

PRIMEENERGY CORP
Form 10-Q
November 15, 2010
[Table of Contents](#)

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

X **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2010

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 0-7406

PrimeEnergy Corporation

(Exact name of registrant as specified in its charter)

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Delaware **84-0637348**
(State or other jurisdiction of (I.R.S. employer
incorporation or organization) **Identification No.)**
One Landmark Square, Stamford, Connecticut 06901
(Address of principal executive offices)
(203) 358-5700
(Registrant's telephone number, including area code)
(Former name, former address and former fiscal year, if changed since last report)

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

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares outstanding of each class of the Registrant's Common Stock as of November 12, 2010 was: Common Stock, \$0.10 par value, 2,855,053 shares.

Table of Contents

PrimeEnergy Corporation

Index to Form 10-Q

September 30, 2010

| | Page |
|---|-------------|
| <u>Part I - Financial Information</u> | |
| <u>Item 1. Financial Statements</u> | |
| <u>Consolidated Balance Sheet - September 30, 2010 and December 31, 2009</u> | 3-4 |
| <u>Consolidated Statement of Operations for the nine and three months ended September 30, 2010 and 2009</u> | 5-6 |
| <u>Consolidated Statement of Stockholders - Equity for the nine months ended September 30, 2010</u> | 7 |
| <u>Consolidated Statement of Comprehensive Income for the nine months ended September 30, 2010 and 2009</u> | 8 |
| <u>Consolidated Statement of Cash Flows for the nine months ended September 30, 2010 and 2009</u> | 9 |
| <u>Notes to Consolidated Financial Statements</u> | 10-16 |
| <u>Item 2. Management's Discussion and Analysis of Financial Conditions and Results of Operation</u> | 17-19 |
| <u>Item 3. Quantitative and Qualitative Disclosures About Market Risk</u> | 20 |
| <u>Item 4. Controls and Procedures</u> | 20 |
| <u>Part II - Other Information</u> | 20 |
| <u>Item 1. Legal Proceedings</u> | 20 |
| <u>Item 1A. Risk Factors</u> | 20 |
| <u>Item 2. Unregistered Sales of Equity Securities and Use of Proceeds</u> | 20 |
| <u>Item 3. Defaults Upon Senior Securities</u> | 21 |
| <u>Item 4. Reserved</u> | 21 |
| <u>Item 5. Other Information</u> | 21 |
| <u>Item 6. Exhibits</u> | 22 |
| <u>Signatures</u> | 25 |

Table of Contents

PART I FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

PrimeEnergy Corporation

Consolidated Balance Sheet

September 30, 2010 and December 31, 2009

| | September 30, 2010 (Unaudited) | December 31, 2009 (Audited) |
|---|--------------------------------------|-----------------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 12,495,000 | \$ 11,779,000 |
| Restricted cash and cash equivalents | 5,980,000 | 5,497,000 |
| Accounts receivable, net | 12,185,000 | 13,876,000 |
| Due from related parties | 66,000 | 30,000 |
| Prepaid expenses | 1,910,000 | 1,100,000 |
| Derivative contracts | 3,950,000 | 657,000 |
| Inventory at cost | 1,165,000 | 1,871,000 |
| Deferred income taxes | 717,000 | 838,000 |
| Total current assets | 38,468,000 | 35,648,000 |
| Property and equipment, at cost | | |
| Oil and gas properties (successful efforts method), net | 159,610,000 | 173,843,000 |
| Field service equipment and other, net | 6,868,000 | 7,263,000 |
| Net property and equipment | 166,478,000 | 181,106,000 |
| Other assets | 1,561,000 | 764,000 |
| Total assets | \$ 206,507,000 | \$ 217,518,000 |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation

Consolidated Balance Sheet

September 30, 2010 and December 31, 2009

| | September 30, 2010 (Unaudited) | December 31, 2009 (Audited) |
|---|--------------------------------------|-----------------------------------|
| LIABILITIES and STOCKHOLDERS EQUITY | | |
| Current liabilities: | | |
| Current bank debt | \$ | \$ 7,000,000 |
| Accounts payable | 25,539,000 | 21,291,000 |
| Current portion of asset retirement and other long-term obligations | 3,905,000 | 3,374,000 |
| Derivative liability short term | 1,180,000 | 2,288,000 |
| Accrued liabilities | 5,791,000 | 5,985,000 |
| Due to related parties | 272,000 | 450,000 |
| Total current liabilities | 36,687,000 | 40,388,000 |
| Long-term bank debt | 69,325,000 | 86,955,000 |
| Indebtedness to related parties | 20,000,000 | 20,000,000 |
| Asset retirement obligations | 16,930,000 | 16,862,000 |
| Derivative liability long term | 691,000 | 2,892,000 |
| Deferred income taxes | 20,558,000 | 16,635,000 |
| Total liabilities | 164,191,000 | 183,732,000 |
| Stockholders equity PrimeEnergy: | | |
| Common stock, \$.10 par value; 2010 and 2009: Authorized: 4,000,000 shares, issued: 3,836,397 shares; outstanding 2010: 2,861,929 shares; outstanding 2009: 3,032,097 shares | 383,000 | 383,000 |
| Paid in capital | 5,490,000 | 5,465,000 |
| Retained earnings | 54,198,000 | 43,725,000 |
| Accumulated other comprehensive income (loss), net | | (214,000) |
| | 60,071,000 | 49,359,000 |
| Treasury stock, at cost; 2010: 974,468 shares; 2009: 804,300 shares | (27,787,000) | (25,417,000) |
| Total stockholders equity PrimeEnergy | 32,284,000 | 23,942,000 |
| Non-controlling interest | 10,032,000 | 9,844,000 |
| Total stockholders equity | 42,316,000 | 33,786,000 |
| Total liabilities and stockholders equity | \$ 206,507,000 | \$ 217,518,000 |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation

Consolidated Statement of Operations

Nine Months Ended September 30, 2010 and 2009

(Unaudited)

| | 2010 | 2009 |
|--|----------------------|-----------------------|
| Revenue: | | |
| Oil and gas sales | \$ 63,591,000 | \$ 49,975,000 |
| Field service income | 12,192,000 | 12,923,000 |
| Administrative overhead fees | 6,336,000 | 6,271,000 |
| Gain on derivative instruments | 7,062,000 | 179,000 |
| Other income | 199,000 | 15,000 |
| Total revenue | 89,380,000 | 69,363,000 |
| Costs and expenses: | | |
| Lease operating expense | 25,261,000 | 25,054,000 |
| Field service expense | 10,138,000 | 11,667,000 |
| Depreciation, depletion and amortization | 24,238,000 | 31,584,000 |
| Loss on settlement of asset retirement obligation | 2,000 | 1,722,000 |
| General and administrative expense | 9,817,000 | 8,498,000 |
| Exploration costs | 90,000 | 13,000 |
| Total costs and expenses | 69,546,000 | 78,538,000 |
| Gain on sale and exchange of assets | 1,686,000 | 212,000 |
| Income (loss) from operations | 21,520,000 | (8,963,000) |
| Other income and expenses: | | |
| Less: Interest expense | 5,266,000 | 5,297,000 |
| Add: Interest income | 32,000 | 45,000 |
| Income (loss) before provision (benefit) for income taxes | 16,286,000 | (14,215,000) |
| Provision (benefit) for income taxes | 4,776,000 | (4,775,000) |
| Net income (loss) | 11,510,000 | (9,440,000) |
| Less: Net income attributable to non-controlling interest | 1,037,000 | 527,000 |
| Net income (loss) attributable to PrimeEnergy | \$ 10,473,000 | \$ (9,967,000) |
| Basic income (loss) per common share | \$ 3.54 | \$ (3.28) |
| Diluted income (loss) per common share | \$ 2.84 | \$ (3.28) |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation

Consolidated Statement of Operations

Three Months Ended September 30, 2010 and 2009

(Unaudited)

| | 2010 | 2009 |
|--|-------------------|-----------------------|
| Revenue: | | |
| Oil and gas sales | \$ 19,757,000 | \$ 17,426,000 |
| Field service income | 4,349,000 | 3,741,000 |
| Administrative overhead fees | 2,188,000 | 1,954,000 |
| Gain/(loss) on derivative instruments | (2,181,000) | 179,000 |
| Other income | 6,000 | |
| Total revenue | 24,119,000 | 23,300,000 |
| Costs and expenses: | | |
| Lease operating expense | 7,724,000 | 8,376,000 |
| Field service expense | 3,605,000 | 3,463,000 |
| Depreciation, depletion and amortization | 7,309,000 | 9,452,000 |
| Loss on settlement of asset retirement obligation | 2,000 | 111,000 |
| General and administrative expense | 3,840,000 | 2,878,000 |
| Exploration costs | 85,000 | 13,000 |
| Total costs and expenses | 22,565,000 | 24,293,000 |
| Gain on sale and exchange of assets | 1,336,000 | 12,000 |
| Income (loss) from operations | 2,890,000 | (981,000) |
| Other income and expenses: | | |
| Less: Interest expense | 1,633,000 | 2,162,000 |
| Add: Interest income | 10,000 | 7,000 |
| Income (loss) before provision (benefit) for income taxes | 1,267,000 | (3,136,000) |
| Provision (benefit) for income taxes | 142,000 | (1,165,000) |
| Net income (loss) | 1,125,000 | (1,971,000) |
| Less: Net income attributable to non-controlling interest | 327,000 | 344,000 |
| Net income (loss) attributable to PrimeEnergy | \$ 798,000 | \$ (2,315,000) |
| Basic income (loss) per common share | \$.28 | \$ (.76) |
| Diluted income (loss) per common share | \$.22 | \$ (.76) |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation
Consolidated Statement of Stockholders' Equity
Nine Months Ended September 30, 2010
(Unaudited)

| | Common Stock | | Additional Paid in Capital | Retained Earnings | Accumulated Other Comprehensive Income (Loss) | Treasury Stock | Total Stockholders' Equity | | Non-Controlling Interest | Total Stockholders Equity |
|---|--------------|------------|----------------------------------|----------------------|---|-----------------|-------------------------------|---------------|-----------------------------|---------------------------------|
| | Shares | Amount | | | | | PrimeEnergy | | | |
| Balance at December 31, 2009 | 3,836,397 | \$ 383,000 | \$ 5,465,000 | \$ 43,725,000 | \$ (214,000) | \$ (25,417,000) | \$ 23,942,000 | \$ 9,844,000 | \$ 33,786,000 | |
| Purchase 170,168 shares of common stock | | | | | | (2,370,000) | (2,370,000) | | (2,370,000) | |
| Net income | | | | 10,473,000 | | | 10,473,000 | 1,037,000 | 11,510,000 | |
| Other comprehensive income, net of taxes | | | | | 214,000 | | 214,000 | | 214,000 | |
| Purchase of non-controlling interests | | | 25,000 | | | | 25,000 | (31,000) | (6,000) | |
| Distributions to non-controlling interests | | | | | | | | (818,000) | (818,000) | |
| Balance at September 30, 2010 | 3,836,397 | \$ 383,000 | \$ 5,490,000 | \$ 54,198,000 | \$ | \$ (27,787,000) | \$ 32,284,000 | \$ 10,032,000 | \$ 42,316,000 | |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation

Consolidated Statement of Comprehensive Income

Nine Months Ended September 30, 2010 and 2009

(Unaudited)

| | 2010 | 2009 |
|--|---------------|-----------------|
| Net income (loss) | \$ 11,510,000 | \$ (9,440,000) |
| Other comprehensive income (loss), net of taxes: | | |
| Reclassification adjustment for settled contracts, net of taxes of \$125,000 and \$344,000, respectively | 222,000 | 611,000 |
| Changes in fair value of hedge positions, net of taxes of \$5,000 and \$1,133,000, respectively | (8,000) | (2,014,000) |
| Total other comprehensive income (loss) | 214,000 | (1,403,000) |
| Comprehensive income (loss) | 11,724,000 | (10,843,000) |
| Less: Comprehensive income attributable to non-controlling interest | 1,037,000 | 527,000 |
| Comprehensive income (loss) attributable to PrimeEnergy | \$ 10,687,000 | \$ (11,370,000) |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation

Consolidated Statements of Cash Flows

Nine Months Ended September 30, 2010 and 2009

(Unaudited)

| | 2010 | 2009 |
|---|----------------------|----------------------|
| Cash flows from operating activities: | | |
| Net income (loss) | \$ 10,473,000 | \$ (9,967,000) |
| Adjustments to reconcile net income (loss) to net cash provided by operating activities: | | |
| Non-controlling interest in earnings of partnerships | 1,037,000 | 527,000 |
| Depreciation, depletion, amortization and accretion on discounted liabilities | 24,238,000 | 31,584,000 |
| Gain on sale of properties | (1,686,000) | (212,000) |
| Unrealized gain on derivative instruments | (7,062,000) | (179,000) |
| Provision for deferred income taxes | 6,944,000 | (4,393,000) |
| Loss on settlement of asset retirement obligation | 2,000 | 1,722,000 |
| Changes in assets and liabilities: | | |
| (Increase) decrease in accounts receivable | (775,000) | 8,344,000 |
| (Increase) decrease in due from related parties | (37,000) | 580,000 |
| (Increase) decrease in inventories | 707,000 | (78,000) |
| (Increase) decrease in prepaid expenses and other assets | (253,000) | 909,000 |
| Increase (decrease) in accounts payable | 3,764,000 | (1,768,000) |
| Increase (decrease) in accrued liabilities | 566,000 | (94,000) |
| Increase (decrease) in due to related parties | (176,000) | 103,000 |
| Net cash provided by operating activities | 37,742,000 | 27,078,000 |
| Cash flows from investing activities | | |
| Capital expenditures, including exploration expense | (9,621,000) | (10,055,000) |
| Proceeds from sale of properties and equipment | 1,686,000 | 212,000 |
| Net cash used in investing activities | (7,935,000) | (9,843,000) |
| Cash flows from financing activities | | |
| Purchase of stock for treasury | (2,370,000) | (268,000) |
| Purchase of non-controlling interests | (6,000) | (149,000) |
| Increase in long-term bank debt and other long-term obligations | 48,270,000 | 33,899,000 |
| Repayment of long-term bank debt and other long-term obligations | (74,167,000) | (47,249,000) |
| Distribution to non-controlling interest | (818,000) | (955,000) |
| Net cash used in financing activities | (29,091,000) | (14,722,000) |
| Net increase in cash and cash equivalents | 716,000 | 2,513,000 |
| Cash and cash equivalents at the beginning of the period | 11,779,000 | 11,808,000 |
| Cash and cash equivalents at the end of the period | \$ 12,495,000 | \$ 14,321,000 |

Supplemental disclosures:

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| | | |
|-------------------|--------------|--------------|
| Income taxes paid | \$ 2,167,000 | \$ 383,000 |
| Interest paid | \$ 5,266,000 | \$ 5,297,000 |

See accompanying notes to the consolidated financial statements.

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

(1) Interim Financial Statements:

The accompanying consolidated financial statements of PrimeEnergy Corporation ("PEC"), with the exception of the consolidated balance sheet at December 31, 2009, have not been audited by independent public accountants. In accordance with applicable SEC rules and regulations, the accompanying interim financial statements do not include all disclosures presented in annual financial statements and the reader should refer to the Company's Form 10-K for the year ended December 31, 2009 filed April 15, 2010. In the opinion of management, the accompanying interim consolidated financial statements reflect all adjustments necessary to present fairly the financial position as of, and the results of operations and cash flows for, the periods presented. All such adjustments are of a normal recurring nature. Certain amounts presented in prior period financial statements have been reclassified for consistency with current period presentation. The results for interim periods are not necessarily indicative of annual results. For purposes of disclosure in the consolidated financial statements, subsequent events have been evaluated through the date the statements were issued.

Recently Adopted Accounting Standards

In January 2010, the Financial Accounting Standards Board (FASB) issued an Accounting Standards Update (ASU), Oil and Gas Reserve Estimation and Disclosures, which aligns the FASB's oil and gas reserve estimation and disclosure requirements with the requirements in SEC Release No. 33-8955, Modernization of Oil and Gas Reporting Requirements (the "Release") issued in December 2008. The ASU is effective for reporting periods ending on or after December 31, 2009. The provisions include changes to pricing used to estimate reserves (with the use of an average of the first-day-of-the-month price for the 12-month period, rather than a year-end price for determining whether reserves can be produced economically), an expanded definition of oil and gas producing activities to include nontraditional resources, and amended definitions of key terms such as "reliable technology" and "reasonable certainty" which are used in estimating proved oil and gas reserve quantities. The primary objectives of the revisions are to increase the transparency and information value of reserve disclosures and improve comparability among oil and gas companies. The adoption of these requirements did not significantly impact the reported value of the Company's reserves or its financial statements.

In February 2010, the FASB issued authoritative guidance on subsequent events that removes the requirement for an SEC filer to disclose the date through which subsequent events have been evaluated in both issued and revised financial statements. This guidance was effective upon issuance. The adoption of the subsequent events standard had no impact on our consolidated financial position, results of operations or cash flows.

In January 2010, the FASB issued changes clarifying existing disclosure requirements for fair value measurements and requiring gross presentation of activities within the reconciliation for the period, whereby entities must present separately information about purchases, sales, issuances and settlements. The update also added a new requirement to disclose fair value transfers in and out of Levels 1 and 2 and describe the reasons for the transfers. These changes were effective for financial statements issued for the first interim or annual reporting period beginning after December 15, 2009, except for gross presentation of the Level 3 reconciliation for the period, which will become effective for annual reporting periods beginning after December 15, 2010. There was no impact on the Company's consolidated financial position, results of operations or cash flows as a result of the adoption of the required provisions.

(2) Acquisitions and Dispositions

Historically the Company has repurchased the interests of the partners and trust unit holders in certain of the Partnerships, which consist primarily of oil and gas interests. The Company purchased such interests in an amount totaling \$6,000 and \$149,000 for the nine months ended September 30, 2010 and 2009, respectively.

(3) Restricted Cash and Cash Equivalents:

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Restricted cash and cash equivalents include \$5,980,000 and \$5,497,000 at September 30, 2010 and December 31, 2009, respectively, of cash primarily pertaining to oil and gas revenue payments. There were corresponding accounts payable recorded at September 30, 2010 and December 31, 2009 for these liabilities. Both the restricted cash and the accounts payable are classified as current on the accompanying balance sheet.

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

(4) Additional Balance Sheet Information

Certain balance sheet amounts are comprised of the following:

| | September 30, 2010 | December 31, 2009 |
|---------------------------------------|----------------------|----------------------|
| Accounts Receivable: | | |
| Joint interest billing | \$ 2,558,000 | \$ 2,411,000 |
| Trade receivables | 1,653,000 | 1,565,000 |
| Oil and gas sales | 7,719,000 | 7,774,000 |
| Refundable prior years income taxes | | 2,466,000 |
| Other | 688,000 | 83,000 |
| | 12,618,000 | 14,299,000 |
| Less: Allowance for doubtful accounts | 433,000 | 423,000 |
| Total | \$ 12,185,000 | \$ 13,876,000 |
| Accounts Payable: | | |
| Trade | \$ 7,125,000 | \$ 5,862,000 |
| Royalty and other owners | 9,982,000 | 9,920,000 |
| Other | 8,432,000 | 5,509,000 |
| Total | \$ 25,539,000 | \$ 21,291,000 |
| Accrued Liabilities: | | |
| Compensation and related expenses | \$ 2,861,000 | \$ 2,009,000 |
| Property costs | 841,000 | 2,137,000 |
| Income tax | 724,000 | 170,000 |
| Other | 1,365,000 | 1,669,000 |
| Total | \$ 5,791,000 | \$ 5,985,000 |

(5) Property and Equipment:

Property and equipment at September 30, 2010 and December 31, 2009 consisted of the following:

| September 30, 2010 | December 31, 2009 |
|-----------------------|----------------------|
|-----------------------|----------------------|

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| | | |
|--|----------------|----------------|
| Proved oil and gas properties, at cost | \$ 448,994,000 | \$ 441,035,000 |
| Unproved oil and gas properties, at cost | 1,322,000 | 1,322,000 |
| Less: Accumulated depletion and depreciation | 290,706,000 | 268,514,000 |
| | \$ 159,610,000 | \$ 173,843,000 |
| Field service equipment and other | 19,665,000 | 19,462,000 |
| Less: Accumulated depreciation | 12,797,000 | 12,199,000 |
| | \$ 6,868,000 | \$ 7,263,000 |
| Total net property and equipment | \$ 166,478,000 | \$ 181,106,000 |

(6) Long-Term Bank Debt:

The Company's long-term debt associated with the offshore credit facility with its principal lender was closed, and a final payment of \$3,500,000 was made on July 28, 2010.

Effective July 30, 2010 the Company entered into a second amended and restated credit agreement between Compass Bank as agent and a syndicated group of lenders. The Company is party to a revolving line of credit and letter of credit facility of up to \$250 million. This facility has a maturity date of July 30, 2014. The determination of the borrowing base is made by the lenders taking into consideration the estimated value of PEC's oil and gas properties in accordance with the lenders' customary practices for oil and gas loans. This process involves reviewing PEC's estimated proved reserves and their valuation. The borrowing base is re-determined semi-annually, and the available borrowing amount could be increased or decreased as a result of such redetermination. In addition, PEC and the lenders each have at their discretion the right to request the borrowing base be re-determined with a maximum of one such request each year. A revision to PEC's reserves may prompt such a request on the part of the lenders, which could possibly result in a reduction in the borrowing base and availability under the credit facility. At any time if the sum of the outstanding borrowings and letter of credit exposures exceed the applicable portion of the borrowing base, PEC would be required to repay the excess amount within a prescribed period.

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

The credit facilities include terms and covenants that require the Company to maintain a minimum current ratio, total indebtedness to EBITDAX (earnings before depreciation, depletion, amortization, taxes, interest expense and exploration costs) ratio and interest coverage ratio, as defined, and restrictions are placed on the payment of dividends, the amount of treasury stock the Company may purchase, commodity hedge agreements, and loans and investments in its consolidated subsidiaries and limited partnerships. A first amendment to the credit facility with an effective date of September 30, 2010 was ratified in November 2010. This amendment further defined the limitations on loans or advances and investments made to the Company's limited partnerships. The credit facility is collateralized by the mortgaged properties and any other property including interests of the Company's limited partnerships and any other property that was considered in determining the borrowing base in effect. The Company is required to mortgage, and grant a security interest in, consolidated proved oil and gas properties. The borrowing base as of the closing date was \$100 million, and commencing on the fifteenth day of December and continuing through the commitment termination date, the amount of the borrowing base in effect is to be reduced by the monthly reduction amount which was at \$2 million as of the closing date. The borrowings may be placed in a base rate loan or LIBO rate loan. The rates applied may be a combination of the agent defined base rate, a flat rate of 2% to 3%, federal fund rates, or LIBO rates and are adjusted by applicable margins tied to the Company's borrowing base utilization. The applicable margins vary between 1.25% and 3.25% the higher the utilization of the borrowings.

As of September 30, 2010, the credit facility borrowing base was \$100 million. The Company's borrowing rates in the credit facility at September 30, 2010 have a floor of 1.75% to 2% plus applicable margin utilization rates that range from 2.75% to 3%, depending on the type of active loan. The Company had in place three LIBO rate loans and one base rate loan.

At September 30, 2010, the outstanding balance of the Company's bank debt was \$69.325 million under the credit facility, with an additional availability of \$30.675 million. The combined weighted average interest rates paid on outstanding bank borrowings subject to interest were 6.11% during 2010 as compared to 5.21% during 2009.

The Company entered into interest rate hedge agreements to help manage interest rate exposure. These contracts include interest rate swaps. Interest rate swap transactions generally involve the exchange of fixed and floating rate interest payment obligations without the exchange of the underlying principal amounts. The Company entered into interest swap agreements for a period of two years, which commenced in April 2008, related to \$60 million of Company bank debt resulting in a fixed rate of 2.375% plus the Company's current applicable margin. The underlying debt contracts above were re-priced quarterly based upon the three-month LIBO rates, the Company's floor of 2% and the applicable margin per the onshore credit facility. These interest swap agreements expired in April 2010, and they have not been replaced.

Indebtedness to related parties non-current:

During the second quarter 2008, the Company's offshore subsidiary entered into a subordinated credit facility with a private lender with an availability of \$50 million. The private lender has specific collateral pledged under a separate credit agreement. The private lender is controlled by a Director of the Company. Effective June 30, 2009, the private lender agreed to release the pledged collateral under this credit facility in favor of the offshore credit facility in exchange for a second lien position on all of the assets of the offshore subsidiary and a pledge from PEC to pay the outstanding balance under the facility in full after PEC's bank debt is paid off. PEC further agreed it will not secure debt in excess of \$112 million under such credit facility without prior consent of the private lender. This facility was amended on July 21, 2010 and will mature on November 1, 2014. The facility termination will be accelerated if there is a change in control or management of PrimeEnergy Corporation; borrowings bear interest at a rate of 10% per annum. The private lender is entitled to additional consideration of Company stock based upon a percentage of the outstanding balance if by the last day of each calendar year commencing with December 30, 2011 the loan is outstanding. As of September 30, 2010 advances from this facility amounted to \$20 million.

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

(7) Other Long-Term Obligations and Commitments:

Operating Leases:

The Company has several non-cancelable operating leases, primarily for rental of office space, that have a term of more than one year. The future minimum lease payments for the rest of the fiscal 2010 and thereafter for the operating leases are as follows:

| | <i>Operating Leases</i> |
|------------------------|-------------------------|
| 2010 | \$ 187,000 |
| 2011 | 384,000 |
| 2012 | 121,000 |
| Total minimum payments | \$ 692,000 |

Rent expense for office space for the nine months ended September 30, 2010 and 2009 was \$588,000 and \$502,000, respectively.

Asset Retirement Obligation:

A reconciliation of the liability for plugging and abandonment costs for the nine months ended September 30, 2010 is as follows:

| | | |
|------------------------------------|--------------------|---------------|
| Asset retirement obligation | December 31, 2009 | \$ 19,366,000 |
| Liabilities incurred | | 271,000 |
| Liabilities settled | | (617,000) |
| Accretion expense | | 749,000 |
| Revisions in estimated liabilities | | 318,000 |
| Asset retirement obligation | September 30, 2010 | \$ 20,087,000 |

The Company's liability is determined using significant assumptions, including current estimates of plugging and abandonment costs, annual inflation of these costs, the productive life of wells and a risk-adjusted interest rate. Changes in any of these assumptions can result in significant revisions to the estimated asset retirement obligation. Revisions to the asset retirement obligation are recorded with an offsetting charge to producing properties, resulting in prospective changes to depreciation, depletion and amortization expense and accretion of discount. Because of the subjectivity of assumptions and the relatively long life of most of the Company's wells, the costs to ultimately retire the wells may vary significantly from previous estimates.

(8) Contingent Liabilities:

The Company, as managing general partner of the affiliated Partnerships, is responsible for all Partnership activities, including the drilling of development wells and the production and sale of oil and gas from productive wells. The Company also provides the administration, accounting and tax preparation work for the Partnerships, and is liable for all debts and liabilities of the affiliated Partnerships, to the extent that the assets of

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a given limited Partnership are not sufficient to satisfy its obligations. As of September 30, 2010, the affiliated Partnerships have established cash reserves in excess of their debts and liabilities and the Company believes these reserves will be sufficient to satisfy Partnership obligations.

The Company is subject to environmental laws and regulations. Management believes that future expenses, before recoveries from third parties, if any, will not have a material effect on the Company's financial condition. This opinion is based on expenses incurred to date for remediation and compliance with laws and regulations, which have not been material to the Company's results of operations.

From time to time, the Company is party to certain legal actions arising in the ordinary course of business. While the outcome of these events cannot be predicted with certainty, management does not expect these matters to have a materially adverse effect on the financial position or results of operations of the Company.

(9) Stock Options and Other Compensation:

In May 1989, non-statutory stock options were granted by the Company to four key executive officers for the purchase of shares of common stock. At September 30, 2010 and 2009, options on 767,500 shares were outstanding and exercisable at prices ranging from \$1.00 to \$1.25. According to their terms, the options have no expiration date.

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

(10) Related Party Transactions:

The Company, as managing general partner or managing trustee, makes an annual offer to repurchase the interests of the partners and trust unit holders in certain of the Partnerships or Trusts. The Company purchased such interests in an amount totaling \$6,000 and \$149,000 for the nine months ended September 30, 2010 and 2009, respectively.

Treasury stock purchases in any reported period may include shares from a related party. Purchases from related parties during the first nine months of 2010 included 138,021 shares purchased for a total consideration of \$1,702,252. There were no related party treasury stock purchases during the nine months ended September 30, 2009.

Receivables from related parties consist of reimbursable general and administrative costs, lease operating expenses and reimbursement for property development and related costs. These receivables are due from joint venture partners, which may include members of the Company's Board of Directors.

Payables owed to related parties primarily represent receipts collected by the Company as agent for the joint venture partners, which may include members of the Company's Board of Directors, for oil and gas sales net of expenses. Also included in due to related parties is the amount of accrued interest owed to a related party, a company controlled by a Director of the Company, with whom the Company's offshore subsidiary entered into a credit agreement. The agreement provides for a loan of \$20 million at a rate of 10% per annum and is secured by a second lien position of all the assets of the offshore subsidiary. Included at September 30, 2010 and December 31, 2009 was \$164,000 and \$170,000, respectively, of accrued interest on the related party loan.

(11) Financial Instruments*Fair Value measurements:*

Authoritative guidance on fair value measurements defines fair value, establishes a framework for measuring fair value and stipulates the related disclosure requirements. The Company follows a three-level hierarchy, prioritizing and defining the types of inputs used to measure fair value. The fair values of the Company's interest rate swaps, natural gas and crude oil price collars and swaps are designated as Level 3. The following fair value hierarchy table presents information about the Company's assets and liabilities measured at fair value on a recurring basis as of September 30, 2010 and December 31, 2009:

| | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance as of September 30, 2010 |
|--------------------------------|--|--|---|--|
| Assets | | | | |
| Commodity derivative contracts | | | \$ 4,967,000 | \$ 4,967,000 |
| Total assets | | | \$ 4,967,000 | \$ 4,967,000 |

Liabilities

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| | | |
|--------------------------------|----------------|----------------|
| Commodity derivative contracts | \$ (1,871,000) | \$ (1,871,000) |
| Total liability | \$ (1,871,000) | \$ (1,871,000) |

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

| | Quoted Prices in Active Markets For Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance as of December 31, 2009 |
|------------------------------------|--|--|---|---------------------------------------|
| Assets | | | | |
| Commodity derivative contracts | | | \$ 879,000 | \$ 879,000 |
| Total assets | | | \$ 879,000 | \$ 879,000 |
| Liabilities | | | | |
| Commodity derivative contracts | | | \$ (4,845,000) | \$ (4,845,000) |
| Interest rate derivative contracts | | | (335,000) | (335,000) |
| Total liability | | | \$ (5,180,000) | \$ (5,180,000) |

The following table sets forth a reconciliation of changes in the fair value of financial assets and liabilities classified as level 3 in the fair value hierarchy for the nine months ended September 30, 2010.

| | |
|--|----------------|
| Net assets (liabilities) December 31, 2009 | \$ (4,301,000) |
| Total realized and unrealized gains or losses: | |
| Included in earnings (a) | 5,604,000 |
| Included in other comprehensive income | |
| Purchases, sales, issuances and settlements, net | 1,793,000 |
| Net assets (liabilities) September 30, 2010 | \$ 3,096,000 |

- (a) Amounts reported in net income are classified as oil and gas sales for commodity derivative instruments reported as cash flow hedges prior to July 1, 2009 and as a reduction to interest expense for interest rate swap instruments. Derivative instruments for periods after July 1, 2009 are reported in oil and gas sales as realized gain/loss and on a separately reported line item captioned unrealized gain/loss on derivative instruments.

The interest rate swap agreements expired in April 2010, and they have not been replaced.

Derivative Instruments:

In March 2008, the FASB issued guidance and amended the disclosure requirements for derivative and hedging activities. Entities are now required to provide greater transparency about how and why the entity uses derivative instruments, how the instruments and related hedged items are accounted for and how the instruments and related hedged items affect the financial position, results of operations and cash flows of the entity.

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The Company is exposed to commodity price and interest rate risk, and management considers periodically the Company's exposure to cash flow variability resulting from the commodity price changes and interest rate fluctuations. Futures, swaps and options are used to manage the Company's exposure to commodity price risk inherent in the Company's oil and gas production operations. The Company does not apply hedge accounting to any of its commodity based derivatives. The application of hedge accounting for commodities was discontinued for periods after July 1, 2009. As a result, both realized and unrealized gains and losses associated with derivative instruments are recognized in earnings. If the derivatives previously reported as cash flow hedges had losses or gains not yet settled, these items would be reported in accumulated other comprehensive income until settlement occurs and reclassified appropriately from accumulated other comprehensive income into the statement of operations.

Interest rate swaps derivatives continue to be treated as cash-flow hedges and are used to fix or float interest rates on existing debt. There is no remaining value for the interest rate swaps at September 30, 2010, and settlement of the swaps is recorded within interest expense.

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

Effect of derivative instruments on the consolidated balance sheet:

| | Balance Sheet Location | Fair Value | |
|---|---------------------------------|-----------------------|-----------------------|
| | | September 30, 2010 | December 31, 2009 |
| Asset Derivatives: | | | |
| <i>Derivatives designated as hedging instruments:</i> | | | |
| Crude oil commodity contracts | Current derivative contracts | \$ | \$ |
| Crude oil commodity contracts | Other assets | | |
| Total | | \$ | \$ |
| <i>Derivatives not designated as hedging instruments:</i> | | | |
| Natural gas commodity contracts | Current derivative contracts | \$ 3,950,000 | \$ 657,000 |
| Natural gas commodity contracts | Other assets | 955,000 | 222,000 |
| Crude oil commodity contracts | Other assets | 62,000 | |
| Total | | \$ 4,967,000 | \$ 879,000 |
| Liability Derivatives: | | | |
| <i>Derivatives designated as hedging instruments:</i> | | | |
| Interest rate swap derivatives | Derivative liability short term | \$ | \$ (335,000) |
| Interest rate swap derivatives | Derivative liability long term | | |
| Total | | \$ | \$ (335,000) |
| <i>Derivatives not designated as hedging instruments:</i> | | | |
| Crude oil commodity contracts | Derivative liability short term | \$ (1,180,000) | \$ (1,953,000) |
| Crude oil commodity contracts | Derivative liability long term | (691,000) | (2,892,000) |
| Total | | \$ (1,871,000) | \$ (4,845,000) |
| Total derivative instruments | | \$ 3,096,000 | \$ (4,301,000) |

Effect of derivative instruments on the consolidated statement of operations for the nine-month periods ended September 30, 2010 and 2009:

| Location of gain/loss reclassified from OCI into income | Amount of gain/loss reclassified from accumulated OCI into income | |
|--|---|------|
| | 2010 | 2009 |

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| <i>Derivatives designated as cash-flow hedges</i> | | | |
|---|-------------------|--------------|--------------|
| Interest rate swap derivatives | Interest expense | \$ (347,000) | \$ (564,000) |
| Crude oil commodity contracts | Oil and gas sales | | 1,517,000 |
| | | \$ (347,000) | \$ 953,000 |

| | Location of gain/loss recognized in income | Amount of gain/loss recognized in income | |
|--|---|---|--------------|
| | | 2010 | 2009 |
| <i>Derivatives not designated as cash-flow hedge instruments</i> | | | |
| Natural gas commodity contracts | Gain on derivative instruments | \$ 4,026,000 | \$ (132,000) |
| Crude oil commodity contracts | Gain on derivative instruments | 3,036,000 | 311,000 |
| Natural gas commodity contracts | Oil and gas sales | 2,659,000 | |
| Crude oil commodity contracts | Oil and gas sales | (96,000) | 3,000 |
| | | \$ 9,625,000 | \$ 182,000 |

Table of Contents

PrimeEnergy Corporation

Notes to Consolidated Financial Statements

September 30, 2010

(12) Earnings (Loss) Per Share:

Basic earnings (loss) per share are computed by dividing earnings (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflect per share amounts that would have resulted if dilutive potential common stock had been converted to common stock in gain periods. The following reconciles amounts reported in the financial statements:

| | Nine Months Ended September 30, 2010 | | | Nine Months Ended September 30, 2009 | | |
|--|--------------------------------------|---|------------------|--------------------------------------|---|------------------|
| | Net Income | Weighted Average Number of Shares Outstanding | Per Share Amount | Net Loss | Weighted Average Number of Shares Outstanding | Per Share Amount |
| Net income (loss) per common share | \$ 10,473,000 | 2,954,433 | \$ 3.54 | \$ (9,967,000) | 3,040,675 | \$ (3.28) |
| Effect of dilutive securities: | | | | | | |
| Options (a) | | 732,607 | | | | |
| Diluted net income (loss) per common share | \$ 10,473,000 | 3,687,040 | \$ 2.84 | \$ (9,967,000) | 3,040,675 | \$ (3.28) |

| | Three Months Ended September 30, 2010 | | | Three Months Ended September 30, 2009 | | |
|--|---------------------------------------|---|------------------|---------------------------------------|---|------------------|
| | Net Income | Weighted Average Number of Shares Outstanding | Per Share Amount | Net Loss | Weighted Average Number of Shares Outstanding | Per Share Amount |
| Net income (loss) per common share | \$ 798,000 | 2,870,453 | \$.28 | \$ (2,315,000) | 3,036,446 | \$ (.76) |
| Effect of dilutive securities: | | | | | | |
| Options (a) | | 726,169 | | | | |
| Diluted net income (loss) per common share | \$ 798,000 | 3,596,622 | \$.22 | \$ (2,315,000) | 3,036,446 | \$ (.76) |

- (a) The dilutive effect of 767,500 outstanding stock purchase options is not considered for the nine and three months ended September 30, 2009, due to the loss incurred for such periods.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
This discussion should be read in conjunction with the consolidated financial statements of the Company and notes thereto.

OVERVIEW

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The Company presently owns producing and non-producing properties located primarily in Texas, Oklahoma, West Virginia, the Gulf of Mexico, New Mexico, Colorado and Louisiana, and owns a substantial amount of well servicing equipment. All of the Company's oil and gas properties and interests are located in the United States. Assets in our principal focus areas include mature properties with long-lived reserves and significant development opportunities as well as newer properties with development and exploration potential. We believe our balanced portfolio of assets and our ongoing hedging program position us well for both the current commodity price environment and future potential upside as we develop our attractive resource opportunities. Our primary sources of liquidity are cash generated from our operations and our credit facility.

The Company attempts to assume the position of operator in all acquisitions of producing properties. The Company will continue to evaluate prospects for leasehold acquisitions and for exploration and development operations in areas in which it owns interests and is actively pursuing the acquisition of producing properties. In order to diversify and broaden its asset base, the Company will consider acquiring the assets or stock in other entities and companies in the oil and gas business. The main objective of the Company in making any such acquisitions will be to acquire income producing assets so as to increase the Company's net worth and increase the Company's oil and gas reserve base.

Our cash flows depend on many factors, including the price of oil and gas, the success of our acquisition and drilling activities and the operational performance of our producing properties. We use derivative instruments to manage our commodity price risk. This practice may prevent us from receiving the full advantage of increases in oil and gas prices above the maximum fixed amount specified in the derivative agreements and subjects us to the credit risk of the counterparties to such agreements. Since all of our derivative contracts are accounted for under mark-to-market accounting, we expect continued volatility in gains and losses on mark-to-market derivative contracts in our consolidated income statement as changes occur in the NYMEX price indices.

Table of Contents

RECENT ACTIVITIES

In July 2010 the Company entered into a joint development agreement with a Korean consortium to develop oil properties in West Texas. This agreement provides for the drilling of 47 wells (20.3 net). As of November 12th, thirty-two wells have been drilled, fifteen are currently producing, and seventeen are in various stages of completion. The Company believes the relationship with the joint venture partners may have a significant impact on the growth of the Company activities.

In July 2010 the Company successfully completed the amendment and restatement of its \$250,000,000 credit facility with a current borrowing base of \$100,000,000.

In April 2010, the Deepwater Horizon drilling rig, which was engaged in deepwater Gulf of Mexico drilling operations for another operator, sank after an explosion and fire. In response to this event and the resulting oil spill, certain federal agencies and governmental officials ordered a six-month moratorium on the drilling of new deepwater wells and a suspension of permitted wells currently being drilled in the deepwater Gulf of Mexico. The moratorium was scheduled to expire November 30, 2010, however it was suspended on October 12, 2010. This event and its aftermath have created uncertainty with regard to offshore exploration and production activity, including future regulatory requirements, operational delays and cost increases. This may create some opportunities for acquisitions as other companies leave the Gulf of Mexico due to the perceived tightening of the regulatory environment.

LIQUIDITY AND CAPITAL RESOURCES

Cash flow provided by operations for the nine month period ended September 30, 2010 was \$37,742,000. Excluding the effects of significant unforeseen expenses or other income, our cash flow from operations fluctuates primarily because of variations in oil and gas production and prices or changes in working capital accounts. Our oil and gas production will vary based on actual well performance but may be curtailed due to factors beyond our control. Hurricanes in the Gulf of Mexico may shut down our production for the duration of the storm's presence in the Gulf or damage production facilities so that we cannot produce from a particular property for an extended amount of time. In addition, downstream activities on major pipelines in the Gulf of Mexico can also cause us to shut-in production for various lengths of time.

Our realized oil and gas prices vary due to world political events, supply and demand of products, product storage levels, and weather patterns. We sell the vast majority of our production at spot market prices. Accordingly, product price volatility will affect our cash flow from operations. To mitigate price volatility we sometimes lock in prices for some portion of our production through the use of financial instruments.

The Company's activities include development and exploratory drilling. The Company's strategy is to develop a balanced portfolio of drilling prospects that includes lower risk wells with a high probability of success and higher risk wells with greater economic potential. The Company plans on drilling in excess of 40 wells (20 net), mainly in the Permian Basin in West Texas.

The Company's strategy in 2010 is to continue to reduce its outstanding debt which decreased by approximately \$10,000,000 in 2009 and \$24,630,000 in the first nine months of 2010. This decreased leveraged position will better provide the Company the ability to participate in a significant acquisition, should the opportunity arise this year.

The Company has in place both a stock repurchase program and a limited partnership interest repurchase program. Spending under these programs for the first nine months of 2009 was \$417,000. The Company expects to continue spending under the programs in 2010. During the first nine months of 2010 the Company spent \$2,376,000 under these programs.

The Company currently maintains a credit facility totaling \$250 million, with a current borrowing base of \$100 million. The bank reviews the borrowing base semi-annually and, at their discretion, may decrease or propose an increase to the borrowing base relative to a redetermined estimate of proved oil and gas reserves. Our oil and gas properties are pledged as collateral for the line of credit and we are subject to certain financial covenants defined in the agreement. We are currently in compliance with these financial covenants. If we do not comply with these covenants on a continuing basis, the lenders have the right to refuse to advance additional funds under the facility and/or declare all principal and interest immediately due and payable.

The Company's offshore subsidiary maintains a subordinated credit facility with a private lender controlled by a Director of the Company. The facility provides availability of \$50 million and is secured by properties released by the bank and pledged under this agreement. The current advances under this credit facility are \$20 million due November 1, 2014.

Table of Contents

It is the goal of the Company to increase its oil and gas reserves and production through the acquisition and development of oil and gas properties. The Company also continues to explore and consider opportunities to further expand its oilfield servicing revenues through additional investment in field service equipment. However, the majority of the Company's capital spending is discretionary, and the ultimate level of expenditures will be dependent on the Company's assessment of the oil and gas business environment, the number and quality of oil and gas prospects available, the market for oilfield services, and oil and gas business opportunities in general.

RESULTS OF OPERATIONS

Revenues and net income during the nine and three month periods ended September 30, 2010, as compared to the same periods in 2009 reflect the increased oil and gas sales, presented below, offset by depreciation and depletion of oil and gas properties. The table summarizes production volumes and average sales prices realized (including realized gains and losses from derivatives).

| | Nine Months Ended September 30, | | | Three Months Ended September 30, | | |
|------------------------------------|---------------------------------|----------------------|-----------------------|----------------------------------|----------------------|-----------------------|
| | 2010 | 2009 | Increase / (Decrease) | 2010 | 2009 | Increase / (Decrease) |
| Barrels of Oil Produced | 471,000 | 495,000 | (24,000) | 143,000 | 154,000 | (11,000) |
| Average Price Received | \$ 73.78 | \$ 55.20 | \$ 18.58 | \$ 75.82 | \$ 65.45 | \$ 10.37 |
| Oil Revenue | \$ 34,752,000 | \$ 27,324,000 | \$ 7,428,000 | \$ 10,842,000 | \$ 10,080,000 | \$ 762,000 |
| Mcf of Gas Produced | 4,556,000 | 5,425,000 | (869,000) | 1,485,000 | 1,752,000 | (267,000) |
| Average Price Received | \$ 6.33 | \$ 4.18 | \$ 2.15 | \$ 6.00 | \$ 4.19 | \$ 1.81 |
| Gas Revenue | \$ 28,839,000 | \$ 22,651,000 | \$ 6,188,000 | \$ 8,915,000 | \$ 7,346,000 | \$ 1,569,000 |
| Total Oil & Gas Revenue | \$ 63,591,000 | \$ 49,975,000 | \$ 13,616,000 | \$ 19,757,000 | \$ 17,426,000 | \$ 2,331,000 |

Oil and gas prices received excluding the impact of derivatives were:

| | Nine Months Ended September 30, | | | Three Months Ended September 30, | | |
|-----------|---------------------------------|----------|-----------------------|----------------------------------|----------|-----------------------|
| | 2010 | 2009 | Increase / (Decrease) | 2010 | 2009 | Increase / (Decrease) |
| Oil Price | \$ 73.99 | \$ 52.13 | \$ 21.86 | \$ 75.82 | \$ 65.44 | \$ 10.38 |
| Gas Price | \$ 5.75 | \$ 4.18 | \$ 1.57 | \$ 5.32 | \$ 4.19 | \$ 1.13 |

The decrease in oil production reflects the natural decline of existing properties offset by properties added during 2010 from our West Texas drilling program. The decrease in gas production is primarily due to the natural decline of the offshore properties.

Lease operating expense for the nine months of 2010 increased by \$207,000 or 0.83% compared to 2009 due to increased production taxes related to higher commodity prices offset by a decrease in workover expenses.

General and administrative expenses increased \$1,319,000 in the first nine months of 2010 or 15.52% as compared to 2009 primarily due to increased personnel costs including engineering consultants, rent and employee related taxes and insurance.

Field service income for the nine months of 2010 decreased \$731,000 or 5.66% compared to 2009. Field service expense for the nine months of 2010 decreased \$1,529,000 or 13.11% compared to 2009. The changes in field service income are a direct result of changes in utilization of equipment and rates charged to customers. Workover rig services represent the bulk of our operation, and those rates all decreased in our most active districts. Utilization in South Texas and Oklahoma decreased and was offset by an increase in West Texas. The most significant costs included in field service expense are salaries and employee-related expenses. These costs decreased relative to our decreased utilization and rates.

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Depreciation, depletion and amortization expense decreased to \$24,238,000 in 2010 from \$31,584,000 in 2009 or 23.26%. This decrease is primarily related to the decrease in offshore production during the first nine months of 2010.

This Report contains forward-looking statements that are based on management's current expectations, estimates and projections. Words such as expects, anticipates, intends, plans, believes, projects and estimates, and variations of such words and similar expressions are intended to identify such forward-looking statements. These statements constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and are subject to the safe harbors created thereby. These statements are not guarantees of future performance and involve risks and uncertainties and are based on a number of assumptions that could ultimately prove inaccurate and, therefore, there can be no assurance that they will prove to be accurate. Actual results and outcomes may vary materially from what is expressed or forecast in such statements due to various risks and uncertainties. These risks and uncertainties include, among other things, the possibility of drilling cost overruns and technical difficulties, volatility of oil and gas prices, competition, risks inherent in the Company's oil and gas operations, the inexact nature of interpretation of seismic and other geological and geophysical data, imprecision of reserve estimates, and the Company's ability to replace and expand oil and gas reserves. Accordingly, stockholders and potential investors are cautioned that certain events or circumstances could cause actual results to differ materially from those projected.

Table of Contents**Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

The Company is a smaller reporting company and no response is required pursuant to this Item.

Item 4. CONTROLS AND PROCEDURES

As of the end of the current reported period covered by this Report, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Rules 13a-15 and 15d-15 of the Securities Exchange Act of 1934 (the "Exchange Act"). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer concluded that the Company's disclosure controls and procedures are effective with respect to the recording, processing, summarizing and reporting, within the time periods specified in the Commission's rules and forms, of information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

There were no changes in the Company's internal control over financial reporting that occurred during the first nine months of 2010 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II OTHER INFORMATION**Item 1. LEGAL PROCEEDINGS**

Not applicable.

Item 1A. RISK FACTORS

The Company is a smaller reporting company and no response is required pursuant to this Item.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

There were no sales of equity securities by the Company during the period covered by this Report.

During the nine months ended September 30, 2010, the Company purchased the following shares of common stock as treasury shares.

| 2010 Month | Number of Shares | Average Price Paid per share | Maximum Number of Shares that May Yet Be Purchased Under The Program at Month - End (1) |
|-------------------|-------------------------|-------------------------------------|--|
| January | 2,000 | \$ 35.00 | 183,641 |
| February | 2,000 | \$ 26.89 | 181,641 |
| March | 1,700 | \$ 26.40 | 179,941 |
| April | | \$ | 179,941 |
| May | 137,433 | \$ 12.06 | 342,508 |

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| | | | | |
|---------------|---------|----|-------|---------|
| June | 6,278 | \$ | 19.22 | 336,230 |
| July | 13,325 | \$ | 20.99 | 322,905 |
| August | 2,885 | \$ | 19.10 | 320,020 |
| September | 4,547 | \$ | 19.45 | 315,473 |
| Total/Average | 170,168 | \$ | 13.93 | |

- (1) In December 1993, we announced that our Board of Directors authorized a stock repurchase program whereby we may purchase outstanding shares of our common stock from time-to-time, in open market transactions or negotiated sales. The Board of Directors of the Company approved an additional 300,000 shares of the Company's stock to be included in the stock repurchase program effective May 20, 2010. A total of 3,000,000 shares have been authorized, to date, under this program. Through September 30, 2010 we repurchased a total of 2,684,527 shares under this program for \$36,444,416 at an average price of \$13.58 per share. Additional purchases may occur as market conditions warrant. We expect future purchases will be funded with internally generated cash flow or from working capital.

Table of Contents

Item 3. DEFAULTS UPON SENIOR SECURITIES
None

Item 4. RESERVED

Item 5. OTHER INFORMATION
None

Table of Contents

Item 6. EXHIBITS

The following exhibits are filed as a part of this Report:

| Exhibit No. | |
|--------------------|---|
| 3.1 | Restated Certificate of Incorporation of PrimeEnergy Corporation (effective July 1, 2009) (Incorporated by reference to Exhibit 3.1 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2009) |
| 3.2 | Bylaws of PrimeEnergy Corporation (Incorporated by reference to Exhibit 3.2 of PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2010) |
| 10.3.1 | Adoption Agreement #003 dated 4/23/2002, MassMutual Life Insurance Company Flexinvest Prototype Non-Standardized 401(k) Profit-Sharing Plan; EGTRRA Amendment to the PrimeEnergy employees 401(k) Savings Plan; MassMutual Retirement Services Flexinvest Defined Contribution Prototype Plan; Protected Benefit Addendum; Addendum to the Administrative Services Agreement Loan Agreement; Addendum to Administrative Services Agreement GUST Restatement Provisions; General Trust Agreement (Incorporated by reference to Exhibit 10.3.1 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2002) |
| 10.3.2 | First Amendment to the PrimeEnergy Corporation Employees 401(k) Savings Plan (Incorporated by reference to Exhibit 10.3.2 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006) |
| 10.4 | Amended and Restated Agreement of Limited Partnership, FWOE Partners L.P., dated as of August 22, 2005 (Incorporated by reference to Exhibit 10.4 of PrimeEnergy Corporation Form 8-K for events of August 22, 2005) |
| 10.4.1 | Contribution Agreement between F-W Oil Exploration L.L.C. and FWOE Partners L.P. dated as of August 22, 2005 (Incorporated by reference to exhibit 10.4.1 of PrimeEnergy Corporation Form 8-K for events of August 22, 2005) |
| 10.18 | Composite copy of Non-Statutory Option Agreements (Incorporated by reference to Exhibit 10.18 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2004) |
| 10.22.5.9 | Second Amended and Restated Credit Agreement dated July 30, 2010, by and among PrimeEnergy Corporation, the Guarantors Party Hereto (PrimeEnergy Management Corporation, Prime Operating Company, Eastern Oil Well Service Company, Southwest Oilfield Construction Company, and EOWS Midland Company), Compass Bank (successor in interest to Guaranty Bank, FSB) As Administrative Agent and Letter of Credit Issuer, BBVA Compass, As Sole Lead Arranger and Sole Bookrunner and The Lenders Signatory Hereto (BNP Paribas, JPMorgan Chase Bank, N.A. and Amegy Bank National Association) (Incorporated by reference to Exhibit 10.22.5.9 of PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2010) |
| 10.22.5.9.1 | First Amendment to Second Amended and Restated Credit Agreement Among the Guarantors Party Hereto, Compass Bank as Administrative Agent, Letter of Credit Issuer and Collateral Agent and the Lenders Signatory Hereto, Effective September 30, 2010 (filed herewith) |
| 10.22.5.10 | Security Agreement (Pledge) effective July 30, 2010 by PrimeEnergy Corporation, in favor of Compass Bank (Incorporated by reference to Exhibit 10.22.5.10 of PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2010) |
| 10.22.5.11 | Guaranty effective July 30, 2010, by PrimeEnergy Management Corporation, Prime Operating Company, Eastern Oil Well Service Company, Southwest Oilfield Construction Company, and EOWS Midland Company, in favor of Compass Bank (Incorporated by reference to Exhibit 10.22.5.11 of PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2010) |
| 10.23.2 | Amended and Restated Security Agreement between PrimeEnergy Corporation, PrimeEnergy Management Corporation, Prime Operating Company, Eastern Oil Well Service Company, Southwest Oilfield Construction Company, EOWS Midland Company, (debtor) and Guaranty Bank, FSB as Agent (secured party) December 28, 2006 (Incorporated by reference to Exhibit 10.23.2 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006) |
| 10.23.3 | Amended and Restated Security Agreement (Membership Pledge) by PrimeEnergy Corporation in favor of Guaranty Bank, FSB as Agent December 28, 2006 (Incorporated by reference to Exhibit 10.23.3 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006) |

Table of Contents

- 10.23.4 Amended and Restated Security Agreement between PrimeEnergy Corporation, PrimeEnergy Management Corporation, Prime Operating Company, Eastern Oil Well Service Company, Southwest Oilfield Construction Company, EOWS Midland Company, (debtor) and Guaranty Bank, FSB as Agent (secured party) December 28, 2006 (Incorporated by reference to Exhibit 10.23.4 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.23.5 Amended and Restated Security Agreement between Eastern Oil Well Service Company, EOWS Midland Company, (debtor) and Guaranty Bank, FSB as Agent (secured party) December 28, 2006 (Incorporated by reference to Exhibit 10.23.5 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.23.6 Security Agreement between Eastern Oil Well Service Company, EOWS Midland Company, (debtor) and Guaranty Bank, FSB as Agent (secured party) December 28, 2006 (Incorporated by reference to Exhibit 10.23.6 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.23.7 Amended and Restated Security Agreement between Southwest Oilfield Construction Company, (debtor) and Guaranty Bank, FSB as Agent (secured party) December 28, 2006 (Incorporated by reference to Exhibit 10.23.7 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.23.8 Amended and Restated Security Agreement effective between EOWS Midland Company, (debtor) and Guaranty Bank, FSB as Agent (secured party) December 28, 2006 (Incorporated by reference to Exhibit 10.23.8 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.23.9 Ratification of and Amendment to Mortgage, Deed of Trust, Security Agreement, Financing Statement and Assignment of Production, dated effective February 24, 2010, by and between PrimeEnergy Corporation and PrimeEnergy Management Corporation and Compass Bank (successor in interest to Guaranty Bank, FSB) (Incorporated by reference to Exhibit 10.23.9 to PrimeEnergy Corporation Form 10-K for the year ended December 31, 2009)
- 10.25 Credit Agreement dated as of June 1, 2006 (but effective for all purposes as of August 22, 2005), between Prime Offshore L.L.C. as Borrower and PrimeEnergy Corporation as Lender (Incorporated by reference to Exhibit 10.25 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.26.1 Subordination Agreement effective as of June 29, 2006, between Prime Offshore L.L.C., PrimeEnergy Corporation, and Guaranty Bank, FSB (Incorporated by reference to Exhibit 10.26.1 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.26.2 Amended and Restated Credit Agreement among Prime Offshore L.L.C. between Guaranty Bank, FSB, as agent and the Lenders party hereto effective March 31, 2008. (Incorporated by reference to Exhibit 10.26.2 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2008)
- 10.26.3 Consent, Waiver and First Amendment to Amended and Restated Credit Agreement Among Prime Offshore L.L.C., Guaranty Bank, FSB, as Agent and the Lenders Party Hereto, effective June 30, 2009. (Incorporated by reference to Exhibit 10.26.3 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2009)
- 10.27 Security Agreement effective June 29, 2006 between Prime Offshore L.L.C., and Guaranty Bank, FSB (debtor) and Guaranty Bank, FSB as Agent (secured party) (Incorporated by reference to Exhibit 10.27 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.27.1 Mortgage, Deed of Trust, Security Agreement, Financing Statement and Assignment of Production from Prime Offshore L.L.C. for the benefit of Guaranty Bank, FSB, Agent, effective June 30, 2009. (Incorporated by reference to Exhibit 10.27.1 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2009)
- 10.27.2 Pledge Agreement as of June 29, 2006, between Guaranty Bank, FSB and Prime Offshore L.L.C. (Incorporated by reference to Exhibit 10.27.2 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.27.3 Subordinated Promissory Note dated effective March 31, 2008 in the face principal amount of up to \$50,000,000 executed by Prime Offshore L.L.C. and payable to Artic Management Corporation. (Incorporated by reference to Exhibit 10.27.3 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2008)
- 10.27.3.2 Amended and Restated Loan Modification dated July 21, 2010, by and among Artic Management Corporation, Prime Offshore L.L.C. and PrimeEnergy Corporation (Incorporated by reference to Exhibit 10.27.3.2 of PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2010)
- 10.27.4 Mortgage, Deed of Trust, Security Agreement, Financing Statement and Assignment of Production Dated effective as of March 31, 2008, from Prime Offshore L.L.C. to Mathias Eckenstein TTEE for Artic Management Corporation (first lien). (Incorporated by reference to Exhibit 10.27.4 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2008)

Table of Contents

- 10.27.5 Mortgage, Deed of Trust, Security Agreement, Financing Statement and Assignment of Production Dated effective as of March 31, 2008 from Prime Offshore L.L.C. to Mathias Eckenstein TTEE for Artic Management Corporation (second lien). (Incorporated by reference to Exhibit 10.27.5 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2008)
- 10.27.6 Pledge Agreement dated as effective March 31, 2008 between Prime Offshore L.L.C. and Artic Management Corporation (General Partner Interest in FWOE Partners L.P.) (Incorporated by reference to Exhibit 10.27.6 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2008)
- 10.27.7 Pledge Agreement made effective June 30, 2009, by and between Prime Offshore L.L.C. and Guaranty Bank, FSB, as Agent. (Incorporated by reference to Exhibit 10.27.7 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2009)
- 10.27.8 Subordination of Liens and Security Interests effective June 30, 2009, by Artic Management Corporation for the benefit of Guaranty Bank, FSB, as Agent. (Incorporated by reference to Exhibit 10.27.8 to PrimeEnergy Corporation Form 10-Q for the quarter ended June 30, 2009)
- 10.28 Completion and Liquidity Maintenance Agreement effective as of June 29, 2006, between PrimeEnergy Corporation, Guaranty Bank, FSB, and Prime Offshore, L.L.C. (Incorporated by reference to Exhibit 10.28 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 10.29 Put Right Agreement effective as of June 29, 2006, by and among PrimeEnergy Corporation and Prime Offshore L.L.C. (Incorporated by reference to Exhibit 10.29 of PrimeEnergy Corporation Form 10-K for the year ended December 31, 2006)
- 31.1 Certification of Chief Executive Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).
- 31.2 Certification of Chief Financial Officer pursuant to Rule 13(a)-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended (filed herewith).
- 32.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).
- 32.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

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| | PrimeEnergy Corporation (Registrant) |
| November 15, 2010 (Date) | /s/ Charles E. Drimal, Jr. Charles E. Drimal, Jr. President Principal Executive Officer |
| November 15, 2010 (Date) | /s/ Beverly A. Cummings Beverly A. Cummings Executive Vice President Principal Financial Officer |
| November 15, 2010 (Date) | /s/ Lynne Pizor Lynne Pizor Controller, Principal Accounting Officer |