

EMPIRE PETROLEUM CORP  
Form 10-Q  
November 14, 2011

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

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FORM 10-Q  
\_\_\_\_\_

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

For the quarterly period ended: September 30, 2011

or

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

For the transition period from: \_\_\_\_\_ to \_\_\_\_\_

\_\_\_\_\_  
EMPIRE PETROLEUM CORPORATION

(Exact name of registrant as specified in its charter)

\_\_\_\_\_  
DELAWARE 001-16653 73-1238709  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation or Organization) File Number) Identification No.)

**4444 E. 66TH STREET, LOWER ANNEX, TULSA, OKLAHOMA 74136-4207**

(Address of Principal Executive Offices) (Zip Code)

**(918) 488-8068**

(Registrant's telephone number, including area code)

N/A

(Former name or 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

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required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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

**APPLICABLE ONLY TO REGISTRANTS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:**

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court. Yes  No

**APPLICABLE ONLY TO CORPORATE ISSUERS**

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of November 11, 2011 was 85,564,235.

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## PART 1. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

## EMPIRE PETROLEUM CORPORATION

## BALANCE SHEETS

	September 30, 2011 (Unaudited)	December 31, 2010 (Audited)
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$56,734	\$68,689
Accounts receivable	61,148	45,915
Prepaid expenses and other current assets	1,100	7,336
Total current assets	118,982	121,940
Property & equipment less accumulated depreciation and depletion	255,215	255,215
Total assets	\$374,197	\$377,155
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable and accrued liabilities	\$10,061	\$149,065
Notes payable - related party	100,000	0
Total current liabilities	110,061	149,065
Total liabilities	110,061	149,065
Stockholders' equity:		
Common stock - \$.001 par value authorized 100,000,000 shares, issued and outstanding 85,564,235 and 83,069,235 shares, respectively	85,564	83,069
Additional paid in capital	14,123,931	13,904,142
Accumulated deficit	(13,945,359)	(13,759,121)
Total stockholders' equity	264,136	228,090
Total liabilities and stockholders' equity	\$374,197	\$377,155

See accompanying notes to unaudited financial statements

## EMPIRE PETROLEUM CORPORATION

## STATEMENTS OF OPERATIONS

(UNAUDITED)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2011	2010	2011	2010
Revenue:				
Petroleum Sales	\$0 0	\$0 0	\$0 0	\$0 0
Costs and expenses:				
Production and operating	15,552	68,067	4,273	149,892
General and administrative	42,217	56,119	179,726	194,549
	57,769	124,186	183,999	344,441
Operating loss	(57,769 )	(124,186 )	(183,999 )	(344,441 )
Other income and (expense):				
Interest income	2	547	11	3,453
Interest expense	(1,000 )	0	(2,250 )	0
Other Income	0	10,000	0	10,000
Total other income(expense)	(998 )	10,547	(2,239 )	13,453
Net income (loss)	\$(58,767 )	\$(113,639 )	\$(186,238 )	\$(330,988 )
Net income (loss) per common share, basic and diluted	\$(0.00 )	\$(0.00 )	\$(0.00 )	\$(0.00 )
Weighted average number of common shares outstanding basic and diluted	84,377,422	82,931,872	83,689,713	79,614,023

See accompanying notes to unaudited financial statements

## EMPIRE PETROLEUM CORPORATION

## STATEMENTS OF CASH FLOW

(UNAUDITED)

Nine Months Ended

Sep. 30, 2011      Sep. 30, 2010

## Cash flows from operating activities:

Net loss	\$(186,238	)	\$(330,988	)
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## Adjustments to reconcile net loss to net cash used in operating activities:

Value of services contributed by employee	37,500		37,500	
Stock incentive plan expense	11,295		28,080	

## Change in operating assets and liabilities:

Accounts receivable	(15,233	)	(10,000	)
Prepaid expenses	6,236		(9,353	)
Accounts payable and accrued liabilities	(65,515)		188,753	
Net cash used in operating activities	(211,955	)	(96,008	)

## Cash flow from investing activities:

Acquisition of lease acres	0		(35,000	)
Well equipment and drilling costs	0		(1,665,732	)

## Net cash provided by (used in) investing activities

	0		(1,700,732	)
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## Cash flows from financing activities:

Proceeds from private equity placement	100,000		685,000	
Proceeds from related party, note payable	100,000		0	
Net cash provided by financing activities	200,000		685,000	

Net decrease in cash	(11,955	)	(1,111,740	)
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Cash - Beginning of period	68,689		1,171,565	
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Cash - End of period	\$56,734		\$59,825	
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## Supplemental Disclosure for Non Cash Items:

Common Stock issued for accounts payable	\$73,489		\$0	
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See accompanying notes to unaudited financial statements

EMPIRE PETROLEUM CORPORATION

NOTES TO FINANCIAL STATEMENTS

September 30, 2011

(UNAUDITED)

1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES:

The accompanying unaudited financial statements of Empire Petroleum Corporation ("Empire" or the "Company") have been prepared in accordance with United States generally accepted accounting principles for interim financial information and the instructions to Form 10-Q. Accordingly, they do not include all of the information and footnotes required by United States generally accepted accounting principles for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation of the Company's financial position, the results of operations, and the cash flows for the interim period are included. All adjustments are of a normal, recurring nature. Operating results for the interim period are not necessarily indicative of the results that may be expected for the year ending December 31, 2011.

The information contained in this Form 10-Q should be read in conjunction with the audited financial statements and related notes for the year ended December 31, 2010 which are contained in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 23, 2011 and amended on September 30, 2011.

The Company has incurred significant losses in recent years. The continuation of the Company as a going concern is dependent upon the ability of the Company to attain future profitable operations and/or additional debt or equity financing until profitable operations are achieved. These financial statements have been prepared on the basis of United States generally accepted accounting principles applicable to a company with continuing operations, which assume that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its obligations in the normal course of operations. Management believes the going concern assumption to be appropriate for these financial statements. If the going concern assumption were not appropriate for these financial statements, then adjustments might be necessary to adjust the carrying value of assets and liabilities and reported expenses.

The Company continues to explore and develop its oil and gas interests. The ultimate recoverability of the Company's investment in its oil and gas interests is dependent upon the existence and discovery of economically recoverable oil and gas reserves, confirmation of the Company's interest in the oil and gas interests, the ability of the Company to obtain necessary financing to further develop the interests, and the ability of the Company to attain future profitable production.

As of September 30, 2011, the Company had \$56,734 of cash on hand. In order to sustain the Company's operations on a long-term basis, the Company continues to look for merger opportunities and consider public or private financings.

#### Compensation of Officers and Employees

The Company's only executive officer serves without pay or other compensation. The fair value of these services is estimated by management and is recognized as a capital contribution. For the nine months ended September 30, 2011, the Company recorded \$37,500 as a capital contribution by its executive officer.

#### Fair Value Measurements

The Financial Accounting Standards Board ("FASB") fair value measurement standards define fair value, establish a consistent framework for measuring fair value and establish a fair value hierarchy based on the observability of inputs used to measure fair value. The Company's primary marketable asset is cash, and it owns no marketable securities.

## 2. PROPERTY AND EQUIPMENT:

### GABBS VALLEY PROSPECT



As of September 30, 2011 the Company's leasehold acreage in the Gabbs Valley Prospect consisted of 30,346 gross acres and the Company's ownership in such leasehold acreage is 50%.

As of December 31, 2005, there had been no wells drilled on the Gabbs Valley Prospect. However, in November 2005, the Company received the results of a 19-mile 2-D swath seismograph survey conducted on the

prospect and, based on the results of the survey, the Company and its

partners determined that a test well should be drilled on the prospect.

The Company drilled its first test well on this prospect in 2006. After reaching 5,195 feet in connection with drilling this well(the Empire Cobble Cuesta 1-12), the Company and its partners elected to suspend operations on the well, and released the drilling rig and associated equipment. Company personnel and consultants then evaluated the drilling and logging data and after the study was completed, Empire and its partners decided to conduct a thorough testing program on the well. The Company re-entered the well on April 17, 2007 and conducted a series of drill stem tests and recovered only drilling mud. It was then determined after considerable study that the formation is likely very sensitive to mud and water used in drilling which may have caused clays in the formation to swell preventing any oil that might be present to flow into the well bore.

In 2008, the Company and its partners engaged W. L. Gore and Associates to carry out an Amplified Geochemical Imaging Survey which covered approximately sixteen square miles. The survey was concentrated along the apex of the large Cobble Cuesta structure which included the areas around the Empire Cobble Cuesta 1-12 exploratory test and the other test well drilled in the immediate area. Both of these tests encountered oil shows and the geochemical survey indicated potential hydrocarbons beyond the two well bores. Thereafter, a new Federal drilling unit was formed and approved by the Bureau of Land Management. This unit was known as the Paradise Drilling Unit.

In July 2010, the Company entered into a farm-in agreement with its joint lease holders holding a 41% working interest in the 40,073 acre Paradise Unit. On July 19, 2010, the Company commenced drilling a test well in the Paradise Unit on the Gabbs Valley Prospect in Nevada. The Company drilled the Paradise Unit 2-12 test well to a depth of 4,250 feet before drilling problems caused the Company to cease drilling. The Company tested the well between 3,700 feet and 3,782 feet where oil shows were found. The Company recovered small amounts of oil containing paraffin, which may have been restricting the oil flow. However, swab tests failed to increase the oil flow and the Company has suspended operations on the well and assigned the lease and the 1-12 and 2-12 wells to the other leasehold owners from which the

Company had taken a farmout. The new owners plan to do further testing on the 2-12 well and assumed liabilities associated with the lease and both the 1-12 and 2-12 wells. Further testing by the new owners is expected in the fourth quarter of 2011 pending financing. The Company has utilized the results of the testing and other factors to determine its next action with respect to the Gabbs Valley leasehold. The Company is now looking for an industry partner to take a farmout on approximately 25,000 acres with the obligation to drill a Triassic test well or to a depth of 7,000 feet, whichever first occurs.

### Sale of Working Interest

In October 2010, the Company sold 7% of its working interest in the Gabbs Valley Prospect leases for \$700,000. In connection with such sale, the purchasers were granted a working interest in the Paradise Unit 2-12 well, unit leases and an option to participate in the farmin of the non-unit leases, which option has since expired.

### SOUTH OKIE PROSPECT

On August 4, 2009, the Company purchased, for \$25,000 and payment of lease rentals of \$4,680, a nine month option to purchase 2,630 net acres of oil and gas leases known as the South Okie Prospect in Natrona County, Wyoming.

The option allowed the Company to purchase the leasehold interests for \$35,000. The Tensleep Sand at depths from 3,300 feet to 4,500 feet is the primary target. As of December 31, 2009, the Company acquired 11 miles of seismic data and studies of this data were completed in early January 2010. An additional geological study was also completed in early January 2010. Based on these studies, the Company exercised its option in 2010. Subject to securing additional financing and/or engaging an industry partner, the Company plans to drill or cause to be drilled another test well.

### 3. NOTE PAYABLE - RELATED PARTY

On February 1, 2011 the Albert E. Whitehead Living Trust, under the terms of a convertible note, advanced \$100,000 to the Company. The note has a term of one (1) year and accrues interest at the rate of four (4) percent per annum. The principal and interest owed under the note may be converted by the holder into common stock at the strike price of \$0.10 per share.

#### 4. EQUITY

On March 17, 2010, John C. Kinard, a member of the Company's Board of Directors, was issued options to purchase 70,000 shares of the Company's common stock under the 2006 Stock Incentive Plan at a strike price of \$0.25 per share. The options immediately vested and expire after ten years. The Company recorded an expense of \$16,380 for the options. Fair values were estimated at the date of grant of the options, using the Black-Scholes Option Valuation Model with the following weighted average assumptions: risk free interest rate of 3.65%, volatility factor of the expected market price of the Company's common stock of 162%, no dividend yield, and a weighted average expected life of the options of 5 years. For the purpose of determining the expected life of the options, the Company utilizes the

Simplified Method as defined in Staff Accounting Bulletin No. 107 issued by the SEC.

On September 9, 2010, Alfred H. Pekarek, a consulting geologist to the Company was issued options to purchase 50,000 shares of the Company's common stock under the 2006 Stock Incentive Plan at a strike price of \$0.26 per share. The options immediately vested and expire after ten (10) years. The Company recorded an expense of \$11,700 for the options. Fair values were estimated at the date of grant of the options, using the Black-Scholes Option Valuation Model with the following weighted average assumptions: risk free interest rate of 2.77%, volatility factor of the expected market price of the Company's common stock of 142%, no dividend yield, and a weighted average expected life of the options of 5 years. For the purpose of determining the expected life of the options, the Company utilizes the Simplified Method as defined in Staff Accounting Bulletin No. 107 issued by the SEC.

On February 28, 2011, Kevin R. Seth, the newest member of the Company's Board of Directors, was issued options to purchase 150,000 shares of the Company's common stock under the 2006 Stock Incentive Plan at a strike price of \$0.10

per share. The options immediately vested and expire after ten years. The Company recorded an expense of \$11,295 for the options. Fair values were estimated at the date of grant of the options, using the Black-Scholes Option Valuation Model with the following weighted average assumptions: risk free interest rate of 3.42%, volatility factor of the expected market price of the Company's common stock of 172%, no dividend yield, and a weighted average expected life of the options of 5 years. For the purpose of determining the expected life of the options, the Company utilizes the Simplified Method as defined in Staff Accounting Bulletin No. 107 issued by the SEC.

Diluted EPS (Earnings per Share) gives effect to all dilutive potential common shares outstanding during the period. The computation of Diluted EPS does not assume conversion, exercise or contingent exercise of securities that would have an anti-dilutive effect on losses. As a result, if there is a loss from continuing operations, Diluted EPS is computed in the same manner as Basic EPS. At September 30, 2011, the Company had 1,245,000 options and

2,222,226 warrants outstanding, that were not included in the calculation of earnings per share for the period then ended. Such financial instruments may become dilutive and would then need to be included in future calculations of Diluted EPS. At September 30, 2011, the outstanding options and warrants were considered anti-dilutive since the strike prices were above the market price and since the Company has incurred losses year to date.

In January 2010, the Company received stock subscriptions of \$285,000 as a part of its then ongoing private placement offering, which concluded on January 26, 2010. The subscribers received 4,071,428 shares of stock valued at \$.07 per share. Subsequent to the private placement, the Company determined that it needed to enter into the farm-in agreement and raise additional funds in order to drill the 2-12 well on the Gabbs Valley Prospect.

In July 2010, the Company completed its most recent private placement offering by issuing 4,444,446 shares of common stock, with an aggregate purchase price of \$400,000 and 2,222,226 warrants to purchase shares of common stock at a price of \$.50, which were set to expire in June and July, 2011, however they have been extended to December 31, 2011. Fair values of the extended warrants were estimated at the date of extension using the Black-Scholes Option Valuation Model with the following weighted average assumptions: risk free interest rate of .09%, volatility factor of the expected market price of the Company's common stock of 200%, no dividend yield, and a weighted average expected life of the warrants of 6 months. The outstanding warrants were valued at \$17,778, which had no income statement effect. Proceeds from the private placement were utilized for the Company's share of costs to drill the 2-12 well on the Gabbs Valley Prospect (See Note 2).

Proceeds of the June-July 2010 private placement were allocated \$101,250 to common stock warrants and \$298,750 to common stock and paid in capital. The value of the warrants was estimated using the Black-Scholes Valuation Model

with the following weighted average assumptions: risk free interest rate of .30%, no dividend yield, volatility factor of the expected market price of the Company's common stock of 157%, and a weighted average expected life of the warrants of one year.

On August 24, 2011, Albert E. Whitehead, the Company's Chief Executive Officer, was issued 2,000,000 shares of the Company's common stock for a purchase price of \$.05 per share for a total investment of \$100,000.

## Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### RESULTS OF OPERATIONS

#### GENERAL TO ALL PERIODS

The Company's primary business is the exploration and development of oil and gas interests. The Company has incurred significant losses from operations, and there is no assurance that it will achieve profitability or obtain the funds necessary to finance its operations. For all periods presented, the Company's effective tax rate is 0%. The Company has generated net operating losses since inception, which would normally reflect a tax benefit in the statement of operations and a deferred asset on the balance sheet. However, because of the current uncertainty as to the Company's ability to achieve profitability, a valuation reserve has been established that offsets the amount of any tax benefit available for each period presented in the statements of operations.

#### THREE MONTH PERIOD ENDED SEPTEMBER 30, 2011, COMPARED TO THREE MONTH PERIOD ENDED SEPTEMBER 30, 2010.

Production and operating expenses decreased \$52,515 to \$15,552 for the three months ended September 30, 2011, from \$68,067 for the same period in 2010. The decrease was due to the termination of leases on the Gabbs Valley Prospect which were not renewed.

General and administrative expenses decreased by \$13,902 to \$42,217 for the three months ended September 30, 2011, from \$56,119 for the same period in 2010. The decrease was primarily due to the decrease in insurance costs in 2011.

Other income decreased by \$10,000 to \$-0- for the three months ended September 2011. In the third quarter of 2010, the Company sold some well log data which did not occur in the third quarter of 2011.

There was no depreciation expense attributable to the three months ended September 30, 2011 or September 30, 2010 because the depreciable assets were fully depreciated.

For the reasons discussed above, net loss decreased \$54,872 from \$(113,639) for the three months ended September 30, 2010, to \$(58,767) for the three months ended September 30, 2011.

**NINE MONTH PERIOD ENDED SEPTEMBER 30, 2011, COMPARED TO NINE MONTH PERIOD ENDED SEPTEMBER 30, 2010.**

Production and operating expenses decreased \$145,619 to \$4,273 for the nine months ended September 30, 2011, from \$149,892 for the same period in 2010. The decrease was primarily due to the termination of some leases on the Gabbs

Valley Prospect which had been paid in the previous year and refunds of certain drilling costs which were expensed in 2010.

General and administrative expenses decreased by \$14,823 to \$179,726 for the nine months ended September 30, 2011, from \$194,549 for the same period in 2010. The decrease was primarily due to stock options issued in 2010 and decreased insurance costs in 2011.

There was no depreciation expense attributable to the nine months ended September 30, 2011 or September 30, 2010 because the depreciable assets were fully depreciated.

For the reasons discussed above, net loss decreased \$144,750 from \$(330,988) for the nine months ended September 30, 2010, to \$(186,238) for the nine months ended September 30, 2011.

## RECENTLY ISSUED ACCOUNTING STANDARDS

The Financial Accounting Standards Board (FASB) periodically issues new accounting standards in a continuing effort to improve standards of financial accounting and reporting. The Company has reviewed the recently issued pronouncements and no new accounting standards have been adopted since the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010 was filed.

## LIQUIDITY AND CAPITAL RESOURCES

### GENERAL

As of September 30, 2011, the Company had \$56,734 of cash on hand. The Company believes that its cash on hand will allow it to finance its operations for the next three months. In order to sustain the Company's operations on a long-term basis, the Company intends to continue to look for merger opportunities and consider public or private financings. The Company plans to undertake further exploration of the Gabbs Valley and South Okie Prospects in 2012. The Company will likely look to industry partners to drill the next wells on these prospects.

### OUTLOOK

As stated elsewhere in this Form 10-Q, on May 1, 2007, after further testing of the Company's 1-12 well in the Gabbs Valley Prospect, the Company decided to partially plug and abandon the well since no hydrocarbons were recovered. However, the Company was encouraged by the data it acquired in connection with the drilling, logging and testing of the well. Such data, additional studies of such data, the assistance of geological and engineering consultants and an Advanced Geochemical Imaging Survey conducted in December 2008 led the Company to determine that further drilling was warranted. It is possible that excessive mud exposure in the hole for over five months seriously impeded the process of recovering hydrocarbons. It was determined that a new test well should be drilled using a different method of drilling.

The Company drilled the Paradise Unit 2-12 well to a depth of 4,250 feet before drilling problems caused the Company to cease drilling. The Company recovered small amounts of oil containing paraffin, which may have been restricting the oil flow. However, swab tests failed to increase the oil flow and the Company suspended operations on the well and assigned the lease and the 1-12 and 2-12 wells to the other leasehold owners from which the Company

had taken a

farmout. The new owners plan to do further testing on the 2-12 well and assumed the liabilities associated with the lease and both the 1-12 and 2-12 wells. Further testing by the new owners is expected in the third quarter pending financing. The Company will reassess its plans for the Gabbs Valley leasehold, however, additional studies indicate potential drill sites exist on the remaining acreage and the Company plans to attempt to associate with industry partner(s) to drill another test well this year on this prospect with the timing of such test not predictable at this time.

Subject to securing additional financing and/or engaging an industry partner, the Company plans to drill or cause to be drilled a test well on its South Okie Prospect in 2012.

## MATERIAL RISKS

The Company has incurred significant losses from operations and there is no assurance that it will achieve profitability or obtain the funds necessary to finance continued operations. For other material risks, see the Company's Form 10-K for the period ended December 31, 2010, which was filed on March 23, 2011 and amended on September 30, 2011.

## FORWARD-LOOKING INFORMATION

This Quarterly Report on Form 10-Q, including this section, includes certain statements that may be deemed "forward-looking statements" within the meaning of federal securities laws. All statements, other than statements of historical facts, that address activities, events or developments that the Company expects, believes or anticipates will or may occur in the future, including future sources of financing and other possible business developments, are forward-looking statements. Such statements are subject to a number of assumptions, risks and uncertainties and could be affected by a number of different factors, including the Company's failure to secure short and long-term financing necessary to sustain and grow its



operations, increased competition, changes in the markets in which the Company participates and the technology utilized by the Company and new legislation regarding environmental matters. These risks and other risks that could affect the Company's business are more fully described in reports it files with the SEC, including its Form 10-K for the fiscal year ended December 31, 2010. Actual results may vary materially from the forward-looking statements.

The Company undertakes no duty to update any of the forward-looking statements in this Form 10-Q.

#### Item 4. CONTROLS AND PROCEDURES

As of the end of the period covered by this report, the Company carried out an evaluation under the supervision of the Company's Chief Executive Officer (and principal financial officer) of the effectiveness of the design and operation of the Company's disclosure controls and procedures pursuant to Securities Exchange Act Rules 13a-15(e) and 15d-15(e). Based on this evaluation, the Company's Chief Executive Officer (and principal financial officer) has concluded that the disclosure controls and procedures as of the end of the period covered by this report are effective. During the period covered by this report, there was no change in the Company's internal controls over financial reporting that has materially affected or that is reasonably likely to materially affect the Company's internal control over financial reporting.

## PART II. OTHER INFORMATION

#### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

On August 24, 2011, Albert E. Whitehead, the Company's Chief Executive Officer, was issued 2,000,000 shares of the Company's common stock for a purchase price of \$.05 per share for a total investment of \$100,000. The shares were not registered under the Securities Act of 1933, as amended. The Company relied on the exemption set forth in Section 4(2) of the Securities Act of 1933, as amended, in connection with the issuance of the shares. Mr. Whitehead is a sophisticated person, there was no underwriting in connection with the issuance of the shares and no commissions were paid to any party upon such issuance.

#### Item 6. Exhibits

Certification of Chief Executive Officer (and principal financial officer) pursuant to Rules 13a - 14 (a) and 15(d) - 31 14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(1) (31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (submitted herewith).

32 Certification of Chief Executive Officer (and principal financial officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (submitted herewith).

101 Financial Statements for XBRL format (submitted herewith).

SIGNATURES

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

Date: November 11, 2011

**EMPIRE PETROLEUM CORPORATION**

By: /s/Albert E. Whitehead

Albert E. Whitehead

Chairman, Chief Executive Officer & Principal Financial Officer

EXHIBIT INDEX

NO. DESCRIPTION

- 31 Certification of Chief Executive Officer (and principal financial officer) pursuant to Rules 13a - 14 (a) and 15(d) - 14(a) promulgated under the Securities Exchange Act of 1934, as amended, and Item 601(1) (31) of Regulation S-K, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (submitted herewith).
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- 101 Financial Statements for XBRL format (submitted herewith).