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HOUSTON AMERICAN ENERGY CORP
Form 10QSB
November 14, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

(Mark One)

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE
ACT OF 1934

For the quarterly period ended September 30, 2005

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 0-33027

HOUSTON AMERICAN ENERGY CORP.
(Exact name of small business issuer as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

76-0675953
(IRS Employer
Identification No.)

801 Travis Street, Suite 2020, Houston, Texas 77002
(Address of principal executive offices) (Zip Code)

(713) 222-6966
(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
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

As of November 8, 2005, we had 19,968,089 shares of \$.0001 par value Common
Stock outstanding.

Transitional Small Business Disclosure Format (check one) Yes No

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

HOUSTON AMERICAN ENERGY CORP.

BALANCE SHEET

September 30, 2005

(Unaudited)

ASSETS

CURRENT ASSETS:

| | |
|---------------------|--------------|
| Cash | \$ 1,790,184 |
| Accounts receivable | 473,649 |
| Prepaid expenses | 1,396 |

| | |
|----------------------|-----------|
| Total current assets | 2,265,229 |
|----------------------|-----------|

PROPERTY, PLANT AND EQUIPMENT

| | |
|---|-----------|
| Oil and gas properties - full cost method | |
| Costs subject to amortization | 3,045,335 |

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| | |
|--|--------------|
| Costs not being amortized | 714,283 |
| Furniture and equipment | 10,878 |
| | ----- |
| Total property, plant and equipment | 3,770,496 |
| Accumulated depreciation and depletion | (1,232,747) |
| | ----- |
| Total property, plant and equipment, net | 2,537,749 |
| | ----- |
| OTHER ASSETS | 269,499 |
| | ----- |
| Total Assets | \$ 5,072,477 |
| | ===== |
| LIABILITIES AND SHAREHOLDERS' EQUITY | |
| ----- | |
| CURRENT LIABILITIES: | |
| Accounts payable and accrued liabilities | \$ 358,621 |
| | ----- |
| Total current liabilities | 358,621 |
| | ----- |
| LONG-TERM DEBT: | |
| Notes payable to principal shareholder | 1,000,000 |
| Subordinated convertible notes | 2,125,000 |
| Reserve for plugging costs | 44,456 |
| | ----- |
| Total long-term liabilities | 3,169,456 |
| | ----- |
| SHAREHOLDERS' EQUITY: | |
| Common stock, \$0.001 par value; 100,000,000 shares authorized; 19,968,089 shares outstanding | 19,968 |
| Additional paid-in capital | 2,962,589 |
| Treasury stock, at cost; 100,000 shares | (85,834) |
| Accumulated deficit | (1,352,323) |
| | ----- |
| Total shareholders' equity | 1,544,400 |
| | ----- |
| Total liabilities and shareholders' equity | \$ 5,072,477 |
| | ===== |

The accompanying notes are an integral part of these financial statements

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HOUSTON AMERICAN ENERGY CORP.
STATEMENT OF OPERATIONS
(Unaudited)

| Nine Months Ended September 30, | | Three Months Ended September 30, | |
|------------------------------------|-------|-------------------------------------|-------|
| 2005 | 2004 | 2005 | 2004 |
| ----- | ----- | ----- | ----- |
| | | | |

Revenue:

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| | | | | |
|---|--------------|------------|------------|------------|
| Oil and gas | \$ 1,824,582 | \$ 672,822 | \$ 732,642 | \$ 369,274 |
| Consulting fees | 25,000 | - | 25,000 | - |
| Interest | 21,084 | 4,995 | 13,314 | 692 |
| | ----- | ----- | ----- | ----- |
| Total revenue | 1,870,666 | 677,817 | 770,956 | 369,966 |
| | ----- | ----- | ----- | ----- |
| Expenses of operations: | | | | |
| Lease operating expense and severance tax | 710,702 | 283,322 | 239,727 | 163,824 |
| Joint venture expenses | 43,105 | 25,637 | 15,681 | 19,589 |
| General and administrative Expense: | | | | |
| Professional fees | 311,469 | 94,391 | 118,697 | 38,213 |
| Salary and taxes | 142,836 | - | 45,652 | - |
| Rent | 31,479 | 29,767 | 10,315 | 10,005 |
| Financing fees | 23,730 | - | 14,529 | - |
| Directors fees | 3,000 | - | 3,000 | - |
| Shareholder relations | 9,348 | 28,136 | 4,754 | 6,157 |
| Travel and meals | 15,234 | 14,791 | 7,772 | 5,222 |
| Registration fees | 2,680 | 8,258 | 685 | 5,020 |
| Telephone and fax | 6,340 | 3,939 | 2,637 | 1,445 |
| Dues and subscription | 8,347 | 9,289 | 3,872 | 3,587 |
| Miscellaneous | 11,857 | 14,335 | 3,453 | 5,978 |
| Depreciation and depletion | 223,392 | 88,918 | 53,035 | 31,425 |
| Interest expense | 123,420 | 54,000 | 60,500 | 22,400 |
| | ----- | ----- | ----- | ----- |
| Total expenses | 1,666,939 | 654,783 | 584,309 | 312,865 |
| | ----- | ----- | ----- | ----- |
| Net income | \$ 203,727 | \$ 23,034 | \$ 186,647 | \$ 57,101 |
| | ===== | ===== | ===== | ===== |
| Basic income per share | \$ 0.01 | \$ 0.00 | \$ 0.01 | \$ 0.00 |
| | ===== | ===== | ===== | ===== |
| Diluted income per share | \$ 0.01 | \$ 0.00 | \$ 0.01 | \$ 0.00 |
| | ===== | ===== | ===== | ===== |
| Basic weighted average shares | 19,968,089 | 19,578,703 | 19,968,089 | 19,663,081 |
| | ===== | ===== | ===== | ===== |
| Diluted weighted average shares | 20,069,969 | 19,578,703 | 19,968,089 | 19,663,081 |
| | ===== | ===== | ===== | ===== |

The accompanying notes are an integral part of these financial statements

HOUSTON AMERICAN ENERGY CORP.
STATEMENTS OF CASH FLOWS
(Unaudited)

For the Nine Months Ended September 30,

2005

2004

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| | | | |
|---|----|-------------|------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Income from operations | \$ | 203,727 | \$ 23,034 |
| Adjustments to reconcile net income to net cash from operations | | | |
| Depreciation and depletion | | 223,392 | 88,918 |
| Non-cash expenses | | 19,685 | 19,416 |
| Changes in operating assets and liabilities: | | | |
| (Increase) in accounts receivable | | (233,508) | (148,937) |
| (Increase) decrease in prepaid expense | | 88,551 | (25,987) |
| (Increase) decrease in other assets | | (123,455) | 36,863 |
| Increase in accounts payable and accrued expenses | | 118,264 | 140,176 |
| | | ----- | ----- |
| Net cash provided by operations | | 296,656 | 133,483 |
| CASH FLOWS FROM INVESTING ACTIVITIES | | | |
| Acquisition of properties and assets | | (1,353,085) | (589,163) |
| Funds received in excess of prospect costs | | - | 21,650 |
| | | ----- | ----- |
| Net cash used by investing activities | | (1,353,085) | (567,513) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Sale of common stock | | - | 91,193 |
| Issuance of debt | | 2,125,000 | - |
| | | ----- | ----- |
| Net cash provided by financing activities | | 2,125,000 | 91,193 |
| | | ----- | ----- |
| Increase (decrease) in cash and equivalents | | 1,068,571 | (342,837) |
| Cash, beginning of period | | 721,613 | 663,422 |
| | | ----- | ----- |
| Cash, end of period | \$ | 1,790,184 | \$ 320,585 |
| | | ===== | ===== |
| SUPPLEMENT CASH FLOW INFORMATION: | | | |
| Interest paid | \$ | 54,000 | \$ 36,000 |
| Taxes paid | | - | - |
| SUPPLEMENT NON-CASH INVESTING AND FINANCING ACTIVITIES | | | |
| Stock issued for oil and gas activity | | - | 47,500 |
| Stock issued for financial public relations | | - | 103,000 |
| Warrants issued for financing fees | | 162,562 | |

The accompanying notes are an integral part of these financial statements

NOTE 1. - BASIS OF PRESENTATION

The accompanying unaudited financial statements of Houston American Energy

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Corp., a Delaware corporation (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-QSB and Item 310(b) of Regulation S-B. They do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for a complete financial presentation. In the opinion of management, all adjustments, consisting only of normal recurring adjustments, considered necessary for a fair presentation, have been included in the accompanying unaudited financial statements. Operating results for the periods presented are not necessarily indicative of the results that may be expected for the full year.

These financial statements should be read in conjunction with the financial statements and footnotes, which are included as part of the Company's Form 10-KSB for the year ended December 31, 2004.

NOTE 2. - CHANGES IN PRESENTATION

Certain financial presentations for the periods presented for 2004 have been reclassified to conform to the 2005 presentation.

NOTE 3. - SUBORDINATED CONVERTIBLE NOTES

On May 4, 2005, the Company entered into Purchase Agreements (the "Purchase Agreements") with multiple investors pursuant to which the Company sold \$2,125,000 of 8% Subordinated Convertible Notes Due 2010 (the "Notes").

The Notes bear interest at 8%, provide for semi-annual interest payments and mature May 1, 2010. The Notes are convertible, at the option of the holders, into common stock of the Company at a price of \$1.00 per share (the "Conversion Price"), subject to standard anti-dilution provisions relating to splits, reverse splits and other transactions, including issuances of common stock at prices below the Conversion Price. The Notes are subject to automatic conversion in the event the Company conducts an underwritten public offering of its common stock from which the Company receives at least \$5 million and the public offering price is at least 150% of the then applicable Conversion Price. The Company has the right to cause the Notes to be converted into common stock after May 1, 2006 if the price of the Company's common stock exceeds 200% of the then applicable Conversion Price on the date of conversion and for at least 20 trading days over the preceding 30 trading days. The Company has the right to repurchase the Notes after May 1, 2007 at 103% of the face amount during 2007, 102% of the face amount during 2008, 101% of the face amount during 2009 and 100% of the face amount thereafter. The Notes are unsecured general obligations of the Company and are subordinated to all other indebtedness of the Company unless the other indebtedness is expressly made subordinate to the Notes. The Company calculated the beneficial conversion feature for the convertible notes and the amount was not material.

The Notes were offered and sold in private placement transaction pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933 and Rule 506 promulgated thereunder. Each of the investors is either an "accredited investor", as defined in Rule 501 promulgated under the Securities Act, or a "qualified institutional buyer", as defined in Rule 144A promulgated under the Securities Act.

Pursuant to the terms of the Purchase Agreements, the Company and the investors entered into Registration Rights Agreements under which the Company agreed to file with the Securities and Exchange Commission, within 90 days, a registration statement covering the Notes and the common stock underlying the Notes and to

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use its best efforts to cause the registration statement to become effective within 180 days.

In connection with the placement of the Notes, the Company issued to the placement agent in the offering a three year warrant (the "Placement Agent Warrant") to purchase 191,250 shares of the Company's common stock at \$1.00 per share and paid commissions totaling \$127,500. The Registration Rights Agreements provide that the shares of common stock underlying the Placement Agent Warrant are to be included in the registration statement required to be filed.

NOTE 4. - WARRANTS

Activity of warrants during the nine months ended September 30, 2005 is as follows:

| | Warrants | Weighted Average Share Price |
|------------------------------------|----------|------------------------------------|
| | ----- | ----- |
| Outstanding at beginning of period | - | - |
| Granted | 191,250 | \$ 1.00 |
| | ----- | ----- |
| Outstanding at end of period | 191,250 | \$ 1.00 |
| | ===== | ===== |

Warrants outstanding and exercisable as of September 30, 2005:

| Exercise Price | Number of Shares | Remaining Life | Number of Shares |
|-------------------|---------------------|-------------------|---------------------|
| ----- | ----- | ----- | ----- |
| \$ 1.00 | 191,250 | 2.58 | 191,250 |
| ===== | ===== | ===== | ===== |

NOTE 5. - FINANCING COSTS

In conjunction with the issuance of long-term debt described in Note 3 above, the Company paid \$127,500 in commissions and issued a warrant to the placement agent to purchase 191,250 shares of the Company's common stock at an exercise price of \$1.00 per share expiring May 3, 2008. The market price on the date the warrants were granted was \$0.85. The warrants were valued on the date of grant using the Black-Scholes pricing model at \$162,562 using a risk free rate of 3.65%, a volatility factor of 412% and an expected life of 3 years.

The aggregate financing costs of \$290,062, comprised of commissions and the value of the warrant, are being expensed ratably over the life of the Notes as financing costs. \$14,529 and \$23,730 of financing costs were expensed during the quarter and nine months ended September 30, 2005. Unamortized financing costs of \$266,332 are classified as other assets.

NOTE 6 - CONTINGENCIES

The Company has entered into a settlement agreement with the bankruptcy estate of Moose Oil and Gas Company pursuant to which the Company paid \$25,000 to the

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estate in full and final settlement of all claims asserted against the Company. The trustee in the bankruptcy has approved the settlement. The settlement will become final upon passage of a waiting period subject to the right of creditors to contest the settlement during the waiting period.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

FORWARD-LOOKING INFORMATION

This Form 10-QSB quarterly report of Houston American Energy Corp. (the "Company") for the nine months ended September 30, 2005, contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to be covered by the safe harbors created thereby. To the extent that there are statements that are not recitations of historical fact, such statements constitute forward-looking statements that, by definition, involve risks and uncertainties. In any forward-looking statement, where the Company expresses an expectation or belief as to future results or events, such expectation or belief is expressed in good faith and believed to have a reasonable basis, but there can be no assurance that the statement of expectation or belief will be achieved or accomplished.

The following are factors that could cause actual results or events to differ materially from those anticipated, and include, but are not limited to: general economic, financial and business conditions; the Company's ability to minimize expenses and exposures related to its oil and gas properties in which other companies have control over the operations conducted on such properties; changes in and compliance with governmental laws and regulations, including various state and federal environmental regulations; and the Company's ability to obtain additional necessary financing from outside investors and/or bank and mezzanine lenders.

Readers are cautioned not to place undue reliance on the forward-looking statements contained herein, which speak only as of the date hereof. The Company believes the information contained in this Form 10-QSB to be accurate as of the date hereof. Changes may occur after that date, and the Company will not update that information except as required by law in the normal course of its public disclosure practices.

The oil and gas industry is subject to volatile price movements based on various factors including supply and demand and other factors beyond the control of the Company. While the industry has generally benefited from higher prices during the past two years, sudden and/or sustained decreases in energy prices can occur, which could limit our ability to fund planned levels of capital expenditures.

Additionally, the following discussion regarding the Company's financial condition and results of operations should be read in conjunction with the financial statements and related notes contained in Item 1 of Part 1 of this Form 10-QSB, as well as the financial statements in Item 7 of Part II of the Company's Form 10-KSB for the fiscal year ended December 31, 2004.

CRITICAL ACCOUNTING POLICIES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The Company believes certain critical accounting policies affect its more significant judgments and estimates used in the

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preparation of its financial statements. A description of the Company's critical accounting policies is set forth in the Company's Form 10-KSB for the year ended December 31, 2004. As of, and for the quarter ended, September 30, 2005, there have been no material changes or updates to the Company's critical accounting policies other than the following updated information relating to Unevaluated Oil and Gas Properties:

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UNEVALUATED OIL AND GAS PROPERTIES. Unevaluated oil and gas properties not subject to amortization include the following at September 30, 2005:

| | |
|-------------------|-----------|
| Acquisition costs | \$ 86,300 |
| Evaluation costs | 627,983 |
| | ----- |
| Total | \$714,283 |
| | ===== |

The carrying value of unevaluated oil and gas prospects include \$442,936 expended for properties in the South American country of Colombia at September 30, 2005. We are maintaining our interest in these properties and development has or is anticipated to commence within the next twelve months.

CURRENT YEAR DEVELOPMENTS

Through November 10, 2005, the Company has drilled two on-shore domestic wells as follows:

- Drilling of a 10,600-foot well, the first well, on the South Sibley Prospect in Webster Parish, Louisiana was completed in May 2005 with multiple pay sands apparently identified. Sales from the well commenced June 28, 2005. The Company has a 7.5% working interest at an 8.3% net revenue interest carried to point of sales for the well.
- Drilling of a 12,100-foot well, the Baronet #2 well, on the Crowley Prospect in Acadia Parish, Louisiana was completed in April 2005. The well tested the Hayes Sand and flanks a natural gas well that produced 1.6 BCF of natural gas from the Hayes Sand. After logging 21-feet of apparent net pay, hole conditions deteriorated before logging could be completed. The well was completed and production began in June 2005. The Company has a 3% working interest and 2.25% net revenue interest until payout for the well.

Assuming the Baronet #2 performs consistently, the Company plans to drill a developmental well on the Crowley Prospect during the first quarter of 2006.

Through November 10, 2005, the Company had acquired interests in four additional domestic prospects: (1) a 8.25% working interest with a 6.1875% net revenue interest, subject to a 25% working interest back in at payout, in the 425 acre Sugarland Prospect in Vermillion Parish, Louisiana; (2) a 4.375% working interest, subject to payment of 5.8334% of costs to the casing point in the first well, in the 500 acre Hog Heaven Prospect in Jim Hogg County, Texas; (3) a 15% working interest with an 11.25% net revenue interest in the 1340 acre Obenhaus Prospect in Wilbarger County, Texas; and (4) a 15% working interest with an 11.25% net revenue interest in the 900 acre West Fargo Prospect in Wilbarger County, Texas. Subject to rig availability, the Company plans to commence drilling on each of these prospects before the end of 2005.

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Through November 10, 2005, the Company has drilled nine international wells in Colombia as follows:

- Drilling of 8 offset wells on the Cara Cara concession in Colombia was completed with production commencing on the Bengala #4, #5, #6, #7ST and #8 and the Jaguar #5, #T5 and #T6. The Company holds a 1.59% working interest in each of the wells subject to a 30% reversionary interest to Ecopetrol at payout.
- The Tambaqui #5 well commenced drilling, and production began, in March 2005. The Company holds a 12.6% working interest in the well.

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Seismic surveying began on our Cara Cara concession in Colombia as part of our planned delineation of additional drilling prospects on the concession. Seismic surveying was completed on our Dorotea and Cabiona concessions to establish drilling prospect locations.

The Company and its partners plan to drill up to 2 additional wells on the Cara Cara concession through the end of 2005.

The Company and its partners are permitting 30 drilling locations on the Dorotea and Cabiona contract. The Company and its partners plan to add a second rig to begin drilling the first well in the Cabiona and Dorotea contracts in the first quarter of 2006.

Through November 10, 2005, the Company and its partners had also acquired an additional drilling concession, known as the Surimena concession, in Colombia covering approximately 108 square miles. The Company's net working interest in the Surimena concession is 12.5%. Based on 2D seismic interpretation, drilling on the Surimena concession is expected to commence in mid-2006.

RESULTS OF OPERATIONS

Oil and Gas Revenues. Total oil and gas revenues increased 171% to \$1,824,582 in the nine months ended September 30, 2005 when compared to the nine months ended September 30, 2004. The increase in revenue is due to (1) increased production resulting from the development of the Columbian fields and the new domestic wells that have come on line during the fourth quarter of 2004 and the first nine months of 2005, and (2) increases in oil prices. The Company had interests in 16 producing wells in Colombia and 8 producing wells in the U.S. during the 2005 period as compared to 7 producing wells in Colombia and 6 producing wells in the U.S. during the 2004 period. Average prices from sales were \$47.81 per barrel of oil and \$6.32 per mcf of gas during the 2005 period as compared to \$32.22 per barrel of oil and \$5.35 per mcf of gas during the 2004 period. Following is a summary comparison, by region, of oil and gas sales for the periods.

| | Columbia | U.S. | Total |
|-------------|-------------|-----------|-------------|
| | ----- | ----- | ----- |
| 2005 Period | | | |
| Oil sales | \$1,360,647 | \$ 62,978 | \$1,423,625 |
| Gas sales | - | 400,957 | 400,957 |
| 2004 Period | | | |
| Oil sales | 423,614 | 16,489 | 440,103 |
| Gas sales | - | 232,719 | 232,719 |

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Other Revenues. Other revenues consisted of interest income of \$21,084 during the 2005 period as compared to \$4,995 during the 2004 period and consulting fees of \$25,000 during the 2005 period. The increase in interest income was attributable to increased cash on hand following the May 2005 placement of Subordinated Convertible Notes and increasing interest rates. The consulting fee realized during the 2005 period was attributable to the one-time receipt of a third party referral fee.

Lease Operating Expenses. Lease operating and severance tax expenses, excluding joint venture expenses relating to our Colombian operations discussed below, increased 151% to \$710,702 in the 2005 period from \$283,322 in the 2004 period. The increase in lease operating expenses was attributable to the increase in the number of producing wells during the 2005 period (24 wells as compared to 11 wells). Following is a summary comparison of lease operating expenses for the periods.

| | Columbia | U.S. | Total |
|-------------|------------|-----------|------------|
| | ----- | ----- | ----- |
| 2005 Period | \$ 660,446 | \$ 50,256 | \$ 710,702 |
| 2004 Period | 255,676 | 27,646 | 283,322 |

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Joint Venture Expenses. The Company's allocable share of joint venture expenses attributable to the Colombian Joint Venture totaled \$43,105 during the 2005 period and \$25,637 during the 2004 period. The increase in joint venture expenses was attributable to an increase in operational activities of the joint venture in acquiring new concessions.

Depreciation and Depletion Expense. Depreciation and depletion expense was \$223,392 and \$88,918 for the periods ended September 30, 2005 and 2004, respectively. The increase is due to increases in domestic and Colombian production.

Interest Expense. Interest expense was \$123,420 in the 2005 period and \$54,000 in the 2004 period. The increase in interest expense was attributable to the issuance, in May 2005, of \$2,125,000 of Subordinated Convertible Notes.

General and Administrative Expenses. General and administrative expense increased by 179% to \$566,320 during the 2005 period from \$202,906 in the 2004 period. The increase in general and administrative expense was primarily attributable to the payment of salary (up \$142,836 from \$0) to the Company's principal officer beginning in the fourth quarter of 2004 and increases in professional fees (up \$217,078, or 230%) relating primarily to legal fees associated with the ongoing Moose Oil litigation.

FINANCIAL CONDITION

Liquidity and Capital Resources. At September 30, 2005 we had a cash balance of \$1,790,184 and working capital of \$1,906,608 compared to a cash balance of \$721,613 and working capital of \$771,392 at December 31, 2004. The increase in cash and working capital during the period was primarily attributable to the sale, during 2005, of \$2,125,000 of Subordinated Convertible Notes partially offset by investing activities relating to oil and gas properties.

Operating cash flows for the 2005 period totaled \$296,656 as compared to

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\$133,483 during the 2004 period. The improvement in operating cash flow was primarily attributable to improved profitability and increases in depreciation and depletion, partially offset by changes in operating assets and liabilities.

Investing activities used \$1,353,085 during the 2005 period as compared to \$567,513 used during the 2004 period. The increase in funds used in investing activities during the current period was primarily attributable to the payment of the Company's portion of seismic survey costs on Colombian prospects totaling \$453,198.

Financing activities provided \$2,125,000 during the 2005 period attributable to the sale of Subordinated Convertible Notes and \$91,193 during the 2004 period attributable to the issue of common stock.

Notes Payable. At September 30, 2005, our long-term debt was \$3,169,456 as compared to \$1,000,000 at December 31, 2004. The increase in long-term debt was attributable to the issuance during the period of \$2,125,000 of Subordinated Convertible Notes and recording a reserve for plugging costs of \$44,456.

Notes payable at September 30, 2005 included loans from our principal shareholder, in the amount of \$1,000,000, bearing interest at 7.2% and maturing January 1, 2007.

Notes payable also included \$2,125,000 in principal amount of Convertible Notes. The Convertible Notes bear interest at 8%, provide for semi-annual interest payments and mature May 1, 2010. The Convertible Notes are convertible, at the option of the holders, into common stock of the Company at a price of \$1.00 per share (the "Conversion Price"), subject to standard anti-dilution provisions relating to splits, reverse splits and other transactions, including issuances of common stock at prices below the Conversion Price. The Convertible Notes are subject to automatic conversion in the event the Company conducts an

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underwritten public offering of its common stock from which the Company receives at least \$5 million and the public offering price is at least 150% of the then applicable Conversion Price. The Company has the right to cause the Convertible Notes to be converted into common stock after May 1, 2006 if the price of the Company's common stock exceeds 200% of the then applicable Conversion Price on the date of conversion and for at least 20 trading days over the preceding 30 trading days. The Company has the right to repurchase the Convertible Notes after May 1, 2007 at 103% of the face amount during 2007, 102% of the face amount during 2008, 101% of the face amount during 2009 and 100% of the face amount thereafter. The Convertible Notes are unsecured general obligations of the Company and are subordinated to all other indebtedness of the Company unless the other indebtedness is expressly made subordinate to the Convertible Notes.

Capital and Exploration Expenditures and Commitments. Our principal capital and exploration expenditures relate to our ongoing efforts to acquire, drill and complete prospects. Historically, we funded our capital and exploration expenditures from funds borrowed from John F. Terwilliger, our principal shareholder and officer. With the receipt of additional equity financing in 2003, 2004 and the May 2005 sale of convertible notes, and the increase in our revenues, profitability and operating cash flows, we expect that future capital and exploration expenditures will be funded principally through funds on hand and funds generated from operations.

During the first nine months of 2005, we invested approximately \$1,356,089 for the acquisition and development of oil and gas properties, consisting of (1) seismic surveying in Colombia (\$453,198), (2) drilling the well on the Crowley Prospect, and (3) drilling 9 wells in Colombia.

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At September 30, 2005, our only material contractual obligations requiring determinable future payments on our part were notes payable to our principal shareholder and holders of subordinated convertible notes and our lease relating to our executive offices.

In addition to the contractual obligations requiring that we make fixed payments, in conjunction with our efforts to secure oil and gas prospects, financing and services, we have, from time to time, granted overriding royalty interests (ORRI) in various properties, and may grant ORRIs in the future, pursuant to which we will be obligated to pay a portion of our interest in revenues from various prospects to third parties.

At September 30, 2005, our acquisition and drilling budget for the balance of 2005 totaled approximately \$392,000, consisting of (1) \$50,000 for drilling of 2 wells in South America on the Cara Cara concession, and (2) \$342,000 to drill 4 domestic wells on the Sugarland Prospect, the Hog Heaven Prospect, the Obenhaus Prospect and the West Fargo Prospect. Our acquisition and drilling budget has historically been subject to substantial fluctuation over the course of a year based upon successes and failures in drilling and completion of prospects and the identification of additional prospects during the course of a year.

Management anticipates that our current financial resources combined with our increases in revenues over the past year will meet our anticipated objectives and business operations, including our planned property acquisitions and drilling activities, for at least the next 12 months without the need for additional capital. Management continues to evaluate producing property acquisitions as well as a number of drilling prospects. It is possible, although not anticipated, that the Company may require and seek additional financing if additional drilling prospects are pursued beyond those presently under consideration.

OFF-BALANCE SHEET ARRANGEMENTS

We had no off-balance sheet arrangements or guarantees of third party obligations at September 30, 2005.

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INFLATION

We believe that inflation has not had a significant impact on our operations since inception.

ITEM 3. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, we have evaluated the effectiveness of the design and operation of our disclosure controls and procedures under the supervision and with the participation of our chief executive officer ("CEO") who also serves as chief financial officer. Based on this evaluation, our management, including the CEO, concluded that our disclosure controls and procedures were effective.

In connection with the audit of our financial statements for the fiscal year ended December 31, 2004, our independent registered public accounting firm informed us that we have significant deficiencies constituting material weaknesses as defined by the standards of the Public Company Accounting Oversight Board.

The weaknesses in question were detected during the audit of the company's financial statements for the fiscal year ended December 31, 2004, which audit

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occurred in February/March 2005.

The weaknesses were detected in the routine course of the audit review of accounting for certain non-routine transactions.

The specific problems identified by the auditor to the company were (1) the lack of segregation of duties necessary to maintain proper checks and balances between functions and (2) the failure of internal personnel to adequately communicate the scope and nature of non-routine transactions. The absence of qualified full time accounting personnel in the company was a contributing factor to the problems identified by the auditor. The specific circumstances giving rise to the weaknesses include the company's President serving as both Chief Executive Officer and as Chief Financial Officer and the company's utilizing the services of contract accountants on a part time basis in the absence of internal accounting personnel. As a result of the absence of full time in-house accounting personnel and the failure of in-house personnel to adequately communicate information to the company's outside contract accountants, certain journal entries were not made until the time of the audit when the need for such entries was identified by the auditor.

Because the company lacks the financial resources to support in-house accounting personnel at this time, no formal steps have as yet been taken to resolve the weaknesses identified by the auditor. The company is, however, emphasizing improvement in its communications with its outside accounting personnel to assure that non-routine transactions are accounted for in a timely manner.

Management concluded that the company's disclosure controls and procedures were effective because the relevant information and data in question were known to proper members of management to allow proper and timely disclosure in its reports filed with the SEC and was, in fact, timely reported. The weaknesses in question relate to internal control over financial reporting and not weaknesses in disclosure controls and procedures.

During the quarter ended September 30, 2005, there were no changes in our internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, internal controls over financial reporting.

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PART II

ITEM 1. LEGAL PROCEEDS

The Company has entered into a settlement agreement with the bankruptcy estate of Moose Oil and Gas Company pursuant to which the Company paid \$25,000 to the estate in full and final settlement of all claims asserted against the Company. The trustee in the bankruptcy has approved the settlement. The settlement will become final upon passage of a waiting period subject to the right of creditors to contest the settlement during the waiting period.

ITEM 6. EXHIBITS

| Exhibit Number | Description |
|-------------------|-------------|
| ----- | ----- |

31.1 Certification of CEO and CFO pursuant to Section 302 of the Sarbanes-

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Oxley Act of 2002

- 32.1 Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

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

HOUSTON AMERICAN ENERGY CORP.

By: /s/ John Terwilliger
John Terwilliger
CEO and President

Date: November 14, 2005