve the use estimates and assumptions as to future uncertainties and, therefore, may result in actual amounts that differ from estimates are the following:

- Impairments,
- Acquisition of operating properties,
- Revenue recognition,
- Consolidation of variable interest entities,
- Allowance for doubtful accounts and
- Stock options

#### Impairments

Real estate and leasehold improvements are classified as long-lived assets held for sale or long-lived assets to be held and used. In accordance with SFAS No. 144, we record assets held for sale at the lower of carrying value or sales price less costs to sell. For assets classified as held and used, these assets are tested for recoverability when events or changes in circumstances indicate that the estimated carrying amount may not be recoverable. An impairment loss is recognized when expected undiscounted future cash flows from a Property is less than the carrying value of the Property. Our estimates of cash flows of the Properties requires us to make assumptions related to future rental rates, occupancies, operating expenses, the ability of our tenants to perform pursuant to their lease obligations and proceeds to be generated from the eventual sale of our Properties. Any changes in estimated future cash flows due to changes in our plans or views of market and economic conditions could result in recognition of additional impairment losses.

If events or circumstances indicate that the fair value of an investment accounted for using the equity method has declined below its carrying value and we consider the decline to be "other than temporary," the investment is written down to fair value and an impairment loss is recognized. The evaluation of impairment for an investment would be based on a number of factors, including financial condition and operating results for the investment, inability to remain in compliance with provisions of any related debt agreements, and

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recognition of impairments by other investors. Impairment recognition would negatively impact the recorded value of our investment and reduce net income.

### Acquisition of Operating Properties

We allocate the purchase price of acquired properties to tangible and identified intangible assets acquired based on their fair values in accordance with SFAS No. 141, "Business Combinations." We initially record the allocation based on a preliminary purchase price allocation with adjustments recorded within one year of the acquisition.

In making estimates of fair value for purposes of allocating purchase price, management utilizes sources, including, but not limited to, independent value consulting services, independent appraisals that may be obtained in connection with financing the respective property, and other market data. Management also considers information obtained about each property as a result of its pre-acquisition due diligence, marketing and leasing activities in estimating the fair value of the tangible and intangible assets acquired.

The aggregate value of the tangible assets acquired is measured based on the sum of (i) the value of the property and (ii) the present value of the amortized in-place tenant improvement allowances over the remaining term of each lease. Management's estimates of the value of the property are made using models similar to those used by independent appraisers. Factors considered by management in its analysis include an estimate of carrying costs such as real estate taxes, insurance, and other operating expenses and estimates of lost rentals during the expected lease-up period assuming current market conditions. The value of the property is then allocated among building, land, site improvements, and equipment. The value of tenant improvements is separately estimated due to the different depreciable lives.

The aggregate value of intangible assets acquired is measured based on the difference between (i) the purchase price and (ii) the value of the tangible assets acquired as defined above. This value is then allocated among above-market and below-market in-place lease values, costs to execute similar leases (including leasing commissions, legal expenses and other related expenses), in-place lease values and customer relationship values.

Above-market and below-market in-place lease values for acquired properties are calculated based on the present value (using a market interest rate which reflects the risks associated with the leases acquired) of the difference between (i) the contractual amounts to be paid pursuant to the in-place leases and (ii) management's estimate of fair market lease rates for the corresponding in-place leases, measured over a period equal to the remaining non-cancelable term of the lease for above-market leases and the initial term plus the term of the below-market fixed rate renewal option, if any, for below-market leases. We perform this analysis on a lease by lease basis. The capitalized above-market lease values are amortized as a reduction to rental income over the remaining non-cancelable terms of the respective leases. The capitalized below-market lease values are amortized as an increase to rental income over the initial term plus the term of the below-market fixed rate renewal option, if any, of the respective leases.

Management estimates costs to execute leases similar to those acquired at the property at acquisition based on current market conditions. These costs are recorded based on the present value of the amortized in-place leasing costs on a lease by lease basis over the remaining term of each lease.

The in-place lease values and customer relationship values are based on management's evaluation of the specific characteristics of each customer's lease and our overall relationship with that respective customer. Characteristics considered by management in allocating these values include the nature and

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extent of our existing business relationships with the customer, growth prospects for developing new business with the customer, the customer's credit quality, and the expectation of lease renewals, among other factors. The in-place lease value and customer relationship value are both amortized to expense over the initial term of the respective leases and projected renewal periods, but in no event does the amortization period for the intangible assets exceed the remaining depreciable life of the building.

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Should a tenant terminate its lease, the unamortized portion of the in-place lease value and the customer relationship value and above-market and below-market lease values would be charged to expense.

### Revenue Recognition

Leases with tenants are accounted for as operating leases. Minimum annual rentals are recognized on a straight-line basis over the terms of the respective leases.

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

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

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

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

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

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### Consolidation of Variable Interest Entities

We perform evaluations of each of our investment partnerships, real estate partnerships and joint ventures to determine if the associated entities constitute a Variable Interest Entity, or VIE, as defined under Interpretations 46 and 46R, "Consolidation of Variable Interest Entities," or FIN 46 and 46R, respectively. In general, a VIE is an entity that has (i) an insufficient amount of equity for the entity to carry on its principal operations, without additional subordinated financial support from other parties, (ii) a group of equity owners that are unable to make decisions about the entity's activities, or (iii) equity that does not absorb the entity's losses or receive the benefits of the entity. If any one of these characteristics is present, the entity is subject to FIN 46R's variable interests consolidation model.

Quantifying the variability of VIEs is complex and subjective, requiring consideration and estimates of a significant number of possible future outcomes as well as the probability of each outcome occurring. The results of each possible outcome are allocated to the parties holding interests in the VIE and, based on the allocation, a calculation is performed to determine which party, if any, has a majority of the potential negative outcomes (expected losses) or a majority of the potential positive outcomes (expected residual returns). That party, if any, is the VIE's primary beneficiary and is required to consolidate the VIE. Calculating expected losses and expected residual returns requires modeling potential future results of the entity, assigning probabilities to each potential outcome, and allocating those potential outcomes to the VIE's interest holders. If our estimates of possible outcomes and probabilities are incorrect, it could result in the inappropriate consolidation or deconsolidation of the VIE.

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For entities that do not constitute VIEs, we consider other GAAP, as required, determining (i) consolidation of the entity if our ownership interests comprise a majority of its outstanding voting stock or otherwise control the entity, or (ii) application of the equity method of accounting if we do not have direct or indirect control of the entity, with the initial investment carried at costs and subsequently adjusted for our share of net income or less and cash contributions and distributions to and from these entities.

### Allowance for Doubtful Accounts

Our accounts receivable balance is reduced by an allowance for amounts that may become uncollectible in the future. Our receivable balance is composed primarily of rents and operating cost recoveries due from its tenants and billed and unbilled customer retail electricity usage flowed for a given period. The allowance for doubtful accounts is reviewed at least quarterly for adequacy by reviewing such factors as the credit quality of our tenants and customers, any delinquency in payment, historical trends and current economic conditions. If the assumptions regarding our ability to collect accounts receivable prove incorrect, we could experience write-offs in excess of the allowance for doubtful accounts, which would result in a decrease in net income. The Company estimated the allowance for doubtful accounts related to W Power's billed account receivables to be approximately 0.2% percent of W Power's billed electricity billed revenue for the quarter ended March 31, 2007. Due to the limited historical data, the Company regularly reviews the accounts receivable and accordingly makes adjustments in estimating the allowance for doubtful accounts.

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### Stock Options

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

### Results of Operations

#### Overview

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For the quarter ended March 31, 2007, the Company generated earnings per share of \$0.22, an increase of 144% over the same quarter in 2006. Much of this earnings growth came from Priority Power, which was acquired effective April 1, 2006 and contributed \$341,548 to this quarter's earnings. W Power's earnings grew 88.3% over the same period last year, driven primarily by sharply reduced wholesale power supply costs.

#### Revenues

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Total operating revenue for the quarter was \$3,132,619, a decrease of 20% versus the same quarter in 2006, as shown in the table below:

Description	Quarter Ended		Change
	3/31/07	3/31/06	
Rental Revenue	\$ -	\$ 751,605	\$ (751,605)
Energy Management Fees	811,164	-	811,164
Retail Electricity Revenue	2,321,455	3,168,707	(847,252)
Total	\$ 3,132,619	\$ 3,920,312	\$ (787,693)

As shown above, Rental Revenue was eliminated due to the Company's disposition of real estate assets, as described in Note C. The growth in energy management fees, caused by the purchase of Priority Power effective April 1, 2006, was overcome by a 27% decrease in W Power revenues. Though W Power retail volume increased 2% for the period, reduced wholesale supply costs were passed on to retail customers through reduced rates. W Power also experienced reduced bilateral wholesale power supply sales for the period, contributing to a reduction in wholesale power revenue.

#### Operating expenses

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Operating Expenses decreased \$968,000 versus the same quarter in 2006, a decrease of 27%. The decline was driven by the elimination of expenses associated with Real Estate Operations (\$478,386 in Q1 2006) and a decrease of \$993,312 in Cost of Goods and Services, driven primarily by reduced wholesale power supply rates associated with W Power. These decreases were partially offset by an increase in General & Administrative expenses of \$532,752, driven primarily by the purchase of Priority Power effective April 1, 2006.

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### Operating activities

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During the first quarter of 2007, net cash provided by operating activities was \$919,511. This was driven by a number of factors:

- o Accounts Receivable declined \$199,158 for the period, offset by an increase of \$200,526 in Other Receivables, primarily related to the purchase of Priority Power.
- o Accrued Liabilities grew \$211,601 during the quarter, primarily related to accrual for executive bonuses and corporate tithing.
- o Deferred revenue related to aggregation fees grew \$240,253 during the quarter.

### Investing activities

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For the three months ended March 31, 2007, the net cash used in investing activities was \$1,574,152. This was driven by two primary activities:

- o The Company invested \$478,491 in the Hampshire Plaza Garage Limited Partnership in exchange for an 18.017% interest in the partnership, as discussed in Note C.
- o \$1,076,822 was used to purchase marketable securities (see Note I).

### Financing activities

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Net cash used in financing activities was \$166,509 for the three months ended March 31, 2007. This entire amount is related to the repayment of notes for the purchase of Priority Power (the "NEMA" notes).

Currently, the Company has a net operating tax loss ("NOL") carry forward in excess of \$30 million. This NOL is mainly related to the Company's operations prior to the Company presenting the 2002 business plan to shareholders. Management believes the present value of this NOL is between at \$2.5 to \$5 million and has been diligent in its efforts to ensure its preservation and utilization. The Company believes that the utilization, without limitation, of the Company's NOL will be determined by the ability of management to limit the issue of new equity due to IRC Section 382 restrictions. However, if an opportunity presents itself that would be more valuable to the shareholders than the approximate \$2.5 to \$5 million present value we have assigned the NOL we will strongly consider pursuing the deal and would consider issuing equity to do so.

### ITEM 3. Controls and Procedures

The Company has carried out an evaluation under the supervision of management, including the Chairman and Chief Executive Officer and the Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on that evaluation, the Company's Chairman and Chief Executive Officer and Chief Financial Officer have concluded that, and have reported to the Audit Committee of the Company's Board of Directors that, management has identified certain deficiencies in the disclosure controls and procedures. The deficiencies noted were (a) a lack of documented control procedures (b) the lack of segregation of duties and (c) insufficient supervision of the Company's accounting personnel. The Company believes such deficiencies are primarily attributable to the Company currently having only one full time employee at the corporate level and the continuing development of the Company's new start up subsidiary W Power and Light, L.P. Management believes that the deficiencies noted above do not materially interfere with the Company's timely disclosure of information required to be disclosed by the Company in

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reports filed or submitted under the Securities Exchange Act 1934, as amended, because accounting personnel and a member of management have first-hand knowledge of the daily transactions of the Company and that first-hand knowledge enables such personnel to accumulate and communicate such information to the Company's management, including its principal executive and principal financial officer as appropriate to allow timely decisions regarding disclosure. Therefore the Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report to ensure that information required to be disclosed by the Company in the reports that the Company files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

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There have not been any changes in the Company's disclosure controls and procedures during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's disclosure controls and procedures over financial reporting.

PART II OTHER INFORMATION

ITEM 1. Legal Proceedings

None to report.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds.

None to report.

ITEM 3. Defaults Upon Senior Securities

None to report.

ITEM 4. Submission of Matters to a Vote of Security Holders

None to report.

ITEM 5. Other Information

None to report.

ITEM 6. Exhibits

(a) EXHIBITS:

EXHIBIT

NUMBER	DESCRIPTION
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3.1+	Certificate of Incorporation and Certificates of Amendments thereto of DIDAX INC.
3.1(a)+	Certificate of Correction regarding Certificate of Incorporation
3.1(b)**	Certificate of Amendment thereto of DIDAX INC.
3.2+++	Certificate of Amendment thereto of Crosswalk.com, Inc.

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3.3+ Bylaws and amendments thereto of the Company

3.4~ Certificate of Designation for Series A Preferred Stock

3.4(a)~~ Amended Certificate of Designation for Series A Preferred Stock

3.5~~ Certification of Designation for Series B Preferred Stock

3.6\*\*\* Certificate of Amendment of Certificate of Incorporation dated May 26, 2004

3.7@ Certificate of Designation for Series C Preferred Stock

4.1+ Warrant Certificate between the Company and Robert Varney dated July 10, 1996

4.2+ Warrant Certificate between the Company and Robert Varney dated September 26, 1996

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4.3+ Warrant Certificate between the Company and Bruce Edgington dated July 30, 1996

4.4+ Warrant Certificate between the Company and Bruce Edgington dated October 30, 1996

4.5@ Form of Warrant Certificate dated March 1, 2005

10.1// Asset Purchase Agreement between the Company and Blue Hill Media, Inc. dated December 13, 2002

10.2+ Form of Stock Option Agreement

10.3+ 1997 Stock Option Plan

10.4\* 1997 Stock Option Plan, as amended April 6, 1998

10.5\* 1998 Stock Option Plan

10.6\*\* 1998 Stock Option Plan, as amended February 26, 1999

10.7## 1998 Stock Option Plan, as amended March 3, 2000

10.8++ Stock Purchase Agreement between the Company and A. Scott Dufford for Series A Preferred Stock dated September 29, 2000

10.9++ Stock Purchase Agreement between the Company and John R. Norwood for Series A Preferred Stock dated September 29, 2000

10.10++ Stock Purchase Agreement between the Company and J.M. Mineral and Land Co. for Series A Preferred Stock dated September 29, 2000

10.11++ Stock Purchase Agreement between the Company and Jon M. Morgan Pension Plan for Series A Preferred Stock dated September 29, 2000

10.12++ Stock Purchase Agreement between the Company and Stallings Properties, Ltd. for Series A Preferred Stock dated September 29, 2000

10.13++ Stock Purchase Agreement between the Company and John D. Bergman for

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Series A Preferred Stock dated September 29, 2000

- 10.14++ Stock Purchase Agreement between the Company and Julia Jones Family Trust for Series A Preferred Stock dated September 29, 2000
- 10.15++ Stock Purchase Agreement between the Company and Dodge Jones Foundation for Series A Preferred Stock dated September 29, 2000
- 10.16++ Stock Purchase Agreement between the Company and Soft Op, L.P. for Series A Preferred Stock dated September 29, 2000
- 10.17++ Stock Purchase Agreement between the Company and Lighthouse Partners, L.P. for Series A Preferred Stock dated September 29, 2000
- 10.18++ Stock Purchase Agreement between the Company and Ray McGlothlin, Jr. for Series A Preferred Stock dated September 29, 2000
- 10.19++ Stock Purchase Agreement between the Company and Gary J. Lamb for Series A Preferred Stock dated September 29, 2000
- 10.20++ Stock Purchase Agreement between the Company and Frosty Gilliam, Jr. for Series A Preferred Stock dated September 29, 2000

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- 10.21++ Stock Purchase Agreement between the Company and Bruce Edgington for Series B Preferred Stock dated December 31, 2001
- 10.22++ Stock Purchase Agreement between the Company and Dodge Jones Foundation for Series B Preferred Stock dated December 31, 2001
- 10.23++ Stock Purchase Agreement between the Company and Earl E. Gjelde for Series B Preferred Stock dated December 31, 2001
- 10.24++ Stock Purchase Agreement between the Company and Jon M. Morgan for Series B Preferred Stock dated December 31, 2001
- 10.25++ Stock Purchase Agreement between the Company and Soft Op, L.P. for Series B Preferred Stock dated December 31, 2001
- 10.26++ Annex to the Stock Purchase Agreement for Series A Preferred Stock dated September 29, 2000
- 10.27# Agreement to Suspend Dividends and Consent of the Holders of Series A Preferred Stock of Amen Properties, Inc. dated May 30, 2003.
- 10.28# Agreement to Suspend Dividends and Consent of Holders of Series B Convertible Preferred Stock of Amen Properties, Inc. dated May 30, 2003.
- 10.29^ Consent, Waiver and Amendment of the holders of Series A Preferred Stock dated January 2005 (identical copy executed by each holder)
- 10.30^ Consent, Waiver and Amendment of the holders of Series B Preferred Stock dated January 2005 (identical copy executed by each holder)
- 10.31++ Annex to the Stock Purchase Agreement for Series B Preferred Stock dated December 31, 2001
- 10.32// Agreement and Transfer of Limited Partnership Interest between the

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Company and the Selling Partners of TCTB Partners, Ltd. dated October 31, 2002

- 10.33// Amended Promissory Note between the Company and A. Scott Dufford dated October 31, 2002, with schedule describing all outstanding Amended Promissory Notes between the Company and the Selling Partners of TCTB Partners, Ltd, which are identical other than differences stated in the schedule.
- 10.34// Credit Agreement between TCTB Partners, Ltd. and Wells Fargo Bank Texas, N.A. dated June 5, 2002, the exhibits of which are not included due to their size.
- 10.35// Lease Agreement between TCTB Partners, Ltd. and Bank of America, N.A. dated September 30, 2003.
- 10.36// Lease Agreement between TCTB Partners, Ltd. and Pioneer Natural Resources USA, Inc. dated April 4, 2000.
- 10.38### Employment and Noncompetition Agreement between the Company and Kevin Yung dated as of July 1, 2004
- 10.39@@ Agreement to Distribute Assets among TCTB Partners, Ltd. and its partners dated as of December 31, 2004
- 10.40@@ Purchase Agreement between certain partners of TCTB Partners, Ltd. and 1500 Broadway Partners, Ltd. dated as of December 31, 2004
- 10.41@ Securities Purchase Agreement between the Company and certain investors dated January 18, 2005, as amended by a First Amendment dated January 28, 2005 and a Second Amendment dated February 28, 2005
- 10.42@ Loan Agreement between Amen Properties, Inc. and Western National Bank

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- 10.43@ Western National Bank Revolving Line of Credit Note
- 11 Statement of computation of earnings per share
- 21.1 Subsidiaries of the Company
- 31.1 Certification of Chief Executive Officer.
- 31.2 Certification of Chief Financial Officer.
- 32.1 Certification of Chief Executive Officer Pursuant to 18 USC ss.1350.
- 32.2 Certification of Chief Financial Officer Pursuant to 18 USC ss.1350.
- 99.1 Press release regarding March 31, 2006 Quarterly Report on Form 10-QSB

+ Incorporated by reference to the Company's Registration Statement on Form SB-2 declared effective by the Securities and Exchange Commission on September 24, 1997, SEC File No. 333-25937

++ Incorporated by reference to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 29, 2002, amended July 25, 2002 and August 14, 2002.



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Chief Executive Officer

May 22, 2008      By: /s/ Kris Oliver  
-----  
Kris Oliver,  
Chief Financial Officer and Secretary

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+++ Filed as an Appendix to the Company's Proxy Statement on Schedule 14-A filed with the Securities and Exchange Commission on January 13, 2003.

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\* Incorporated by reference to the Company's Registration Statement Post Effective Amendment No. 1 to Form SB-2 declared effective by the Securities and Exchange Commission on July 2, 1998, SEC File No. 333-25937

\*\* Incorporated by reference to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 30, 2000.

\*\*\* Incorporated by reference to the Company's Report on Form 8-K filed with the Securities and Exchange Commission on June 10, 2004.

# Incorporated by reference to the Company's Form 8-K filed with the Securities and Exchange Commission on June 4, 2003.

## Filed as an Appendix to the Company's Proxy Statement on Schedule 14-A filed with the Securities and Exchange Commission on March 30, 2000.

### Incorporated by reference to the Company's Report on Form 8-K filed with the Securities and Exchange Commission on August 13, 2004

~ Incorporated by reference to the Company's Registration Statement on Form S-3 declared effective by the Securities and Exchange Commission on December 1, 2000, SEC File No. 333-49126

~~ Incorporated by reference to the Company's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on April 5, 2002, SEC file No. 333-85636

// Incorporated by reference to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 24, 2003.

@ Incorporated by reference to the Company's Report on Form 8-K filed with the

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Securities and Exchange Commission on March 4, 2005.

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^ Incorporated by reference to the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2005.