

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K

(Mark One)

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

For the Fiscal Year ended December 31, 2009

OR

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

Commission File Number 1-7908

**ADAMS RESOURCES & ENERGY, INC.**

(Exact name of registrant as specified in its charter)

Delaware

74-1753147

4400 Post Oak Pkwy Ste 2700

77027

Houston, Texas

(State of Incorporation)

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

(Address of Principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(713) 881-3600**

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, \$.10 Par Value</b>	<b>NYSE Amex</b>

Indicate by check mark whether the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
YES \_\_\_ NO

Indicate by check mark whether the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. YES \_\_\_ NO

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 the 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer \_\_\_ Accelerated filer \_\_\_

Non-accelerated filer  Smaller reporting company \_\_\_

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Act).  
YES \_\_\_ NO

The aggregate market value of the voting and non-voting common equity held by nonaffiliates as of the close of business on June 30, 2009 was \$35,874,679 based on the closing price of \$17.15 per one share of common stock as reported on the NYSE AMEX Exchange for such date. A total of 4,217,596 shares of Common Stock were outstanding at March 10, 2010.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Proxy Statement for the Annual Meeting of Stockholders to be held May 19, 2010 are incorporated by reference into Part III of this report.

## PART I

### Items 1 and 2. BUSINESS AND PROPERTIES

#### Forward-Looking Statements –Safe Harbor Provisions

This annual report on Form 10-K for the year ended December 31, 2009 contains certain forward-looking statements covered by the safe harbors provided under Federal securities law and regulations. To the extent such statements are not recitations of historical fact, forward-looking statements involve risks and uncertainties. In particular, statements under the captions (a) Production and Reserve Information, (b) Regulatory Status and Potential Environmental Liability, (c) Management’s Discussion and Analysis of Financial Condition and Results of Operations, (d) Critical Accounting Policies and Use of Estimates, (e) Quantitative and Qualitative Disclosures about Market Risk, (f) Income Taxes, (g) Concentration of Credit Risk, (h) Price Risk Management Activities, and (i) Commitments and Contingencies, among others, contain forward-looking statements. Where the Company expresses an expectation or belief regarding future results of events, such expression is made in good faith and believed to have a reasonable basis in fact. However, there can be no assurance that such expectation or belief will actually result or be achieved.

With the uncertainties of forward looking statements in mind, the reader should consider the risks discussed elsewhere in this report and other documents filed by the Company with the Securities and Exchange Commission from time to time and the important factors described under “Item 1A Risk Factor” that could cause actual results to differ materially from those expressed in any forward-looking statement made by or on behalf of the Company.

#### Business Activities

Adams Resources & Energy, Inc. (“ARE”) and its subsidiaries, collectively (the “Company”), are engaged in the business of marketing crude oil, natural gas and petroleum products, tank truck transportation of liquid chemicals, and oil and gas exploration and production. Adams Resources & Energy, Inc. is a Delaware corporation organized in 1973. The Company’s headquarters are located in 20,700 square feet of leased office space at 4400 Post Oak Parkway, Suite 2700, Houston, Texas 77027 and the telephone number of that address is (713)-881-3600. The revenues, operating results and identifiable assets of each industry segment for the three years ended December 31, 2009 are set forth in Note (9) of Notes to Consolidated Financial Statements included elsewhere herein.

#### Marketing Segment Subsidiaries

Gulfmark Energy, Inc. (“Gulfmark”), a subsidiary of ARE, purchases crude oil and arranges sales and deliveries to refiners and other customers. Activity is concentrated primarily onshore in Texas and Louisiana with additional operations in Michigan and New Mexico. During 2009, Gulfmark purchased approximately 66,100 barrels per day of crude oil at the wellhead or lease level. Gulfmark also operates 101 tractor-trailer rigs and maintains over 50 pipeline inventory locations or injection stations. Gulfmark has the ability to barge oil from five oil storage facilities along the intercoastal waterway of Texas and Louisiana and maintains 50,000 barrels of storage capacity at certain of the dock facilities in order to access waterborne markets for its products. Gulfmark arranges transportation for sales to customers or enters into exchange transactions with third parties when the cost of the exchange is less than the alternate cost incurred in transporting or storing the crude oil.

Adams Resources Marketing, Ltd. (“ARM”), a subsidiary of ARE, operates as a wholesale purchaser, distributor and marketer of natural gas. ARM’s focus is on the purchase of natural gas at the producer level. During 2009, ARM purchased approximately 363,000 million british thermal units (“mmbtu’s”) of natural gas per day at the wellhead and pipeline pooling points. Business is concentrated among approximately 60 independent producers with the primary production areas being the Louisiana and Texas Gulf Coast and the offshore Gulf of Mexico region. ARM provides value added services to its customers by providing access to common carrier pipelines and handling daily volume balancing requirements as well as risk management services.

Ada Resources, Inc. (“Ada”), a subsidiary of ARE, markets branded and unbranded refined petroleum products such as motor fuels and lubricants. Ada makes purchases based on the supplier’s established distributor prices, with such prices generally being lower than Ada’s sales price to its customers. Motor fuel sales include automotive gasoline, biodiesel and conventional diesel fuel. Lubricants consist of passenger car motor oils as well as a full complement of industrial oils and greases. Ada is also involved in the railroad servicing industry, including fueling and lubricating locomotives as well as performing routine maintenance on the power units. Further, the United States Coast Guard has certified Ada as a direct-to-vessel approved marine fuel and lube vendor. Ada’s marketing area primarily includes the Texas Gulf Coast and southern Louisiana. The primary product distribution and warehousing facility is located on 5.5 Company-owned acres in Houston, Texas. The property includes a 60,000 square foot warehouse, 11,000 square feet of office space and bulk storage for 320,000 gallons of lubricating oil.

Operating results are sensitive to a number of factors. Such factors include commodity location, grades of product, individual customer demand for grades or location of product, localized market price structures, availability of transportation facilities, actual delivery volumes that vary from expected quantities, and the timing and costs to deliver the commodity to the customer.

#### Transportation Segment Subsidiary

Service Transport Company (“STC”), a subsidiary of ARE, transports liquid chemicals on a "for hire" basis throughout the continental United States and Canada. Transportation service is provided to over 400 customers under multiple load contracts in addition to loads covered under STC’s standard price list. Pursuant to regulatory requirements, STC holds a Hazardous Materials Certificate of Registration issued by the U.S. Department of Transportation. Presently, STC operates 262 truck tractors of which 6 are independent owner-operator units and maintains 416 tank trailers. In addition, STC maintains truck terminals in Houston, Corpus Christi, and Nederland, Texas as well as Baton Rouge (St. Gabriel), Louisiana and Mobile (Saraland), Alabama. Transportation operations are headquartered at a terminal facility situated on 22 Company-owned acres in Houston, Texas. This property includes maintenance facilities, an office building, tank wash rack facilities and a water treatment system. The St. Gabriel, Louisiana terminal is situated on 11.5 Company-owned acres and includes an office building, maintenance bays and tank cleaning facilities.

STC is compliant with International Organization for Standardization (“ISO”) 9001:2000 Standard. The scope of this Quality System Certificate covers the carriage of bulk liquids throughout STC’s area of operations as well as the tank trailer cleaning facilities and equipment maintenance. STC’s quality management process is one of its major assets. The practice of using statistical process control covering safety, on-time performance and customer satisfaction aids continuous improvement in all areas of quality service. In addition to its ISO 9001:2000 practices, the American Chemistry Council recognizes STC as a Responsible Care® Partner. Responsible Care Partners serve the chemical industry and implement and monitor the seven Codes of Management Practices. The seven codes address compliance and continuing improvement in (1) Community Awareness and Emergency Response, (2) Pollution Prevention, (3) Process Safety, (4) Distribution, (5) Employee Health and Safety, (6) Product Stewardship and (7) Security.

#### Oil and Gas Segment Subsidiary

Adams Resources Exploration Corporation (“AREC”), a subsidiary of ARE, is actively engaged in the exploration and development of domestic oil and natural gas properties primarily in Texas and the south central region of the United States. Exploration offices are maintained in Houston and the Company holds an interest in 325 wells of which 43 are Company operated.

Producing Wells--The following table sets forth the Company's gross and net productive wells as of December 31, 2009. Gross wells are the total number of wells in which the Company has an interest, while net wells are the sum of the fractional interests owned.

	Oil Wells		Gas Wells		Total Wells	
	Gross	Net	Gross	Net	Gross	Net
Texas	63	8.40	112	11.49	175	19.89
Other	94	4.19	56	5.49	150	9.68
	<u>157</u>	<u>12.59</u>	<u>168</u>	<u>16.98</u>	<u>325</u>	<u>29.57</u>

Acreage--The following table sets forth the Company's gross and net developed and undeveloped acreage as of December 31, 2009. Gross acreage represents the Company's direct ownership and net acreage represents the sum of the fractional interests owned. The Company's developed acreage is held by current production while undeveloped acreage is held by oil and gas leases with various remaining terms from six months to three years.

	Developed Acreage		Undeveloped Acreage	
	Gross	Net	Gross	Net
Texas	80,622	9,797	225,787	17,013
Kansas	-	-	31,727	3,173
Other	8,260	1,004	7,288	1,174
	<u>88,882</u>	<u>10,801</u>	<u>264,802</u>	<u>21,360</u>

Drilling Activity--The following table sets forth the Company's drilling activity for each of the three years ended December 31, 2009. All drilling activity was onshore in Texas, Louisiana and Alabama.

	2009		2008		2007	
	Gross	Net	Gross	Net	Gross	Net
Exploratory wells drilled						
- Productive	2	.10	2	.13	3	.15
- Dry	7	.94	2	.22	2	.10
Development wells drilled						
- Productive	24	1.35	17	1.06	18	1.37
- Dry	2	.10	7	.68	6	.35

Production and Reserve Information--The Company's estimated net quantities of proved oil and natural gas reserves and the standardized measure of discounted future net cash flows calculated at a 10% discount rate for the three years ended December 31, 2009, are presented in the table below (**in thousands**):

	December 31,		
	2009	2008	2007
Crude oil (thousands of barrels)	242	230	297
Natural gas (thousands of mcf)	7,248	6,443	7,068
Standardized measure of discounted future net cash flows from oil and gas reserves	\$ 9,305	\$ 11,547	\$ 19,590

The estimated value of oil and natural gas reserves and future net revenues from oil and natural gas reserves was made by the Company's independent petroleum engineers. The reserve value estimates provided at each of December 31, 2009, 2008 and 2007 are based on market prices of \$58.43, \$37.87 and \$92.50 per barrel for crude oil and \$4.05, \$5.65 and \$7.31 per mcf for natural gas, respectively.

Reserve estimates are based on many subjective factors. The accuracy of reserve estimates depends on the quantity and quality of geological data, production performance data, and reservoir engineering data, the pricing assumptions utilized as well as the skill and judgment of petroleum engineers in interpreting such data. The process of estimating reserves requires frequent revision of estimates (usually on an annual basis) as additional information is made available through drilling, testing, reservoir studies and acquiring historical pressure and production data. In addition, the discounted present value of estimated future net revenues should not be construed as the fair market value of oil and natural gas producing properties. Such estimates do not necessarily portray a realistic assessment of current value or future performance of such properties. Such revenue calculations are based on estimates as to the timing of oil and natural gas production, and there is no assurance that the actual timing of production will conform to or approximate such estimates. Also, certain assumptions have been made with respect to pricing. The estimates assume prices will remain constant from the date of the engineer's estimates, except for changes reflected under natural gas sales contracts. There can be no assurance that actual future prices will not vary as industry conditions, governmental regulation and other factors impact the market price for oil and natural gas.

The Company's oil and natural gas production for the three years ended December 31, 2009 was as follows:

Years Ended <u>December 31,</u>	Crude Oil (barrels)	Natural Gas (mcf)
2009	49,500	1,304,000
2008	50,500	1,243,000
2007	69,250	1,182,000

Certain financial information relating to the Company's oil and natural gas division revenues and earnings is summarized as follows:

	Years Ended December 31,		
	2009	2008	2007
Average oil and condensate sales price per barrel	\$ 58.10	\$ 99.25	\$ 70.21
Average natural gas sales price per mcf	\$ 4.43	\$ 9.84	\$ 7.54
Average production cost, per equivalent barrel, charged to expense	\$ 13.25	\$ 18.34	\$ 15.32

North Sea Exploration Licenses—Previously the Company held certain exploration rights in the Central and Southern sectors of the United Kingdom's North Sea region. These rights afforded the opportunity to analyze and assess licensed acreage for an initial two-year period without accompanying stringent financial requirements. Ultimately, the Company's investment group was unsuccessful in obtaining a partner to fund drilling on any of the prospective acreage and therefore the license rights were dropped in 2009 at no additional cost to the Company.

The Company has had no reports to federal authorities or agencies of estimated oil and gas reserves. The Company is not obligated to provide any fixed and determinable quantities of oil or gas in the future under existing contracts or agreements associated with its oil and gas exploration and production segment.

Reference is made to Note (10) of the Notes to Consolidated Financial Statements for additional disclosures relating to oil and natural gas exploration and production activities.

## Environmental Compliance and Regulation

The Company is subject to an extensive variety of evolving United States federal, state and local laws, rules and regulations governing the storage, transportation, manufacture, use, discharge, release and disposal of product and contaminants into the environment, or otherwise relating to the protection of the environment. Presented below is a non-exclusive listing of the environmental laws that potentially impact the Company's activities.

- The Solid Waste Disposal Act, as amended by the Resource Conservation and Recovery Act of 1976, as amended.
- Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA" or "Superfund"), as amended.
- The Clean Water Act of 1972, as amended.
- Federal Oil Pollution Act of 1990, as amended.
- The Clean Air Act of 1970, as amended.
- The Toxic Substances Control Act of 1976, as amended.
- The Emergency Planning and Community Right-to-Know Act.
- The Occupational Safety and Health Act of 1970, as amended.
- Texas Clean Air Act.
- Texas Solid Waste Disposal Act.
- Texas Water Code.
- Texas Oil Spill Prevention and Response Act of 1991, as amended.

Railroad Commission of Texas ("RRC")--The RRC regulates, among other things, the drilling and operation of oil and natural gas wells, the operation of oil and gas pipelines, the disposal of oil and natural gas production wastes and certain storage of unrefined oil and gas. RRC regulations govern the generation, management and disposal of waste from such oil and natural gas operations and provide for the clean up of contamination from oil and natural gas operations. The RRC has promulgated regulations that provide for civil and/or criminal penalties and/or injunctive relief for violations of the RRC regulations.

Louisiana Office of Conservation--This agency has primary statutory responsibility for regulation and conservation of oil, gas, and other natural resources in the State of Louisiana. Their objectives are to (i) regulate the exploration and production of oil, natural gas and other hydrocarbons; (ii) control and allocate energy supplies and distribution and (iii) protect public safety and the State's environment from oilfield waste, including regulation of underground injection and disposal practices.

State and Local Government Regulation--Many states are authorized by the United States Environmental Protection Agency ("EPA") to enforce regulations promulgated under various federal statutes. In addition, there are numerous other state and local authorities that regulate the environment, some of which impose more stringent environmental standards than federal laws and regulations. The penalties for violations of state law vary, but typically include injunctive relief, recovery of damages for injury to air, water or property and fines for non-compliance.

Oil and Gas Operations--The Company's oil and gas drilling and production activities are subject to laws and regulations relating to environmental quality and pollution control. One aspect of the Company's oil and gas operation is the disposal of used drilling fluids, saltwater, and crude oil sediments. In addition, low-level naturally occurring radiation may, at times, occur with the production of crude oil and natural gas. The Company's policy is to comply with environmental regulations and industry standards. Environmental compliance has become more stringent and the Company, from time to time, may be required to remediate past practices. Management believes that such required remediation in the future, if any, will not have a material adverse impact on the Company's financial position or results of operations.

All states in which the Company owns producing oil and gas properties have statutory provisions regulating the production and sale of crude oil and natural gas. Regulations typically require permits for the drilling of wells and regulate the spacing of wells, the prevention of waste, protection of correlative rights, the rate of production, prevention and clean-up of pollution and other matters.

Marketing Operations--The Company's marketing facilities are subject to a number of state and federal environmental statutes and regulations, including the regulation of underground fuel storage tanks. While the Company does not own or operate underground tanks as of December 31, 2009, historically the Company has been an owner and operator of underground storage tanks. The EPA's Office of Underground Tanks and applicable state laws establish regulations requiring owners or operators of underground fuel tanks to demonstrate evidence of financial responsibility for the costs of corrective action and the compensation of third parties for bodily injury and property damage caused by sudden and non-sudden accidental releases arising from operating underground tanks. In addition, the EPA requires the installation of leak detection devices and stringent monitoring of the ongoing condition of underground tanks. Should leakage develop in an underground tank, the operator is obligated for clean up costs. During the period when the Company was an operator of underground tanks, it secured insurance covering both third party liability and clean up costs.

Transportation Operations--The Company's tank truck operations are conducted pursuant to authority of the United States Department of Transportation ("DOT") and various state regulatory authorities. The Company's transportation operations must also be conducted in accordance with various laws relating to pollution and environmental control. Interstate motor carrier operations are subject to safety requirements prescribed by DOT. Matters such as weight and dimension of equipment are also subject to federal and state regulations. DOT regulations also require mandatory drug testing of drivers and require certain tests for alcohol levels in drivers and other safety personnel. The trucking industry is subject to possible regulatory and legislative changes such as increasingly stringent environmental regulations or limits on vehicle weight and size. Regulatory change may affect the economics of the industry by requiring changes in operating practices or by changing the demand for common or contract carrier services or the cost of providing truckload services. In addition, the Company's tank wash facilities are subject to increasingly stringent local, state and federal environmental regulations.

The Company has implemented security procedures for drivers and terminal facilities. Satellite tracking transponders installed in the power units are used to communicate en route emergencies to the Company and to maintain constant information as to the unit's location. If necessary, the Company's terminal personnel will notify local law enforcement agencies. In addition, the Company is able to advise a customer of the status and location of their loads. Remote cameras and better lighting coverage in the staging and parking areas have augmented terminal security.

Regulatory Status and Potential Environmental Liability--The operations and facilities of the Company are subject to numerous federal, state and local environmental laws and regulations including those described above, as well as associated permitting and licensing requirements. The Company regards compliance with applicable environmental regulations as a critical component of its overall operation, and devotes significant attention to providing quality service and products to its customers, protecting the health and safety of its employees, and protecting the Company's facilities from damage. Management believes the Company has obtained or applied for all permits and approvals required under existing environmental laws and regulations to operate its current business. Management has reported that the Company is not subject to any pending or threatened environmental litigation or enforcement action(s), which could materially and adversely affect the Company's business. The Company has, where appropriate, implemented operating procedures at each of its facilities designed to assure compliance with environmental laws and regulation. However, given the nature of the Company's business, the Company is subject to environmental risks and the possibility remains that the Company's ownership of its facilities and its operations and activities could result in civil or criminal enforcement and public as well as private action(s) against the Company, which may necessitate or generate mandatory clean up activities, revocation of required permits or licenses, denial of application for future permits, and/or significant fines, penalties or damages, any and all of which could have a material adverse effect on the Company. At December 31, 2009, the Company is unaware of any unresolved environmental issues for which additional accounting accruals are necessary.

## Employees

At December 31, 2009 the Company employed 679 persons, 14 of whom were employed in the exploration and production of oil and gas, 286 in the marketing of crude oil, natural gas and petroleum products, 356 in transportation operations, and 23 in administrative capacities. None of the Company's employees are represented by a union. Management believes its employee relations are satisfactory.

## Federal and State Taxation

The Company is subject to the provisions of the Internal Revenue Code of 1986, as amended (the "Code"). In accordance with the Code, the Company computes its income tax provision based on a 35 percent tax rate. The Company's operations are, in large part, conducted within the State of Texas. Texas operations are subject to a one-half percent state tax on its revenues net of cost of goods sold as defined by the state. Oil and gas activities are also subject to state and local income, severance, property and other taxes. Management believes the Company is currently in compliance with all federal and state tax regulations.

## Available Information

The Company is required to file periodic reports as well as other information with the Securities and Exchange Commission ("SEC") within established deadlines. Any document filed with the SEC may be viewed or copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Additional information regarding the Public Reference Room can be obtained by calling the SEC at (800) SEC-0330. The Company's SEC filings are also available to the public through the SEC's web site located at <http://www.sec.gov>.

The Company maintains a corporate website at <http://www.adamsresources.com>, on which investors may access free of charge the annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports as soon as is reasonably practicable after filing or furnishing such material with the SEC. Additionally, the Company has adopted and posted on its website a Code of Business Ethics designed to reflect requirements of the Sarbanes-Oxley Act of 2002, NYSE Amex Exchange rules and other applicable laws, rules and regulations. The Code of Business Ethics applies to all of the Company's directors, officers and employees. Any amendment to the Code of Business Ethics will be posted promptly on the Company's website. The information contained on or accessible from the Company's website does not constitute a part of this report and is not incorporated by reference herein. The Company will provide a printed copy of any of these aforementioned documents free of charge upon request by calling ARE at (713)-881-3600 or by writing to:

Adams Resources & Energy, Inc.  
ATTN: Richard B. Abshire  
4400 Post Oak Parkway, Suite 2700  
Houston, Texas 77027

## Item 1A RISK FACTORS

*Worldwide economic developments could damage operations and materially reduce profitability and cash flows.*

Since mid 2008, disruptions in the credit markets and concerns about global economic growth have had a significant adverse impact on global financial markets and commodity prices. At times, these factors have contributed to a decline in the Company's stock price and corresponding market capitalization. Further commodity price decreases during 2010 could result in reduced earnings. Since the Company has no bank debt obligations nor covenants tied to its stock price, potential declines in the Company's stock price do not affect the Company's liquidity or overall financial condition. Should the capital and credit markets continue to experience volatility and the availability of funds remains limited, the Company's customers and suppliers may incur increased costs associated with issuing commercial paper and/or other debt instruments and this, in turn, could adversely affect the Company's ability to secure supply and make profitable sales.

*General economic conditions could reduce demand for chemical based trucking services.*

Customer demand for the Company's products and services is substantially dependent upon the general economic conditions for the United States which have generally been slow over the past year and continue to be challenging. In particular, demand for liquid chemical truck transportation services is dependent on activity within the petrochemical sector of the U. S. economy. Chemical sector demand typically varies with the housing and auto markets as well as the relative strength of the U. S. dollar to foreign currencies. A relatively strong U.S. dollar exchange rate tends to suppress export demand for petrochemicals which is adverse to the Company's transportation operation. Conversely, a weak U. S. dollar exchange rate tends to stimulate export demand for petrochemicals.

*The Company's business is dependent on the ability to obtain trade and other credit.*

The Company's future development and growth depends in part on its ability to successfully obtain credit from suppliers and other parties. Credit arrangements are relied upon as a significant source of liquidity for capital requirements not satisfied by operating cash flow.

Current global financial markets and economic conditions have been, and may continue to be, disrupted and volatile. As a result of concerns about the stability of financial markets generally and the solvency of creditors specifically, the availability of money from the credit markets is reduced as many lenders and institutional investors have enacted tighter lending standards, refused to refinance existing debt on terms similar to current debt and in some cases, ceased to provide funding to borrowers. These issues, along with significant write-offs in the financial services sector and the current weak economic conditions have made, and may continue to make, it more difficult for the Company and its suppliers and customers to obtain funding.

If the Company is unable to obtain trade or other forms credit on reasonable and competitive terms, its ability to continue its marketing and exploration businesses, pursue improvements, and continue future growth will be limited. There is no assurance that the Company will be able to maintain future credit arrangements on commercially reasonable terms.

*The financial soundness of customers could affect our business and operating results*

As a result of constraints in the financial markets and other macro-economic challenges currently affecting the economy of the United States and other parts of the world, the Company's customers may experience cash flow concerns. As a result, if customers' operating and financial performance deteriorates, or if they are unable to make scheduled payments or obtain credit, customers may not be able to pay, or may delay payment of, accounts receivable owed to the Company. Any inability of current and/or potential customers to pay for services may adversely affect the Company's financial condition and results of operations.

*Counterparty credit default could have an adverse effect on the Company.*

The Company's revenues are generated under contracts with various counterparties. Results of operations would be adversely affected as a result of non-performance by any of these counterparties of their contractual obligations under the various contracts. A counterparty's default or non-performance could be caused by factors beyond the Company's control. A default could occur as a result of circumstances relating directly to the counterparty, or due to circumstances caused by other market participants having a direct or indirect relationship with such counterparty. The Company seeks to mitigate the risk of default by evaluating the financial strength of potential counterparties; however, despite mitigation efforts, defaults by counterparties may occur from time to time.

*Fluctuations in oil and gas prices could have an effect on the Company.*

The Company's future financial condition, revenues, results of operations and future rate of growth are materially affected by oil and natural gas prices. Oil and natural gas prices historically have been volatile and are likely to continue to be volatile in the future. Moreover, oil and natural gas prices depend on factors outside the control of the Company. These factors include:

- supply and demand for oil and gas and expectations regarding supply and demand;
- political conditions in other oil-producing countries, including the possibility of insurgency or war in such areas;
- economic conditions in the United States and worldwide;
- governmental regulations and taxation;
- impact of energy conservation efforts;
- the price and availability of alternative fuel sources;
- weather conditions;
- availability of local, interstate and intrastate transportation systems; and
- market uncertainty.

*Revenues are generated under contracts that must be renegotiated periodically.*

Substantially all of the Company's revenues are generated under contracts which expire periodically or which must be frequently renegotiated, extended or replaced. Whether these contracts are renegotiated, extended or replaced is often subject to factors beyond the Company's control. Such factors include sudden fluctuations in oil and gas prices, counterparty ability to pay for or accept the contracted volumes and, most importantly, an extremely competitive marketplace for the services offered by the Company. There is no assurance that the costs and pricing of the Company's services can remain competitive in the marketplace or that the Company will be successful in renegotiating its contracts.

*Anticipated or scheduled volumes will differ from actual or delivered volumes.*

The Company's crude oil and natural gas marketing operation purchases initial production of crude oil and natural gas at the wellhead under contracts requiring the Company to accept the actual volume produced. The resale of such production is generally under contracts requiring a fixed volume to be delivered. The Company estimates its anticipated supply and matches such supply estimate for both volume and pricing formulas with committed sales volumes. Since actual wellhead volumes produced will never equal anticipated supply, the Company's marketing margins may be adversely impacted. In many instances, any losses resulting from the difference between actual supply volumes compared to committed sales volumes must be absorbed by the Company.

*Environmental liabilities and environmental regulations may have an adverse effect on the Company.*

The Company's business is subject to environmental hazards such as spills, leaks or any discharges of petroleum products and hazardous substances. These environmental hazards could expose the Company to material liabilities for property damage, personal injuries and/or environmental harms, including the costs of investigating and rectifying contaminated properties.

Environmental laws and regulations govern many aspects of the Company's business, such as drilling and exploration, production, transportation and waste management. Compliance with environmental laws and regulations can require significant costs or may require a decrease in production. Moreover, noncompliance with these laws and regulations could subject the Company to significant administrative, civil and/or criminal fines and/or penalties.

*Operations could result in liabilities that may not be fully covered by insurance.*

The oil and gas business involves certain operating hazards such as well blowouts, explosions, fires and pollution. Any of these operating hazards could cause serious injuries, fatalities or property damage, which could expose the Company to liability. The payment of any of these liabilities could reduce, or even eliminate, the funds available for exploration, development, and acquisition, or could result in a loss of the Company's properties and may even threaten survival of the enterprise.

Consistent with the industry standard, the Company's insurance policies provide limited coverage for losses or liabilities relating to pollution, with broader coverage for sudden and accidental occurrences. Insurance might be inadequate to cover all liabilities. Moreover, from time to time, obtaining insurance for the Company's line of business can become difficult and costly. Typically, when insurance cost escalates, the Company may reduce its level of coverage and more risk may be retained to offset cost increases. If substantial liability is incurred and damages are not covered by insurance or exceed policy limits, the Company's operation and financial condition could be materially adversely affected.

*Changes in tax laws or regulations could adversely affect the Company.*

The Internal Revenue Service, the United States Treasury Department and Congress frequently review federal income tax legislation. The Company cannot predict whether, when or to what extent new federal tax laws, regulations, interpretations or rulings will be adopted. Any such legislative action may prospectively or retroactively modify tax treatment and, therefore, may adversely affect taxation of the Company.

*The Company's business is subject to changing government regulations.*

Federal, state or local government agencies may impose environmental, labor or other regulations that increase costs and/or terminate or suspend operations. The Company's business is subject to federal, state and local laws and regulations. These regulations relate to, among other things, the exploration, development, production and transportation of oil and natural gas. Existing laws and regulations could be changed, and any changes could increase costs of compliance and costs of operations.

*Estimating reserves, production and future net cash flow is difficult.*

Estimating oil and natural gas reserves is a complex process that involves significant interpretations and assumptions. It requires interpretation of technical data and assumptions relating to economic factors such as future commodity prices, production costs, severance and excise taxes, capital expenditures and remedial costs, and the assumed effect of governmental regulation. As a result, actual results may differ from the Company's estimates. Also, the use of a 10 percent discount factor for reporting purposes, as prescribed by the SEC, may not necessarily represent the most appropriate discount factor, given actual interest rates and risks to which the Company's business is subject. Any significant variations from the Company's valuations could cause the estimated quantities and net present value of the Company's reserves to differ materially.

The reserve data included in this report is only an estimate. The reader should not assume that the present values referred to in this report represent the current market value of the Company's estimated oil and natural gas reserves. The timing of the production and the expenses from development and production of oil and natural gas properties will affect both the timing of actual future net cash flows from the Company's proved reserves and their present value.

*The Company's business is dependent on the ability to replace reserves.*

Future success depends in part on the Company's ability to find, develop and acquire additional oil and natural gas reserves. Without successful acquisition or exploration activities, reserves and revenues will decline as a result of current reserves being depleted by production. The successful acquisition, development or exploration of oil and natural gas properties requires an assessment of recoverable reserves, future oil and natural gas prices and operating costs, potential environmental and other liabilities, and other factors. These assessments are necessarily inexact. As a result, the Company may not recover the purchase price of a property from the sale of production from the property, or may not recognize an acceptable return from properties acquired. In addition, exploration and development operations may not result in any increases in reserves. Exploration or development may be delayed or canceled as a result of inadequate capital, compliance with governmental regulations or price controls or mechanical difficulties. In the future, the cost to find or acquire additional reserves may become prohibitive.

*Fluctuations in commodity prices could have an adverse effect on the Company.*

Revenues depend on volumes and rates, both of which can be affected by the prices of oil and natural gas. Decreased prices could result in a reduction of the volumes of crude oil and natural gas produced by the Company and/or its marketing segment suppliers. The success of the Company's operations is, in part, subject to continued development of additional oil and natural gas reserves. A decline in energy prices could precipitate a decrease in these development activities leading to a decrease in the volume of reserves available for production, processing and transmission. Fluctuations in energy prices are caused by a number of factors, including:

- regional, domestic and international supply and demand;
- availability and adequacy of transportation facilities;
- energy legislation;
- federal and state taxes, if any, on the sale or transportation of natural gas;
- abundance of supplies of alternative energy sources;
- political unrest among oil producing countries; and
- opposition to energy development in environmentally sensitive areas.

*Revenues are dependent on the ability to successfully complete drilling activity.*

Drilling and exploration are one of the main methods of replacing reserves. However, drilling and exploration operations may not result in any increases in reserves for various reasons. Drilling and exploration may be curtailed, delayed or cancelled as a result of:

- lack of acceptable prospective acreage;
- inadequate capital resources;
- weather;
- title problems;
- compliance with governmental regulations; and
- mechanical difficulties.

Moreover, the costs of drilling and exploration may greatly exceed initial estimates. In such a case, the Company would be required to make additional expenditures to develop its drilling projects. Such additional and unanticipated expenditures could adversely affect the Company's financial condition and results of operations.

*Security issues related to drivers and terminal facilities*

The Company transports liquid combustible materials such as gasoline and petrochemicals and such materials may be a target for terrorist attacks. Therefore, the Company employs a variety of security measures to mitigate the risk of such events.

*Current and future litigation could have an adverse effect on the Company.*

The Company is currently involved in several administrative and civil legal proceedings in the ordinary course of its business. Moreover, as incidental to operations, the Company sometimes becomes involved in various lawsuits and/or disputes. Lawsuits and other legal proceedings can involve substantial costs, including the costs associated with investigation, litigation and possible settlement, judgment, penalty or fine. Although insurance is maintained to mitigate these costs, there can be no assurance that costs associated with lawsuits or other legal proceedings will not exceed the limits of insurance policies. The Company's results of operations could be adversely affected if a judgment, penalty or fine is not fully covered by insurance.

Item 1B UNRESOLVED STAFF COMMENTS

None.

Item 3. LEGAL PROCEEDINGS

From time to time as incident to its operations, the Company may become involved in various lawsuits and/or disputes. Primarily as an operator of an extensive trucking fleet, the Company is a party to motor vehicle accidents, worker compensation claims and other items of general liability as would be typical for the industry. Management of the Company is presently unaware of any claims against the Company that are either outside the scope of insurance coverage, or that may exceed the level of insurance coverage, and could potentially represent a material adverse effect on the Company's financial position or results of operations.

Item 4. RESERVED

## PART II

### Item 5. MARKET FOR THE REGISTRANT'S COMMON STOCK, RELATED SECURITY HOLDER MATTERS AND ISSUER REPURCHASE OF EQUITY SECURITIES

The Company's common stock is traded on the NYSE Amex Exchange. The following table sets forth the high and low sales prices of the common stock as reported by the American Stock Exchange for each calendar quarter since January 1, 2008.

	American Stock Exchange	
	High	Low
2008		
First Quarter	\$ 28.65	\$ 22.00
Second Quarter	35.35	26.35
Third Quarter	34.95	22.32
Fourth Quarter	23.00	13.55
2009		
First Quarter	\$ 18.40	\$ 12.66
Second Quarter	18.49	12.75
Third Quarter	21.95	14.83
Fourth Quarter	25.18	19.18

At March 10, 2010 there were approximately 253 shareholders of record of the Company's common stock and the closing stock price was \$22.70 per share. The Company has no securities authorized for issuance under equity compensation plans. The Company made no repurchases of its stock during 2009 and 2008.

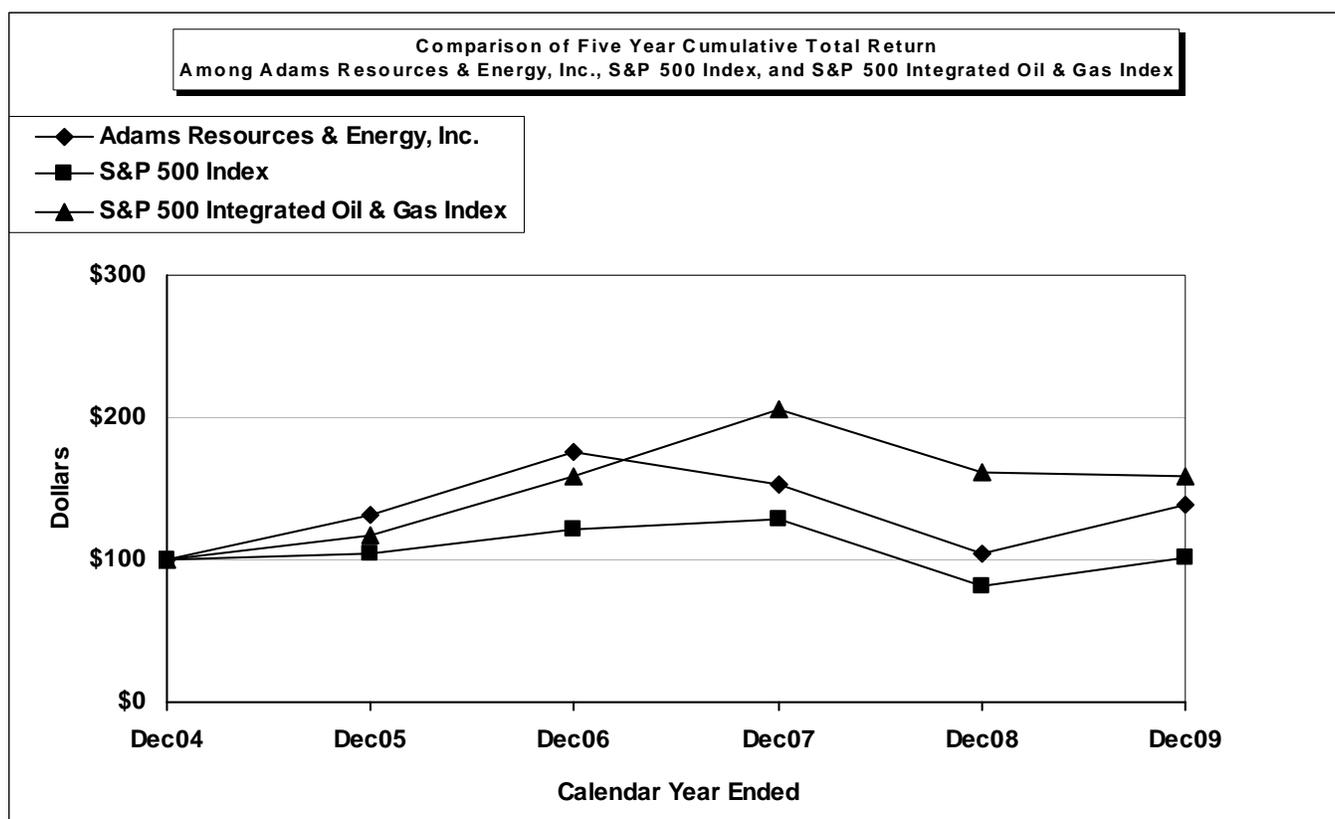
On December 15, 2009, the Company paid an annual cash dividend of \$.50 per common share to common stockholders of record on December 1, 2009. On December 16, 2008, the Company paid an annual cash dividend of \$.50 per common share to common stockholders of record on December 2, 2008. Such dividends totaled \$2,108,798 and \$2,108,798 for each of 2009 and 2008, respectively.

## Performance Graph

The performance graph shown below was prepared under the applicable rules of the SEC based on data supplied by Standard & Poor's Compustat. The purpose of the graph is to show comparative total stockholder returns for the Company versus other investment options for a specified period of time. The graph was prepared based upon the following assumptions:

1. \$100.00 was invested on December 31, 2004 in the Company's common stock, the S&P 500 Index, and the S&P 500 Integrated Oil and Gas Index.
2. Dividends are reinvested on the ex-dividend dates.

Note: The stock price performance shown on the graph below is not necessarily indicative of future price performance.



### Total Return To Shareholders (Includes reinvestment of dividends)

Company / Index	Base Period Dec04	INDEXED RETURNS Years Ending				
		Dec05	Dec06	Dec07	Dec08	Dec09
Adams Resources & Energy, Inc.	100	131.64	175.94	153.01	104.58	138.92
S&P 500 Index	100	104.91	121.48	128.16	80.74	102.11
S&P 500 Integrated Oil & Gas Index	100	117.63	158.61	205.96	161.08	159.00

## FIVE YEAR REVIEW OF SELECTED FINANCIAL DATA

	Years Ended December 31,				
	2009	2008	2007	2006	2005
Revenues:	(In thousands, except per share data)				
Marketing	\$ 1,889,583	\$ 4,074,677	\$ 2,558,545	\$ 2,167,502	\$ 2,292,029
Transportation	44,895	67,747	63,894	62,151	57,458
Oil and gas	8,650	17,248	13,783	16,950	15,346
	<u>\$ 1,943,128</u>	<u>\$ 4,159,672</u>	<u>\$ 2,636,222</u>	<u>\$ 2,246,603</u>	<u>\$ 2,364,833</u>
Operating Earnings:					
Marketing	\$ 17,487	\$ (2,704)	\$ 20,152	\$ 12,975	\$ 22,481
Transportation	2,128	4,245	5,504	5,173	5,714
Oil and gas operations	(3,625)	(3,348)	(2,853)	5,355	6,765
Oil and gas property sale	-	-	12,078	-	-
General and administrative	(9,589)	(9,667)	(10,974)	(8,536)	(9,668)
	<u>6,401</u>	<u>(11,474)</u>	<u>23,907</u>	<u>14,967</u>	<u>25,292</u>
Other income (expense):					
Interest income	125	1,103	1,741	965	188
Interest expense	(25)	(187)	(134)	(159)	(128)
Earnings (loss) from continuing operations before income taxes	<u>6,501</u>	<u>(10,558)</u>	<u>25,514</u>	<u>15,773</u>	<u>25,352</u>
Income tax (provision) benefit	<u>(2,352)</u>	<u>4,986</u>	<u>(8,458)</u>	<u>(5,290)</u>	<u>(8,583)</u>
Earnings (loss) from continuing operations	<u>4,149</u>	<u>(5,572)</u>	<u>17,056</u>	<u>10,483</u>	<u>16,769</u>
Earnings (loss) from discontinued operations, net of taxes	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>872</u>
Net earnings (loss)	<u>\$ 4,149</u>	<u>\$ (5,572)</u>	<u>\$ 17,056</u>	<u>\$ 10,483</u>	<u>\$ 17,641</u>
<b>Earnings (Loss) Per Share</b>					
From continuing operations	\$ .98	\$ (1.32)	\$ 4.04	\$ 2.49	\$ 3.97
From discontinued operations	-	-	-	-	.21
Basic earnings (loss) per share	<u>\$ .98</u>	<u>\$ (1.32)</u>	<u>\$ 4.04</u>	<u>\$ 2.49</u>	<u>\$ 4.18</u>
Dividends per common share	<u>\$ .50</u>	<u>\$ .50</u>	<u>\$ .47</u>	<u>\$ .42</u>	<u>\$ .37</u>
<b>Financial Position</b>					
Working capital	\$ 38,372	\$ 41,559	\$ 50,572	\$ 35,208	\$ 39,321
Total assets	249,401	210,926	357,075	289,287	312,662
Long-term debt, net of current maturities	-	-	-	3,000	11,475
Shareholders' equity	83,801	81,761	89,442	74,368	65,656
Dividends on common shares	2,109	2,109	1,982	1,771	1,560

## Notes:

- In 2007, certain oil and natural gas producing properties were sold for \$14.9 million producing a net gain of \$12.1 million.

Item 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

**Results of Operations**

- *Marketing*

Marketing revenues, operating earnings and depreciation are as follows (**in thousands**):

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Revenues			
Crude oil	\$ 1,770,600	\$ 3,849,531	\$ 2,373,838
Natural gas	14,232	11,586	13,764
Refined products	104,751	213,560	170,943
Total	<u>\$ 1,889,583</u>	<u>\$ 4,074,677</u>	<u>\$ 2,558,545</u>
Operating Earnings (loss)			
Crude oil	\$ 15,404	\$ (4,545)	\$ 15,321
Natural gas	2,749	2,247	4,999
Refined products	(666)	(406)	(168)
Total	<u>\$ 17,487</u>	<u>\$ (2,704)</u>	<u>\$ 20,152</u>
Depreciation			
Crude oil	\$ 1,997	\$ 2,039	\$ 657
Natural gas	166	163	162
Refined products	533	565	457
Total	<u>\$ 2,696</u>	<u>\$ 2,767</u>	<u>\$ 1,276</u>

Supplemental volume and price information is:

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Field Level Purchases per day <sup>(1)</sup>			
Crude Oil – barrels	66,100	67,800	61,500
Natural Gas – mmbtu's	363,000	437,000	423,000
Average Purchase Price			
Crude Oil – per barrel	\$ 58.32	\$ 99.72	\$ 70.70
Natural Gas – per mmbtu	\$ 3.75	\$ 8.63	\$ 6.79

<sup>(1)</sup> Reflects the volume purchased from third parties at the oil and natural gas field level and pipeline pooling points.

### Comparison 2009 to 2008

Crude oil revenues declined for 2009 by 54 percent because of significantly lower average crude oil prices as shown in the table above. While comparative overall crude oil prices were reduced in 2009, the direction of change in price was generally increasing during the period. The average acquisition cost of crude oil moved from the \$41 per barrel level at the beginning of the year to \$75 per barrel for the December 2009 average price. This event produced an inventory liquidation gain of \$5,780,000 for the year. The opposite event occurred in 2008 as crude oil prices declined from the \$90 per barrel range in January 2008 to the \$41 per barrel range in December 2008 causing an \$11.8 million inventory liquidation loss. The Company's inventory holdings result from shipments in transit and as of December 31, 2009 the Company held 189,079 barrels of crude oil at an average price of \$74.32 per barrel. Excluding inventory related gains and losses, comparative operating earnings would have been \$9,624,000 for 2009 and \$7,338,000 for 2008. The 2009 improvement resulted from reduced prices for diesel fuel consumed in the trucking function of this business. Diesel fuel expense was \$4.6 million in 2009 versus \$7.3 million in 2008.

Natural gas sales are reported net of underlying natural gas purchase costs and thus reflect gross margins. As shown above, such margins were fairly consistent between the periods. Natural gas lease purchase volumes were reduced in the current year as generally low natural gas prices caused production curtailments and delayed drilling plans by the Company's supplier group. Despite reduced volumes and based on historical trends, the year 2009 should have produced significantly improved operating earnings relative to 2008 because of the volatile weather patterns that occurred as compared to the mild conditions existing in 2008. Traditionally, the Company captures improved unit margins during periods of rapidly changing weather. However, the continued development of the nations natural gas infrastructure both in terms of more diverse areas of production and expanded pipeline and storage capacity have served to reduce unit margin even during periods of severe weather. This development may limit future opportunities to profit from natural gas marketing operations. To counteract this dynamic, the Company has begun recruiting additional producer suppliers in the expanding production areas.

Contraction in the United States economy has adversely affected refined product segment revenues and operating earnings. Both 2009 and 2008 suffered from the downturn in the domestic economy which began during the third quarter of 2008. Operating earnings were additionally impacted in 2009 and 2008 when the bad debt provision was increased by approximately \$560,000 and \$700,000, respectively, due to customer financial stability concerns. The Company has focused on cost controls and instituted personnel cut-backs in the fourth quarter of 2009 in an effort to restore profitability to this segment.

### Comparison 2008 to 2007

Crude oil revenues increased by 62 percent in 2008 relative to 2007 due to significantly increased commodity prices during major portions of the year. The Company's monthly average crude oil acquisition price rose from the \$91 per barrel level at year-end 2007 to the \$133 per barrel level in June 2008 with a subsequent steep decline beginning in August 2008 to the \$41 per barrel range by year-end. Net inventory driven losses for 2008 were \$11.8 million. In contrast, rising prices produced \$4.3 million of inventory liquidation gains in 2007. Excluding the impact of inventory values as described above, crude oil operating earnings for 2008 and 2007 would have been \$7,338,000 and \$11,021,000, respectively. Absent the inventory items, crude oil earnings from operations were reduced in 2008 as a result of escalated prices for the diesel fuel. Diesel fuel expense was \$7.3 million in 2008 compared to \$4.3 million for 2007.

Natural gas operating earnings were reduced in 2008 relative to 2007 as the marketplace in 2008 provided few opportunities to enhance margins by meeting short-term day-to-day demand needs. In part, such conditions existed because 2008's mild weather patterns did not stimulate localized demand spikes.

Refined products revenues increased during 2008 consistent with increased commodity prices partially offset by reduced volumes as the Company reduced its sales activity to less creditworthy accounts. Refined product driven operating earnings were reduced during 2008 because of an increased allowance for doubtful accounts receivable through a bad debt charge of \$700,000. The Company has a number of construction industry customers that experienced significantly increased fuel costs coupled with a downturn in the housing development market. With an elevated likelihood of this class of customer experiencing financial insolvency, the Company's bad debt provision was increased accordingly.

Historically, prices received for crude oil, natural gas and refined products have been volatile and unpredictable with price volatility expected to continue. See also discussion under Item 3 – Commodity Price Risk.

- *Transportation*

The transportation segment revenues and operating earnings were as follows **(in thousands)**:

	2009		2008		2007	
	<u>Amount</u>	<u>Change<sup>(1)</sup></u>	<u>Amount</u>	<u>Change<sup>(1)</sup></u>	<u>Amount</u>	<u>Change<sup>(1)</sup></u>
Revenues	\$44,895	(34)%	\$ 67,747	6%	\$ 63,894	3%
Operating earnings	\$ 2,128	(50)%	\$ 4,245	(23)%	\$ 5,504	6%
Depreciation	\$ 3,970	3%	\$ 3,843	(10)%	\$ 4,275	(6)%

<sup>(1)</sup> Represents the percentage increase (decrease) from the prior year.

Comparison 2009 to 2008

Revenues and operating results turned downward for the transportation segment in 2009 due to reduced customer demand beginning in the third quarter of 2008. The Company's customers are predominately the domestic United States petrochemical industry, and demand for such products is driven primarily by activity within the housing and automotive sectors. The current national economic recession has severely and adversely impacted this segment of the Company's business. Customer demand is down approximately 30% and through year-end 2009 showed only limited signs of recovery. Typically, as revenues decline, operating earnings decline at a faster rate, as measured by percentage, due to the fixed cost components of operating costs. In March 2009, the Company instituted cost cutting measures including a reduction in personnel levels in order to better align costs with the Company's level of revenues. As a result, the rate of decline in operating earnings slowed relative to the rate of decline in revenues beginning in the second quarter of 2009. In addition during the third quarter of 2009 the Company earned an approximate \$467,000 credit against its automobile and workers compensation insurance premiums. Such premium credits served to reduce operating expenses and were a direct result of reduced activity within the transportation segment.

Based on the current level of infrastructure, the Company's transportation segment is designed to maximize efficiency when revenues excluding fuel adjustments are in the \$60 million per year range. The Company's transportation business tends to contract when United States and world economies weaken and also fluctuates with the exchange value for the U.S. dollar. A strong dollar exchange rate generally suppresses demand and reduces earnings. Other important factors include levels of competition within the tank truck industry as well as competition from the railroads. Some demand improvement, most likely the result of shifting traffic patterns from rail to truck, occurred in January 2010 and has continued to date.

## Comparison 2008 to 2007

Transportation revenues include various component parts, the most significant being standard line haul charges, fuel adjustment charges and demurrage. Line haul revenues declined slightly during 2008 to \$48.3 million versus \$49.2 million in 2007 as the average annual demand for the Company's services generally remained consistent. Fuel adjustment billings increased to \$12.6 million in 2008 compared to \$7.6 million in 2007 for comparative additional 2008 revenue of \$5 million. However, actual fuel expense incurred increased by \$5.6 million during 2008 to \$17.1 million. The partial inability to fully pass along fuel increases coupled with increased salary and wage cost during 2008 reduced operating earnings for the year.

### - Oil and Gas

Oil and gas segment revenues and operating earnings are primarily derived from crude oil and natural gas production volumes and prices. Comparative amounts for revenues, operating earnings and depreciation and depletion were as follows (in thousands):

	2009		2008		2007	
	Amount	Change <sup>(1)</sup>	Amount	Change <sup>(1)</sup>	Amount	Change <sup>(1)</sup>
Revenues	\$ 8,650	(50)%	\$ 17,248	25%	\$ 13,783	(19)%
Operating earnings (loss)	(3,625)	8%	(3,348)	17%	(2,853)	(153)%
Depreciation and depletion	3,654	(46)%	6,763	16%	5,833	62%
Producing property impairments	1,350	(56)%	3,078	153%	1,216	43%

<sup>(1)</sup> Represents the percentage increase (decrease) from the prior year.

Comparative volumes and prices were as follows:

	2009	2008	2007
<b>Production Volumes</b>			
- Crude Oil	49,500 bbls	50,500 bbls	69,250 bbls
- Natural Gas	1,304,000 mcf	1,243,000 mcf	1,182,000 mcf
<b>Average Price</b>			
- Crude Oil	\$ 58.10/bbl	\$ 99.25/bbl	\$ 70.21/bbl
- Natural Gas	\$ 4.43/mcf	\$ 9.84/mcf	\$ 7.54/mcf

The revenue and earnings decline for the oil and gas segment in 2009 is attributable to decreased crude oil and natural gas prices as shown in the tables above. Depreciation and depletion expense is reduced in the current period because a significant decline in hydrocarbon prices at year-end December 31, 2008 caused producing property impairment provisions to be recorded. Such charges reduced the level of capitalized costs for amortizing in the current period. Improved oil and gas segment revenues for 2008 in comparison to 2007 resulted from increased overall average commodity prices for both crude oil and natural gas as shown above. Crude oil volumes are reduced in 2009 and 2008 as a result of normal production declines while natural gas volumes increased for each year with favorable drilling results.

Operating earnings were burdened in 2009, 2008 and 2007 with exploration expenses incurred as follows  
(in thousands):

	2009	2008	2007
Dry hole expense	\$ 661	\$ 2,421	\$ 3,187
Prospect abandonment	2,423	2,834	845
Seismic and geological	734	775	1,475
	<hr/>	<hr/>	<hr/>
Total	\$ 3,818	\$ 6,030	\$ 5,507

During 2009, the Company participated in the drilling of 35 wells with 26 successful and 9 dry holes. Additionally, the Company had seven wells in process on December 31, 2009 with ultimate evaluation anticipated during 2010. Converting natural gas volumes to equate with crude oil volumes at a ratio of six to one, oil and gas production and proved reserve volumes are summarized as follows on an equivalent barrel (Eq. Bbls) basis:

	2009 (Eq. Bbls.)	2008 (Eq. Bbls.)	2007 (Eq. Bbls.)
Beginning of year	1,304,000	1,475,000	1,779,000
Estimated reserve additions	439,000	395,000	246,000
Production	(267,000)	(258,000)	(266,000)
Reserves sold	-	-	(245,000)
Revisions of previous estimates	(26,000)	(308,000)	(39,000)
	<hr/>	<hr/>	<hr/>
End of year	1,450,000	1,304,000	1,475,000

During 2009 and in total for the three year period ended December 31, 2009, estimated reserve additions represented 164 percent and 136 percent, respectively, of production volumes.

The Company's current drilling and exploration efforts are primarily focused as follows:

#### East Texas Project

Beginning in 2005, the Company began acquiring acreage interests in Nacogdoches and Shelby counties of East Texas. Subsequent drilling activity produced 26 productive wells through the end of 2009. Four of the successful wells targeted the Haynesville Shale Play of Nacogdoches County with the Hill #1, the Pop Pop Gas Unit #1 and the Hassell Gas Unit #1 each beginning initial production rates from 12,000 to in excess of 15,000 mcf per day of natural gas with flowing tubing pressures in excess of 7200 psi. The Company has a five percent working interest in these three wells and holds a five percent working interest in approximately 43,000 acres, which includes the area of the Haynesville wells. A two percent working interest is held in approximately 24,000 additional adjacent acres. Drilling activity will continue on this project with six rigs scheduled during 2010.

#### Eaglewood Project

The Eaglewood project encompasses a ten county area from South Texas along the Gulf Coast and northward into East Texas. In this area, the Company purchased existing 3-D seismic data and reprocessed it using proprietary techniques. During 2008, five wells were successfully drilled. In 2009, activity was curtailed due to reduced prices for natural gas. Active efforts resumed in 2010 with one successful well drilled in the first quarter and three wells approved for drilling. The Company anticipates additional economically viable prospects will be identified for future drilling. The Company has a five percent working interest in this project.

## Southwestern Arkansas

The Company participated in three 3-D seismic surveys in Southwestern Arkansas covering approximately 160 square miles. After initially drilling two unsuccessful test wells on this project in 2008, additional study was completed and a successful well was drilled in 2010 and is presently completing. Indications continue to suggest that multiple drillable shallow oil prospects will be identified. The Company's working interest in this project varies from 4.5 percent to 11.6 percent.

## South Central Kansas

The Company is participating with a 10 percent working interest in a large 3-D seismic survey in South Central Kansas. A number of prospects have been identified with the first well scheduled to spud in the first quarter of 2010.

### - *Oil and gas property sale*

In May 2007, the Company sold its interest in certain Louisiana producing oil and gas properties. Sale proceeds totaled \$14.9 million resulting in a pre-tax gain on sale of approximately \$12.1 million.

### - *General and administrative, interest income and income tax*

General and administrative expenses were elevated during 2007 due primarily to federally mandated Sarbanes-Oxley compliance costs. Interest income declined in 2009 and 2008 as interest rates on overnight deposits declined to near zero following the significant turmoil that occurred in the financial markets during the fall of 2008. The provision for income taxes is based on Federal and State tax rates and variations are consistent with taxable income in the respective accounting periods.

### - *Outlook*

Recent successful results in the Haynesville Shale formation of East Texas should boost 2010 natural gas volumes and revenues. Further for 2010, emphasis will be on development drilling which should reduce the level of exploration expense charged to earnings. The marketing and transportation segments are also forecasting stable profitability during 2010. Absent declines in crude oil and natural gas prices, upcoming 2010 results should show improvement over the current level of earnings.

The Company has the following major objectives for 2010:

- Maintain marketing operating earnings at the \$10 million level exclusive of inventory valuation gains or losses.
- Establish transportation operating earnings at the \$3 million level.
- Establish oil and gas operating earnings at the \$5 million level and replace 2010 production with current reserve additions.

## Liquidity and Capital Resources

The Company's liquidity primarily derives from net cash provided from operating activities, which was \$22,285,000, \$13,639,000 and \$9,201,000 for each of 2009, 2008 and 2007, respectively. As of December 31, 2009 and 2008, the Company had no bank debt or other forms of debenture obligations. Cash and cash equivalents totaled \$16,806,000 as of December 31, 2009, and such balances are maintained in order to meet the timing of day-to-day cash needs. Working capital, the excess of current assets over current liabilities, totaled \$38,372,000 as of December 31, 2009.

From time to time, the Company may make cash prepayments to certain suppliers of crude oil and natural gas for the Company's marketing operations. Such prepayments totaled \$7,670,000 as of December 31, 2009 and such amounts will be recouped and advanced from month-to-month as the suppliers deliver product to the Company. The Company also requires certain counterparties to post cash collateral with the Company in order to support their purchases from the Company. Such cash collateral held by the Company totaled \$1,884,000 as of December 31, 2009. Management believes current cash balances, together with expected cash generated from future operations, will be sufficient to meet short-term and long-term liquidity needs.

The Company utilizes cash from operations to make discretionary investments in its oil and natural gas exploration, marketing and transportation businesses, which comprise substantially all of the Company's investing cash outflows for each of the past three years. The Company does not look to proceeds from property sales to fund its cash flow needs. However, during May 2007, the Company received net proceeds of \$14,954,000 related to the sale of oil and gas properties and such sale was made due to attractive pricing. Currently, the Company does not plan to make significant dispositions of its oil and gas properties in the future, but certain oil and gas interests may be disposed of should favorable opportunities arise. Except for a total of \$1.9 million in operating lease commitments for transportation equipment and office lease space, the Company's future commitments and planned investments can be readily curtailed if operating cash flows contract.

Capital expenditures during 2009 included \$9,648,000 for marketing and transportation equipment additions (primarily trucks and trailers) and \$12,742,000 in property additions associated with oil and gas exploration and production activities. For 2010, the Company anticipates expending approximately \$15 million on oil and gas exploration projects to be funded from operating cash flow and available working capital. In addition, approximately \$7 million will be expended towards replacement of older truck-tractors within the Company's marketing and transportation businesses with funding from available cash flow.

Historically, the Company pays an annual dividend in the fourth quarter of each year, and the Company paid a \$.50 per common share or \$2,109,000 dividend to shareholders of record as of December 1, 2009. The most significant item affecting future increases or decreases in liquidity is earnings from operations and such earnings are dependent on the success of future operations (see Item 1A Risk Factors in this annual report of Form 10-K).

### *Banking Relationships*

In August 2009, the Company entered into a Credit and Security Agreement with Wells Fargo Bank to provide a \$40 million letter of credit facility. Pursuant to the Wells Fargo agreement, the Company discontinued its previous working capital lines of credit with Bank of America. The Wells Fargo facility provides for the issuance of up to \$40 million of letters of credit to support the Company's crude oil and natural gas marketing businesses based on the eligible accounts receivable within those operations. Letters of credit outstanding totaled \$24.5 million as of December 31, 2009. The letter of credit facility places certain restrictions on the Company's Gulfmark Energy, Inc. and Adams Resources Marketing, Ltd. subsidiaries. Such restrictions included maintaining a combined 1.1 to 1.0 current ratio and maintaining positive net earnings as defined among other restrictions. Management believes the Company is currently in compliance with all such covenants.

### *Off-balance Sheet Arrangements*

The Company maintains certain operating lease arrangements primarily with independent truck owner-operators in order to provide truck-tractor equipment for the Company's fleet. Any commitments with independent truck owner-operators are on a month-to-month basis. All operating lease commitments qualify for off-balance sheet treatment. Rental expense for the years ended December 31, 2009, 2008, and 2007 was \$6,898,000, \$13,423,000 and \$11,885,000, respectively. As of December 31, 2009, commitments under long-term non-cancelable operating leases for the next five years are payable as follows: 2010 - \$1,165,000; 2011 - \$820,000; 2012 - \$168,000; 2013 - \$47,000 and none thereafter.

### *Contractual Cash Obligations*

The Company has entered into certain operating leasing arrangements for tractors, trailers and office space. The Company has no capital lease obligations. A summary of the payment periods for contractual cash obligations is as follows (**in thousands**):

	<u>2010</u>	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>Thereafter</u>	<u>Total</u>
Lease payments	<u>\$1,165</u>	<u>\$ 820</u>	<u>\$ 168</u>	<u>\$ 47</u>	<u>\$ -</u>	<u>\$ 2,200</u>

In addition to its lease financing obligations, the Company is also committed to purchase certain quantities of crude oil and natural gas in connection with its marketing activities. Such commodity purchase obligations are the basis for commodity sales, which generate the cash flow necessary to meet such purchase obligations. Approximate commodity purchase obligations as of December 31, 2009 are as follows (**in thousands**):

	<u>January 2010</u>	<u>Remaining 2010</u>	<u>2011</u>	<u>2012</u>	<u>Thereafter</u>	<u>Total</u>
Crude Oil	<u>\$ 100,859</u>	<u>\$ 8,035</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 108,894</u>
Natural Gas	<u>24,160</u>	<u>23,292</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>47,452</u>
	<u>\$ 125,019</u>	<u>\$ 31,327</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 156,346</u>

### *Insurance*

From time to time, the marketplace for all forms of insurance enters into periods of severe cost increases. In the past, during such cyclical periods, the Company has seen costs escalate to the point where desired levels of insurance were either unavailable or unaffordable. The Company's primary insurance needs are in the areas of worker's compensation, automobile and umbrella coverage for its trucking fleet and medical insurance for employees. During each of 2009, 2008 and 2007, insurance cost stabilized and totaled \$10.5 million, \$10.6 million and \$10.3 million, respectively. Overall insurance cost may experience renewed rate increases during 2010. Since the Company is generally unable to pass on such cost increases, any increase will need to be absorbed by existing operations.

## *Competition*

In all phases of its operations, the Company encounters strong competition from a number of entities. Many of these competitors possess financial resources substantially in excess of those of the Company. The Company faces competition principally in establishing trade credit, pricing of available materials and quality of service. In its oil and gas operation, the Company also competes for the acquisition of mineral properties. The Company's marketing division competes with major oil companies and other large industrial concerns that own or control significant refining and marketing facilities. These major oil companies may offer their products to others on more favorable terms than those available to the Company. From time to time in recent years, there have been supply imbalances for crude oil and natural gas in the marketplace. This in turn has led to significant fluctuations in prices for crude oil and natural gas. As a result, there is a high degree of uncertainty regarding both the future market price for crude oil and natural gas and the available margin spread between wholesale acquisition costs and sales realization.

## **Critical Accounting Policies and Use of Estimates**

### *Fair Value Accounting*

The Company enters into certain forward commodity contracts that are required to be recorded at fair value and such contracts are recorded as either an asset or liability measured at its fair value. Changes in fair value are recognized immediately in earnings unless the derivatives qualify for, and the Company elects, cash flow hedge accounting. The Company had no contracts designated for hedge accounting during 2009, 2008 and 2007.

The Company utilizes a market approach to valuing its commodity contracts. On a contract by contract, forward month by forward month basis, the Company obtains observable market data for valuing its contracts. Such contracts typically have durations that are less than 18 months. As of December 31, 2009, all of the Company's market value measurements were based on either quoted prices in active markets (Level 1 inputs) or from inputs based on observable market data (Level 2 inputs). See discussion under "Fair Value Measurements" in Note 1 to the Consolidated Financial Statements.

The Company's fair value contracts give rise to market risk, which represents the potential loss that may result from a change in the market value of a particular commitment. The Company monitors and manages its exposure to market risk to ensure compliance with the Company's risk management policies. Such policies are regularly assessed to ensure their appropriateness given management's objectives, strategies and current market conditions.

### *Trade Accounts*

Accounts receivable and accounts payable typically represent the most significant assets and liabilities of the Company. Particularly within the Company's energy marketing, oil and gas exploration, and production operations, there is a high degree of interdependence with and reliance upon third parties (including transaction counterparties) to provide adequate information for the proper recording of amounts receivable or payable. Substantially all such third parties are larger firms providing the Company with the source documents for recording trade activity. It is commonplace for these entities to retroactively adjust or correct such documents. This typically requires the Company to absorb, benefit from, or pass along such corrections to another third party.

Due to the volume of and complexity of transactions and the high degree of interdependence with third parties, this is a difficult area to control and manage. The Company manages this process by participating in a monthly settlement process with each of its counterparties. Ongoing account balances are monitored monthly and the Company attempts to gain the cooperation of such counterparties to reconcile outstanding balances. The Company also places great emphasis on collecting cash balances due and paying only bonafide and properly supported claims. In addition, the Company maintains and monitors its bad debt allowance. Nevertheless a degree of risk remains due to the custom and practices of the industry.

## *Oil and Gas Reserve Estimate*

The value of capitalized cost of oil and natural gas exploration and production related assets are dependent on underlying oil and natural gas reserve estimates. Reserve estimates are based on many subjective factors. The accuracy of reserve estimates depends on the quantity and quality of geological data, production performance data and reservoir engineering data, the pricing assumptions utilized as well as the skill and judgment of petroleum engineers in interpreting such data. The process of estimating reserves requires frequent revision of estimates (usually on an annual basis) as additional information becomes available. Calculations of estimated future oil and natural gas revenues are also based on estimates of the timing of oil and natural gas production, and there are no assurances that the actual timing of production will conform to or approximate such estimates. Also, certain assumptions must be made with respect to pricing. The Company's estimates assume prices will remain constant from the date of the engineer's estimates, except for changes reflected under natural gas sales contracts. There can be no assurance that actual future prices will not vary as industry conditions, governmental regulation, political conditions, economic conditions, weather conditions, market uncertainty and other factors impact the market price for oil and natural gas.

The Company follows the successful efforts method of accounting, so only costs (including development dry hole costs) associated with producing oil and natural gas wells are capitalized. Estimated oil and natural gas reserve quantities are the basis for the rate of amortization under the Company's units of production method for depreciating, depleting and amortizing of oil and natural gas properties. Estimated oil and natural gas reserve values also provide the standard for the Company's periodic review of oil and natural gas properties for impairment.

### *Contingencies*

From time to time as incident to its operations, the Company becomes involved in various accidents, lawsuits and/or disputes. Primarily as an operator of an extensive trucking fleet, the Company is a party to motor vehicle accidents, worker compensation claims or other items of general liability as are typical for the industry. In addition, the Company has extensive operations that must comply with a wide variety of tax laws, environmental laws and labor laws, among others. Should an incident occur, management evaluates the claim based on its nature, the facts and circumstances and the applicability of insurance coverage. To the extent management believes that such event may impact the financial condition of the Company, management will estimate the monetary value of the claim and make appropriate accruals or disclosure as provided in the appropriate accounting literature guidelines.

### *Revenue Recognition*

The Company's crude oil, natural gas and refined products marketing customers are invoiced daily or monthly based on contractually agreed upon terms. Revenue is recognized in the month in which the physical product is delivered to the customer. Where required, the Company also recognizes fair value or mark-to-market gains and losses related to its commodity activities. A detailed discussion of the Company's revenue recognition policy is included in Note (1) of Notes to Consolidated Financial Statements.

Transportation segment customers are invoiced, and the related revenue is recognized as the service is provided. Oil and natural gas revenue from the Company's interests in producing wells is recognized as title and physical possession of the oil and natural gas passes to the purchaser.

### *Recent Accounting Pronouncements*

As of September 30, 2009, the Financial Accounting Standards Board issued the Accounting Standards Codification (ASC) which became effective for the Company. The ASC is now the source of authoritative U.S. accounting and reporting standards for nongovernmental entities, in addition to guidance issued by the SEC. No changes to accounting standards or guidance resulted from the issuance of the ASC. Any references to accounting guidance in current and future financial statements will be to the applicable ASC sections.

In December 2008, the Securities and Exchange Commission released Final Rule, Modernization of Oil and Gas Reporting to revise the existing Regulation S-K and Regulation S-X reporting requirements to align with current industry practices and technological advances. The new disclosure requirements include provisions that permit the use of new technologies to determine proved reserves if those technologies have been demonstrated empirically to lead to reliable conclusions about reserve volumes. In addition, the new disclosure requirements require a company to (a) disclose its internal control over reserves estimation and report the independence and qualification of its reserves preparer or auditor, (b) file reports when a third party is relied upon to prepare reserves estimates or conducts a reserve audit, (c) report oil and gas reserves using an average price based upon the prior 12-month period rather than period-end prices and (d) disclose the development of any proved undeveloped reserves (PUD's) including the total quantity of PUD's at year-end, material changes to PUD's during the year, investments and progress toward the development of PUD's and an explanation of the reasons why material concentrations of PUD's have remained undeveloped for five years or more after disclosure as PUD's. The accounting changes resulting from changes in definitions and pricing assumptions should be treated as a change in accounting principle that is inseparable from a change in accounting estimate, which is to be applied prospectively. The disclosures required by this final ruling became effective for the Company's current Annual Report on Form 10-K for the year ended December 31, 2009.

In January 2010, the FASB issued FASB Accounting Standards Update (ASU) No. 2010-03, "Oil and Gas Reserve Estimations and Disclosures" (ASU No. 2010-03). This update aligns the current oil and gas reserve estimation and disclosure requirements of the Extractive Industries – Oil and Gas topic of the ASC (ASC Topic 932) with the changes required by the SEC final rule, "Modernization of Oil and Gas Reporting," as discussed above. ASU No. 2010-03 expands the disclosures required for equity method investments, revises the definition of oil and gas producing activities to include nontraditional resources in reserves unless not intended to be upgraded into synthetic oil or gas, amends the definition of proved oil and gas reserves to require 12-month average pricing in estimating reserves, amends and adds definitions in the Master Glossary that is used in estimating proved oil and gas quantities and provides guidance on geographic area with respect to disclosure of information about significant reserves. ASU No. 2010-03 must be applied prospectively as a change in accounting principle that is inseparable from a change in accounting estimate. The Company adopted ASU No. 2010-03 effective December 31, 2009.

Management believes the impact of other recently issued standards and updates, which are not yet effective, will not have a material impact on the Company's consolidated financial position, results of operations or cash flows upon adoption.

#### Item 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

The Company's exposure to market risk includes potential adverse changes in interest rates and commodity prices.

##### *Interest Rate Risk*

The Company had no long-term debt outstanding at December 31, 2009 and 2008. A hypothetical ten percent adverse change in the floating rate would not have a material effect on the Company's results of operations for the fiscal year ended December 31, 2009.

### *Commodity Price Risk*

The Company's major market risk exposure is in the pricing applicable to its marketing and production of crude oil and natural gas. Realized pricing is primarily driven by the prevailing spot prices applicable to oil and gas. Commodity price risk in the Company's marketing operations represents the potential loss that may result from a change in the market value of an asset or a commitment. From time to time, the Company enters into forward contracts to minimize or hedge the impact of market fluctuations on its purchases of crude oil and natural gas. The Company may also enter into price support contracts with certain customers to secure a floor price on the purchase of certain supply. In each instance, the Company locks in a separate matching price support contract with a third party in order to minimize the risk of these financial instruments. Substantially all forward contracts fall within a six-month to eighteen-month term with no contracts extending longer than two years in duration.

Certain forward contracts are recorded at fair value, depending on management's assessments of numerous accounting standards and positions that comply with generally accepted accounting principles. The fair value of such contracts is reflected on the balance sheet as fair value assets and liabilities and any revaluation is recognized on a net basis in the Company's results of operations. See discussion under "Fair Value Measurements" in Note 1 to the Consolidated Financial Statements.

Historically, prices received for oil and natural gas sales have been volatile and unpredictable with price volatility expected to continue. From January 1, 2008 through December 31, 2009 natural gas price realizations ranged from a monthly low of \$2.96 per mmbtu to a monthly high of \$11.85 per mmbtu. Crude oil prices ranged from a monthly average low of \$35.99 per barrel to a high of \$135.00 per barrel during the same period. A hypothetical ten percent adverse change in average natural gas and crude oil prices, assuming no changes in volume levels, would have reduced earnings by approximately \$2,270,000 and \$2,896,000 for the comparative years ended December 31, 2009 and 2008, respectively.

## ITEM 8. FINANCIAL STATEMENTS

### ADAMS RESOURCES & ENERGY, INC. AND SUBSIDIARIES

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## REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
Adams Resources & Energy, Inc.  
Houston, Texas

We have audited the accompanying consolidated balance sheets of Adams Resources & Energy, Inc. and subsidiaries (the "Company") as of December 31, 2009 and 2008, and the related consolidated statements of operations, shareholders' equity and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of Adams Resources & Energy, Inc. and subsidiaries as of December 31, 2009 and 2008, and the results of their operations and their cash flows for the each of the three years in the period ended December 31, 2009, in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 1 to the Consolidated Financial Statements, the Company changed its method of accounting for oil and natural gas reserves and disclosures on December 31, 2009.

/s/DELOITTE & TOUCHE LLP

Houston, Texas  
March 23, 2010

**ADAMS RESOURCES & ENERGY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED BALANCE SHEETS**  
(In thousands)

ASSETS	December 31,	
	2009	2008
<b>CURRENT ASSETS:</b>		
Cash and cash equivalents	\$ 16,806	\$ 18,208
Accounts receivable, net of allowance for doubtful accounts of \$1,681 and \$1,251, respectively	155,941	119,401
Inventories	15,260	14,207
Fair value contracts	1,581	8,697
Income tax receivable	2,171	3,629
Prepayments	10,804	5,224
	<u>202,563</u>	<u>169,366</u>
<b>PROPERTY AND EQUIPMENT:</b>		
Marketing	19,787	19,510
Transportation	38,859	32,661
Oil and gas (successful efforts method)	73,843	66,593
Other	171	99
	<u>132,660</u>	<u>118,863</u>
Less – Accumulated depreciation, depletion and amortization	(90,355)	(83,277)
	<u>42,305</u>	<u>35,586</u>
<b>OTHER ASSETS:</b>		
Deferred income tax asset	1,290	2,035
Cash deposits and other	3,243	3,939
	<u>\$ 249,401</u>	<u>\$ 210,926</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 158,176	\$ 115,183
Accounts payable – related party	75	89
Fair value contracts	1,331	8,196
Accrued and other liabilities	3,872	3,930
Current deferred income taxes	737	409
Total current liabilities	<u>164,191</u>	<u>127,807</u>
<b>LONG-TERM DEBT</b>		
	-	-
<b>OTHER LIABILITIES:</b>		
Asset retirement obligations	1,315	1,260
Other liabilities	94	98
	<u>165,600</u>	<u>129,165</u>
<b>COMMITMENTS AND CONTINGENCIES (NOTE 6)</b>		
<b>SHAREHOLDERS' EQUITY:</b>		
Preferred stock, \$1.00 par value, 960,000 shares authorized, none outstanding	-	-
Common stock, \$.10 par value, 7,500,000 shares authorized, 4,217,596 issued and outstanding	422	422
Contributed capital	11,693	11,693
Retained earnings	71,686	69,646
Total shareholders' equity	<u>83,801</u>	<u>81,761</u>
	<u>\$ 249,401</u>	<u>\$ 210,926</u>

The accompanying notes are an integral part of these consolidated financial statements.

**ADAMS RESOURCES & ENERGY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share data)

	Years Ended December 31,		
	2009	2008	2007
REVENUES:			
Marketing	\$ 1,889,583	\$ 4,074,677	\$ 2,558,545
Transportation	44,895	67,747	63,894
Oil and gas	<u>8,650</u>	<u>17,248</u>	<u>13,783</u>
	1,943,128	4,159,672	2,636,222
COSTS AND EXPENSES:			
Marketing	1,869,400	4,074,614	2,537,117
Transportation	38,797	59,659	54,115
Oil and gas operations	8,621	13,833	10,803
Oil and gas property sale	-	-	(12,078)
General and administrative	9,589	9,667	10,974
Depreciation, depletion and amortization	<u>10,320</u>	<u>13,373</u>	<u>11,384</u>
	<u>1,936,727</u>	<u>4,171,146</u>	<u>2,612,315</u>
Operating Earnings (Loss)	6,401	(11,474)	23,907
Other Income (Expense):			
Interest income	125	1,103	1,741
Interest expense	<u>(25)</u>	<u>(187)</u>	<u>(134)</u>
Earnings (loss) before income taxes	6,501	(10,558)	25,514
Income Tax (Provision) Benefit:			
Current	(1,280)	(1,689)	(8,093)
Deferred	<u>(1,072)</u>	<u>6,675</u>	<u>(365)</u>
	<u>(2,352)</u>	<u>4,986</u>	<u>(8,458)</u>
Net Earnings (Loss)	<u>\$ 4,149</u>	<u>\$ (5,572)</u>	<u>\$ 17,056</u>
EARNINGS (LOSS) PER SHARE:			
Basic and diluted net earnings (loss) per share	<u>\$ .98</u>	<u>\$ (1.32)</u>	<u>\$ 4.04</u>
DIVIDENDS PER COMMON SHARE	<u>\$ .50</u>	<u>\$ .50</u>	<u>\$ .47</u>

The accompanying notes are an integral part of these consolidated financial statements.

**ADAMS RESOURCES & ENERGY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY**  
(In thousands)

	<u>Common Stock</u>	<u>Contributed Capital</u>	<u>Retained Earnings</u>	<u>Total Shareholders' Equity</u>
BALANCE, January 1, 2007	\$ 422	\$ 11,693	\$ 62,253	\$ 74,368
Net earnings	-	-	17,056	17,056
Dividends paid on common stock	-	-	(1,982)	(1,982)
BALANCE, December 31, 2007	<u>\$ 422</u>	<u>\$ 11,693</u>	<u>\$ 77,327</u>	<u>\$ 89,442</u>
Net earnings (loss)	-	-	(5,572)	(5,572)
Dividends paid on common stock	-	-	(2,109)	(2,109)
BALANCE, December 31, 2008	<u>\$ 422</u>	<u>\$ 11,693</u>	<u>\$ 69,646</u>	<u>\$ 81,761</u>
Net earnings	-	-	4,149	4,149
Dividends paid on common stock	-	-	(2,109)	(2,109)
BALANCE, December 31, 2009	<u><u>\$ 422</u></u>	<u><u>\$ 11,693</u></u>	<u><u>\$ 71,686</u></u>	<u><u>\$ 83,801</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

**ADAMS RESOURCES & ENERGY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(In thousands)

	Years Ended December 31,		
	2009	2008	2007
<b>CASH PROVIDED BY OPERATIONS:</b>			
Net earnings (loss)	\$ 4,149	\$ (5,572)	\$ 17,056
Adjustments to reconcile net earnings (loss) to net cash from operating activities-			
Depreciation, depletion and amortization	10,320	13,373	11,384
Property sale (gains) losses	(177)	354	(12,025)
Dry hole costs incurred	661	2,421	3,187
Impairment of oil and gas properties	3,773	5,911	2,062
Provision for doubtful accounts	430	1,059	(33)
Deferred income taxes	1,072	(6,675)	365
Net change in fair value contracts	251	1,238	(275)
Other, net	485	(433)	(93)
Decrease (increase) in accounts receivable	(36,515)	141,250	(67,580)
Decrease (increase) in inventories	(1,053)	569	(6,826)
Decrease (increase) in income tax receivable	1,458	(1,075)	(1,158)
Decrease (increase) in prepayments	(5,580)	(1,456)	771
Increase (decrease) in accounts payable	43,069	(137,548)	66,556
Increase (decrease) in accrued liabilities	(58)	223	(4,190)
Net cash provided by operating activities	<u>22,285</u>	<u>13,639</u>	<u>9,201</u>
<b>INVESTING ACTIVITIES:</b>			
Property and equipment additions	(22,390)	(17,688)	(15,841)
Insurance and state collateral (deposits) refunds	(192)	502	(303)
Proceeds from property sales	1,004	167	14,954
Redemption of short-term investments	-	10,000	25,000
Investment in short-term investments	-	(10,000)	(25,000)
Net cash (used in) investing activities	<u>(21,578)</u>	<u>(17,019)</u>	<u>(1,190)</u>
<b>FINANCING ACTIVITIES:</b>			
Net repayments under credit agreements	-	-	(3,000)
Dividend payments	(2,109)	(2,109)	(1,982)
Net cash (used in) financing activities	<u>(2,109)</u>	<u>(2,109)</u>	<u>(4,982)</u>
Increase (decrease) in cash and cash equivalents	<u>(1,402)</u>	<u>(5,489)</u>	<u>3,029</u>
Cash and cash equivalents at beginning of year	<u>18,208</u>	<u>23,697</u>	<u>20,668</u>
Cash and cash equivalents at end of year	<u>\$ 16,806</u>	<u>\$ 18,208</u>	<u>\$ 23,697</u>

The accompanying notes are an integral part of these consolidated financial statements.

**ADAMS RESOURCES & ENERGY, INC.**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**(1) Summary of Significant Accounting Policies**

*Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of Adams Resources & Energy, Inc., a Delaware corporation, and its wholly owned subsidiaries (the "Company") after elimination of all significant intercompany accounts and transactions. The impact on the accompanying financial statements of events occurring after December 31, 2009 has been evaluated through the date of issuance of these financial statements.

*Nature of Operations*

The Company is engaged in the business of crude oil, natural gas and petroleum products marketing, as well as tank truck transportation of liquid chemicals and oil and gas exploration and production. Its primary area of operation is within a 1,000 mile radius of Houston, Texas.

*Cash, Cash Equivalents and Auction Rate Investments*

Cash and cash equivalents include any Treasury bill, commercial paper, money market fund or federal funds with maturity of 90 days or less. Depending on cash availability and market conditions, investments in municipal bonds may also be made from time to time. The Company invests in tax-free municipal securities in order to enhance the after-tax rate of return from short-term investments of cash. The Company had no municipal investments as of December 31, 2009 and 2008. Cash and cash equivalents are maintained with major financial institutions and such deposits may exceed the amount of Federally backed insurance provided. While the Company regularly monitors the financial stability of such institutions, cash and cash equivalents ultimately remain at risk subject to the financial viability of such institutions.

*Allowance for Doubtful Accounts*

Accounts receivable result from sales of crude oil, natural gas and refined products as well as from trucking services. Marketing business wholesale level sales of crude oil and natural gas comprise in excess of 90 percent of accounts receivable and under industry practices, such items are "settled" and paid in cash within 25 days of the month following the transaction date. For such receivables, an allowance for doubtful accounts is determined based on specific account identification. The balance of accounts receivable results primarily from sales of refined petroleum products and trucking services. For this component of receivables, the allowance for doubtful accounts is determined based on a review of specific accounts combined with a review of the general status of the aging of all accounts.

*Inventories*

Crude oil and petroleum product inventories are carried at the lower of average cost or market. Petroleum products inventory includes gasoline, lubricating oils and other petroleum products purchased for resale. Components of inventory are as follows (**in thousands**):

	December 31,	
	2009	2008
Crude oil	\$ 14,053	\$ 11,710
Petroleum products	1,207	2,497
	\$ 15,260	\$ 14,207

## Prepayments

The components of prepayments and other are as follows **(in thousands)**:

	December 31,	
	2009	2008
Cash collateral deposits for commodity purchases	\$ 7,670	\$ 2,082
Insurance premiums	2,478	1,985
Natural gas pipeline imbalances	89	369
Rents, license and other	567	788
	<u>\$ 10,804</u>	<u>\$ 5,224</u>

## Property and Equipment

Expenditures for major renewals and betterments are capitalized, and expenditures for maintenance and repairs are expensed as incurred. Interest costs incurred in connection with major capital expenditures are capitalized and amortized over the lives of the related assets. When properties are retired or sold, the related cost and accumulated depreciation, depletion and amortization ("DD&A") is removed from the accounts and any gain or loss is reflected in earnings.

Oil and gas exploration and development expenditures are accounted for in accordance with the successful efforts method of accounting. Direct costs of acquiring developed or undeveloped leasehold acreage, including lease bonus, brokerage and other fees, are capitalized. Exploratory drilling costs are initially capitalized until the properties are evaluated and determined to be either productive or nonproductive. Such evaluations are made on a quarterly basis. If an exploratory well is determined to be nonproductive, the costs of drilling the well are charged to expense. Costs incurred to drill and complete development wells, including dry holes, are capitalized. As of December 31, 2009, the Company had no unevaluated or suspended exploratory drilling costs.

Depreciation, depletion and amortization of the cost of proved oil and gas properties is calculated using the unit-of-production method. The reserve base used to calculate depreciation, depletion and amortization for leasehold acquisition costs and the cost to acquire proved properties is the sum of proved developed reserves and proved undeveloped reserves. For lease and well equipment, development costs and successful exploration drilling costs, the reserve base includes only proved developed reserves. All other property and equipment is depreciated using the straight-line method over the estimated average useful lives of three to twenty years.

The Company periodically reviews its long-lived assets for impairment whenever there is evidence that the carrying value of such assets may not be recoverable. Any impairment recognized is permanent and may not be restored. Producing oil and gas properties are reviewed quarterly for impairment triggers on a field-by-field basis. For properties requiring impairment, the fair value is estimated based on an internal discounted cash-flow model that uses market based inputs. Cash flows are developed based on estimated future production and prices and then discounted using an internal rate of return consistent with that used by the Company in evaluating cash flows for other assets of a similar nature. For the years ended December 31, 2009, 2008 and 2007 there were \$1,350,000, \$3,078,000 and \$1,216,000 impairment provisions on producing oil and gas properties, respectively.

Fair value measurements for producing oil and gas properties that were subject to fair value impairment for the year ended December 31, 2009 summarized as follows (**in thousands**):

	<u>Producing Properties Subject to Fair Value Impairment</u>
Net book value at January 1, 2009	\$ 1,744
Property additions	960
Depletion taken	(751)
Impairment valuation loss	<u>(1,350)</u>
Net book at December 31, 2009	<u><u>\$ 603</u></u>

All fair value measurements for producing oil and gas properties are based on Level 3 – Significant Unobservable Inputs – (see Fair Value Measurements below).

On a quarterly basis, management also evaluates the carrying value of non-producing oil and gas properties and may deem them impaired for lack of drilling activity. Accordingly, impairment provisions on non-producing properties totaling \$2,423,000, \$2,834,000 and \$846,000 were recorded for the years ended December 31, 2009, 2008 and 2007, respectively. For non-producing properties, impairments are determined based on management's knowledge of current geological evaluations, drilling results and activity in the area and intent to drill as it relates to the remaining term of the underlying oil and gas leasehold interest.

#### *Cash deposits and other assets*

The Company has established certain deposits to support participation in its liability insurance program and remittance of state crude oil severance taxes and other state collateral deposits. In addition, the Company has accounts and notes receivable from certain customers that are expected to be collected over a long-term period. Components of cash deposits and other assets are as follows (**in thousands**):

	<u>December 31, 2009</u>	<u>December 31, 2008</u>
Insurance collateral deposits	\$ 2,648	\$ 2,794
State collateral deposits	271	279
Accounts and notes receivable	-	503
Materials and supplies	324	363
	<u>\$ 3,243</u>	<u>\$ 3,939</u>

#### *Revenue Recognition*

Commodity purchases and sale contracts utilized by the Company's marketing businesses qualify as derivative instruments. Further, all natural gas, as well as certain specifically identified crude oil purchase and sale contracts, are designated as trading activities. From the time of contract origination, such trading activity contracts are marked-to-market and recorded on a net revenue basis in the accompanying financial statements.

Substantially all crude oil and refined products purchase and sale contracts qualify and are designated as non-trading activities and the Company elects the normal purchases and sales exception methodology for such activity. For normal purchase and sale activities, the Company's customers are invoiced monthly based upon contractually agreed upon terms with revenue recognized in the month in which the physical product is delivered to the customer. Such sales are recorded gross in the financial statements because the Company takes title to and has risk of loss for the products, is the primary obligor for the purchase, establishes the sale price independently with a third party and maintains credit risk associated with the sale of the product.

Certain crude oil contracts may be with a single counterparty to provide for similar quantities of crude oil to be bought and sold at different locations. These contracts are entered into for a variety of reasons, including effecting the transportation of the commodity, to minimize credit exposure, and/or to meet the competitive demands of the customer. Such buy/sell arrangements are reflected on a net revenue basis in the accompanying financial statements.

Transportation customers are invoiced, and the related revenue is recognized, as the service is provided. Oil and gas revenue from the Company's interests in producing wells is recognized as title and physical possession of the oil and gas passes to the purchaser.

#### *Banking Relationships*

In August 2009, the Company entered into a Credit and Security Agreement with Wells Fargo Bank to provide a \$40 million letter of credit facility. Pursuant to the Wells Fargo agreement, the Company discontinued its previous working capital lines of credit with Bank of America. The Wells Fargo facility provides for the issuance of up to \$40 million of letters of credit to support the Company's crude oil and natural gas marketing businesses based on the eligible accounts receivable within those operations. Letters of credit outstanding totaled \$24.5 million as of December 31, 2009. The letter of credit facility places certain restrictions on the Company's Gulfmark Energy, Inc. and Adams Resources Marketing, Ltd. subsidiaries. Such restrictions include maintaining a combined 1.1 to 1.0 current ratio and maintaining positive net earnings as defined among other restrictions. Management believes the Company is currently in compliance with all such financial covenants.

#### *Statement of Cash Flows*

Interest paid totaled \$26,000, \$187,000 and \$115,000 during the years ended December 31, 2009, 2008 and 2007, respectively. Income taxes paid during these same periods totaled \$1,152,000, \$3,768,000, and \$9,134,000, respectively. The Company also received a \$2,000,000 income tax refund during 2009. Non-cash investing activities for property and equipment in accounts payable were \$440,000, \$561,000 and \$135,000 as of December 31, 2009, 2008 and 2007, respectively. There were no significant non-cash financing activities in any of the periods reported.

#### *Earnings Per Share*

Earnings per share are based on the weighted average number of shares of common stock and potentially dilutive common stock shares outstanding during the period. The weighted average number of shares outstanding was 4,217,596 for 2009, 2008 and 2007. There were no potentially dilutive securities during those periods.

#### *Share-Based Payments*

During the periods presented herein, the Company had no stock-based employee compensation plans, nor any other share-based payment arrangements.

### *Use of Estimates*

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Examples of significant estimates used in the accompanying consolidated financial statements include the oil and gas reserve volumes that form the foundation for (1) calculating depreciation, depletion and amortization and (2) deriving cash flow estimates to assess impairment triggers or estimated values associated with oil and gas property, revenue accruals, the provision for bad debts, insurance related accruals, income taxes, contingencies and valuation of fair value contracts.

### *Use of Derivative Instruments*

The Company's marketing segment is involved in the purchase and sale of crude oil and natural gas. The Company seeks to make a profit by procuring such commodities as they are produced and then delivering such products to the end users or intermediate use marketplace. As is typical for the industry, such transactions are made pursuant to the terms of forward month commodity purchase and/or sale contracts. These contracts meet the definition of a derivative instrument and therefore, the Company accounts for such contracts at fair value, unless the normal purchase and sale exception is elected. The Company's objective of entering into commodity contracts is not to manage commodity price risk nor is the objective to trade or speculate on commodity prices. Rather, such underlying contracts are standard for the industry and are the governing document for the Company's crude oil and natural gas wholesale distribution businesses. The accounting methodology utilized by the Company for its commodity contracts is further discussed below under the caption "Fair Value Measurements".

None of the Company's derivative instruments have been designated as hedging instruments and the estimated fair value of forward month commodity contracts (derivatives) is reflected in the accompanying Consolidated Balance Sheet as of December 31, 2009 as follows (**in thousands**):

	Balance Sheet Location and Amount			
	Current Assets	Other Assets	Current Liabilities	Other Liabilities
Asset Derivatives				
- Fair Value Commodity				
Contracts at Gross Valuation	\$ 2,035	\$ -	\$ -	\$ -
Liability Derivatives				
- Fair Value Commodity				
Contracts at Gross Valuation	-	-	1,785	-
Less Counterparty Offsets	(454)	-	(454)	-
As Reported Fair Value Contracts	<u>\$ 1,581</u>	<u>\$ -</u>	<u>\$ 1,331</u>	<u>\$ -</u>

The Company only enters into commodity contracts with creditworthy counterparties or obtains collateral support for such activities. No credit loss provision applies to the Company's forward commodity contract valuations. As of December 31, 2009, the Company is not holding nor has it posted any collateral to support its forward month fair value derivative activity. The Company is not subject to any credit-risk related trigger events.

Forward month fair value commodity contracts (derivatives) are reflected in the accompanying Consolidated Statement of Operations for the year ended December 31, 2009 as follows (**in thousands**):

Location	(Loss)
Revenues - marketing	\$ (251)

## Fair Value Measurements

The carrying amount reported in the balance sheet for cash and cash equivalents, accounts receivable and accounts payable approximates fair value because of the immediate or short-term maturity of these financial instruments.

Fair value contracts consist of derivative financial instruments and are recorded as either an asset or liability measured at its fair value. Changes in fair value are recognized immediately in earnings unless the derivatives qualify for, and the Company elects, cash flow hedge accounting. The Company had no contracts designated for hedge accounting during any current reporting periods.

Fair value estimates are based on assumptions that market participants would use when pricing an asset or liability and the Company uses a fair value hierarchy of three levels that prioritizes the information used to develop those assumptions. Currently, for all items presented herein, the Company utilizes a market approach to valuing its contracts. On a contract by contract, forward month by forward month basis, the Company obtains observable market data for valuing its contracts. The fair value hierarchy gives the highest priority to quoted prices in active markets and the lowest priority to unobservable data. The fair value hierarchy is summarized as follows:

Level 1 – quoted prices in active markets for identical assets or liabilities that may be accessed at the measurement date. Active markets are those in which transactions for the asset or liability occur in sufficient frequency and volume to provide pricing information on an ongoing basis. The Company utilizes the New York Mercantile Exchange “NYMEX” for its Level 1 valuations

Level 2 – (a) quoted prices for similar assets or liabilities in active markets, (b) quoted prices for identical assets or liabilities but in markets that are not actively traded or in which little information is released to the public, (c) observable inputs other than quoted prices and (d) inputs derived from observable market data.

Level 3 – Unobservable market data inputs for assets or liabilities.

As of December 31, 2009, the Company’s fair value assets and liabilities are summarized and categorized as follows (**in thousands**):

	Market Data Inputs			Total
	Level 1 Quoted Prices	Level 2 Observable	Level 3 Unobservable	
Derivatives				
- Current assets	\$ 224	\$ 1,357	\$ -	\$ 1,581
- Current liabilities	-	(1,331)	-	(1,331)
Net Value	\$ 224	\$ 26	\$ -	\$ 250

As of December 31, 2008, the Company’s fair value assets and liabilities are summarized and categorized as follows (**in thousands**):

	Market Data Inputs			Total
	Level 1 Quoted Prices	Level 2 Observable	Level 3 Unobservable	
Derivatives				
- Current assets	\$ 1,029	\$ 7,668	\$ -	\$ 8,697
- Current liabilities	-	(8,196)	-	(8,196)
Net Value	\$ 1,029	\$ (528)	\$ -	\$ 501

The Company's gross transaction volumes for physically settled energy trading contracts were approximately 132,488,000 mmbtu's, 159,505,000 mmbtu's, and 154,395,000 mmbtu's in 2009, 2008 and 2007, respectively.

When determining fair value measurements, the Company makes credit valuation adjustments to reflect both its own nonperformance risk and its counterparty's nonperformance risk. When adjusting the fair value of derivative contracts for the effect of nonperformance risk, the impact of netting and any applicable credit enhancements, such as collateral postings, thresholds, and guarantees are considered. Credit valuation adjustments utilize Level 3 inputs, such as credit scores to evaluate the likelihood of default by the Company or its counterparties. As of December 31, 2009, credit valuation adjustments were not significant to the overall valuation of the Company's fair value contracts. As a result, applicable fair value assets and liabilities in their entirety are classified in Level 2 of the fair value hierarchy.

The following table illustrates the factors impacting the change in the net value of the Company's fair value contracts for the year ended December 31, 2009 (in thousands):

	Level 1 Quoted Prices	Level 2 Observable	Total
Net Fair Value January 1,	\$ 1,029	\$ (528)	\$ 501
- Net realized (gains) losses	(1,029)	528	(501)
- Net unrealized gains (losses) at inception of contract	224	26	250
Net Fair Value December 31,	<u>\$ 224</u>	<u>\$ 26</u>	<u>\$ 250</u>

#### *Asset Retirement Obligations*

The Company records a long-term liability for the estimated retirement costs associated with certain tangible long-lived assets. The estimated fair value of asset retirement obligations are recorded in the period in which they are incurred and the corresponding cost capitalized by increasing the carrying amount of the related long-lived asset. The liability is accreted to its then present value each period, and the capitalized cost is depreciated over the useful life of the related asset. If the liability is settled for an amount other than the recorded amount, a gain or loss is recognized. A summary of the Company's asset retirement obligations is presented as follows (in thousands):

	2009	2008
Balance on January 1,	\$ 1,260	\$ 1,153
-Liabilities incurred	44	57
-Accretion of discount	74	70
-Liabilities settled	(60)	(20)
-Revisions to estimates	(3)	-
Balance on December 31,	<u>\$ 1,315</u>	<u>\$ 1,260</u>

In addition to an accrual for asset retirement obligations, the Company maintains \$75,000 in escrow cash, which is legally restricted for the potential purpose of settling asset retirement costs in accordance with certain state regulations. Such cash deposits are included in other assets in the accompanying balance sheet.

### *Recent Accounting Pronouncements*

As of September 30, 2009, the Financial Accounting Standards Board issued the Accounting Standards Codification (ASC) which became effective for the Company. The ASC is now the source of authoritative U.S. accounting and reporting standards for nongovernmental entities, in addition to guidance issued by the SEC. No changes to accounting standards or guidance resulted from the issuance of the ASC. Any references to accounting guidance in current and future financial statements will be to the applicable ASC sections.

In December 2008, the Securities and Exchange Commission released Final Rule, Modernization of Oil and Gas Reporting to revise the existing Regulation S-K and Regulation S-X reporting requirements to align with current industry practices and technological advances. The new disclosure requirements include provisions that permit the use of new technologies to determine proved reserves if those technologies have been demonstrated empirically to lead to reliable conclusions about reserve volumes. In addition, the new disclosure requirements require a company to (a) disclose its internal control over reserves estimation and report the independence and qualification of its reserves preparer or auditor, (b) file reports when a third party is relied upon to prepare reserves estimates or conducts a reserve audit, (c) report oil and gas reserves using an average price based upon the prior 12-month period rather than period-end prices and (d) disclose the development of any proved undeveloped reserves (PUD's) including the total quantity of PUD's at year-end, material changes to PUD's during the year, investments and progress toward the development of PUD's and an explanation of the reasons why material concentrations of PUD's have remained undeveloped for five years or more after disclosure as PUD's. The accounting changes resulting from changes in definitions and pricing assumptions should be treated as a change in accounting principle that is inseparable from a change in accounting estimate, which is to be applied prospectively. The disclosures required by this ruling became effective for the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

In January 2010, the FASB issued FASB Accounting Standards Update (ASU) No. 2010-03, "Oil and Gas Reserve Estimations and Disclosures" (ASU No. 2010-03). This update aligns the current oil and gas reserve estimation and disclosure requirements of the Extractive Industries – Oil and Gas topic of the ASC (ASC Topic 932) with the changes required by the SEC final rule, "Modernization of Oil and Gas Reporting," as discussed above. ASU No. 2010-03 expands the disclosures required for equity method investments, revises the definition of oil and gas producing activities to include nontraditional resources in reserves unless not intended to be upgraded into synthetic oil or gas, amends the definition of proved oil and gas reserves to require 12-month average pricing in estimating reserves, amends and adds definitions in the Master Glossary that is used in estimating proved oil and gas quantities and provides guidance on geographic area with respect to disclosure of information about significant reserves. ASU No. 2010-03 must be applied prospectively as a change in accounting principle that is inseparable from a change in accounting estimate. The Company adopted ASU No. 2010-03 effective December 31, 2009.

Management believes the impact of other recently issued standards and updates, which are not yet effective, will not have a material impact on the Company's consolidated financial position, results of operations or cash flows upon adoption.

## (2) Income Taxes

The following table shows the components of the Company's income tax (provision) benefit (**in thousands**):

	Years ended December 31,		
	2009	2008	2007
Current:			
Federal	\$ (649)	\$ (1,349)	\$ (6,637)
State	<u>(631)</u>	<u>(340)</u>	<u>(1,456)</u>
	(1,280)	(1,689)	(8,093)
Deferred:			
Federal	(1,286)	6,199	(497)
State	<u>214</u>	<u>476</u>	<u>132</u>
	<u>\$ (2,352)</u>	<u>\$ 4,986</u>	<u>\$ (8,458)</u>

Taxes computed at the corporate federal income tax rate reconcile to the reported income tax (provision) as follows (**in thousands**):

	Years ended December 31,		
	2009	2008	2007
Statutory federal income tax (provision) benefit	\$ (2,275)	\$ 3,696	\$ (8,930)
State income tax (provision) benefit	(270)	88	(860)
Federal statutory depletion	186	797	750
Domestic production deduction	-	62	141
Foreign investment write-off	-	-	148
Change in state tax rates	-	20	322
Reduction of prior uncertain tax position	-	320	-
Other	<u>7</u>	<u>3</u>	<u>(29)</u>
	<u>\$ (2,352)</u>	<u>\$ 4,986</u>	<u>\$ (8,458)</u>

Deferred income taxes reflect the net difference between the financial statement carrying amounts and the underlying tax basis in such items. The components of the federal deferred tax asset (liability) are as follows (**in thousands**):

	Years Ended December 31,	
	2009	2008
Current deferred tax asset (liability)		
Bad debts	\$ 421	\$ 438
Prepaid insurance	(1,070)	(672)
Mark-to-market contracts	<u>(88)</u>	<u>(175)</u>
Net current deferred tax (liability)	<u>(737)</u>	<u>(409)</u>
Long-term deferred tax asset (liability)		
Property	884	1,985
Uniform capitalization	322	263
Insurance returns	(166)	(323)
Other	<u>250</u>	<u>110</u>
Net long-term deferred tax asset	<u>1,290</u>	<u>2,035</u>
Net deferred tax asset	<u>\$ 553</u>	<u>\$ 1,626</u>

Financial statement recognition and measurement of positions taken, or expected to be taken, by an entity in its income tax returns must consider the uncertainty and judgment involved in the determination and filing of income taxes. Tax positions taken in an income tax return that are recognized in the financial statements must satisfy a more-likely-than-not recognition threshold, assuming that the tax position will be examined by taxing authorities with full knowledge of all relevant information. As of December 31, 2009 and 2008, the Company had accrued approximately \$130,000 and \$114,000 including approximately \$58,000 and \$51,000 of potential interest and penalty, respectively, applicable to certain open and unfiled state tax returns. A reconciliation of the unrecognized tax benefits is as follows (in thousands):

	2009	2008
Balance as of January 1,	\$ 63	\$ 234
Additions for tax positions of prior years	9	-
Reductions of prior positions	-	(171)
Balance as of December 31,	<u>\$ 72</u>	<u>\$ 63</u>

The Company is currently working to file all remaining open returns and expects to complete this process by year-end 2010. As the actual tax payments are made, the accrual will be reduced. The Company has no other unrecognized tax benefits. Interest and penalties associated with income tax liabilities are classified as income tax expense.

The earliest tax years remaining open from Federal and major states of operations are as follows:

	<u>Earliest Open Tax Year</u>
Federal	2007
Texas	2005
Louisiana	2006
Michigan	2006
Mississippi	2006
Alabama	2006
New Mexico	2006

### (3) Concentration of Credit Risk

Credit risk represents the amount of loss the Company would absorb if its customers failed to perform pursuant to contractual terms. Management of credit risk involves a number of considerations, such as the financial profile of the customer, the value of collateral held, if any, specific terms and duration of the contractual agreement, and the customer's sensitivity to economic developments. The Company has established various procedures to manage credit exposure, including initial credit approval, credit limits, and rights of offset. Letters of credit and guarantees are also utilized to limit credit risk.

The Company's largest customers consist of large multinational integrated oil companies and utilities. In addition, the Company transacts business with independent oil producers, major chemical concerns, crude oil and natural gas trading companies and a variety of commercial energy users. Accounts receivable associated with crude oil and natural gas marketing activities comprise approximately 90 percent of the Company's total receivables as of December 31, 2009, and industry practice requires payment for such sales to occur within 25 days of the month following a transaction. The Company's credit policy and the relatively short duration of receivables mitigate the uncertainty typically associated with receivables management. The Company had accounts receivable from three customers that comprised 17.8 percent, 12.6 percent and 10.8 percent, respectively, of total accounts receivable at December 31, 2009. Three customers comprised 39.4 percent, 17.7 percent and 15.7 percent, respectively, of total revenues during 2009. The Company had accounts receivable from one customer that comprised 18.7 percent of total receivables at December 31, 2008. Such customer also comprised 16.3 percent and a second customer comprised 40.3 percent, respectively, of total revenues during 2008. The Company had accounts receivable from two customers that comprised 23 percent and 17 percent of total receivables at December 31, 2007 and such customers also comprised 42 percent and 14 percent of total revenues in 2007, respectively.

As reflected in the table below, during 2009 and 2008 the Company increased its provision for bad debts as a result of a deteriorating economic outlook for the U. S. economy particularly as it impacted the collectability of the Company's diesel fuel sales to the construction industry. An allowance for doubtful accounts is provided where appropriate and accounts receivable presented herein are net of allowances for doubtful accounts of \$1,681,000 and \$1,251,000 at December 31, 2009 and 2008, respectively.

An analysis of the changes in the allowance for doubtful accounts is presented as follows (in thousands):

	<u>2009</u>	<u>2008</u>	<u>2007</u>
Balance, beginning of year	\$ 1,251	\$ 192	\$ 225
Provisions for bad debts	704	1,099	121
Less: Write-offs and recoveries	<u>(274)</u>	<u>(40)</u>	<u>(154)</u>
Balance, end of year	<u>\$ 1,681</u>	<u>\$ 1,251</u>	<u>\$ 192</u>

#### **(4) Employee Benefits**

The Company maintains a 401(k) savings plan for the benefit of its employees. The Company's contributory expenses for the plan were \$578,000, \$607,000 and \$582,000 in 2009, 2008 and 2007, respectively. No other pension or retirement plans are maintained by the Company.

#### **(5) Transactions with Related Parties**

Mr. K. S. Adams, Jr., Chairman and Chief Executive Officer, and certain of his family partnerships and affiliates have participated as working interest owners with the Company's subsidiary, Adams Resources Exploration Corporation. Mr. Adams and such affiliates participate on terms similar to those afforded other non-affiliated working interest owners. In recent years, such related party transactions generally result after the Company has first identified oil and gas prospects of interest. Typically the available dollar commitment to participate in such transactions is greater than the amount management is comfortable putting at risk. In such event, the Company first determines the percentage of the transaction it wants to obtain, which allows a related party to participate in the investment to the extent there is excess available. In those instances where there was no excess availability there has been no related party participation. Similarly, related parties are not required to participate, nor is the Company obligated to offer any such participation to a related or other party. When such related party transactions occur, they are individually reviewed and approved by the Audit Committee comprised of the independent directors on the Company's Board of Directors. During 2009 and 2008, the Company's investment commitments totaled approximately \$22 million and \$18 million, respectively, in those oil and gas projects where a related party was also participating in such investments. As of December 31, 2009 and 2008, the Company owed a combined net total of \$75,000 and \$89,000, respectively, to these related parties. In connection with the operation of certain oil and gas properties, the Company also charges such related parties for administrative overhead primarily as prescribed by the Council of Petroleum Accountants Society Bulletin 5. Such overhead recoveries totaled \$150,000, \$134,000 and \$125,000 for the years ended December 31, 2009, 2008, and 2007, respectively.

The Company also enters into certain transactions in the normal course of business with other affiliated entities including direct cost reimbursement for shared phone and secretarial services. For the years ended December 31, 2009, 2008 and 2007, the affiliated entities charged the Company \$62,000, \$51,000 and \$80,000, respectively, of expense reimbursement and the Company charged the affiliates \$127,000, \$97,000 and \$80,000, respectively, for such expense reimbursements.

## (6) Commitments and Contingencies

Rental expense primarily results from payments to truck owner-operators for use of their equipment and services on a month-to-month basis. The Company has also entered into longer term operating lease arrangements for tractors, trailers, office space, and other equipment and facilities. Rental expense for the years ended December 31, 2009, 2008, and 2007 was \$6,898,000, \$13,423,000 and \$11,885,000, respectively. At December 31, 2009, commitments under long-term non-cancelable operating leases for the next four years and thereafter are payable as follows: 2010 - \$1,165,000; 2011 - \$820,000; 2012 - \$168,000; 2013 - \$47,000 with none thereafter.

Under certain of the Company's automobile and workers' compensation insurance policies, the Company can either receive a return of premium paid or be assessed for additional premiums up to pre-established limits. Additionally under the policies in certain instances the risk of insured losses is shared with a group of similarly situated entities. As of December 31, 2009 and 2008, management has appropriately recognized estimated expenses and liability related to the program.

From time to time as incidental to its operations, the Company may become involved in various lawsuits and/or disputes. Primarily as an operator of an extensive trucking fleet, the Company is a party to motor vehicle accidents, worker compensation claims and other items of general liability as would be typical for the industry. Management of the Company is presently unaware of any claims against the Company that are either outside the scope of insurance coverage, or that may exceed the level of insurance coverage, and could potentially represent a material adverse effect on the Company's financial position or results of operations.

## (7) Guarantees

Pursuant to arranging operating lease financing for truck tractors and tank trailers, individual subsidiaries of the Company may guarantee the lessor a minimum residual equipment sales value upon the expiration of a lease and sale of the underlying equipment. The Company believes performance under these guarantees to be remote. Aggregate guaranteed residual values for tractors and trailers under operating leases as of December 31, 2009 are as follows **(in thousands)**:

	2010	2011	2012	2013	Thereafter	Total
Equipment residual values	\$ 217	\$ 181	\$ 72	\$ 216	\$ -	\$ 686

In connection with certain contracts for the purchase and resale of branded motor fuels, the Company has received certain price discounts from its suppliers toward the purchase of gasoline and diesel fuel. Such discounts have been passed through to the Company's customers as an incentive to offset a portion of the costs associated with offering branded motor fuels for sale to the general public. Under the terms of the supply contracts, the Company and its customers are not obligated to return the price discounts, provided the gasoline service station offering such product for sale remains as a branded station for periods ranging from three to ten years. The Company has a number of customers and stations operating under such arrangements, and the Company's customers are contractually obligated to remain a branded dealer for the required periods of time. Should the Company's customers seek to void such contracts, the Company would be obligated to return a portion of such discounts received to its suppliers. As of December 31, 2009, the maximum amount of such potential obligation is approximately \$2,221,000. Management of the Company believes its customers will adhere to their branding obligations and no such refunds will result.

Presently, neither Adams Resources & Energy, Inc. ("ARE") nor any of its subsidiaries has any other types of guarantees outstanding that require liability recognition.

ARE frequently issues parent guarantees of commitments resulting from the ongoing activities of its subsidiary companies. The guarantees generally result from subsidiary commodity purchase obligations, subsidiary lease commitments and subsidiary banking transactions. The nature of such items is to guarantee the performance of the subsidiary companies in meeting their respective underlying obligations. Except for operating lease commitments and letters of credit, all such underlying obligations are recorded on the books of the subsidiary companies and are included in the consolidated financial statements included herein. Therefore, no such obligation is recorded again on the books of the parent. The parent would only be called upon to perform under the guarantee in the event of a payment default by the applicable subsidiary company. In satisfying such obligations, the parent would first look to the assets of the defaulting subsidiary company.

As of December 31, 2009, parental guaranteed obligations are approximately as follows **(in thousands)**:

	2010	2011	2012	2013	Thereafter	Total
Lease payments	\$ 1,165	820	168	47	-	2,200
Equipment residual values	217	181	72	216	-	686
Commodity purchases	47,754	-	-	-	-	47,754
Letters of credit	24,494	-	-	-	-	24,494
	<u>\$ 73,630</u>	<u>\$ 1,001</u>	<u>\$ 240</u>	<u>\$ 263</u>	<u>\$ -</u>	<u>\$ 75,134</u>

### (8) Segment Reporting

The Company is engaged in the business of crude oil, natural gas and petroleum products marketing as well as tank truck transportation of liquid chemicals, and oil and gas exploration and production. Information concerning the Company's various business activities is summarized as follows **(in thousands)**:

	<u>Revenues</u>	<u>Segment Operating Earnings (loss)</u>	<u>Depreciation Depletion and Amortization</u>	<u>Property and Equipment Additions</u>
Year ended December 31, 2009-				
Marketing				
- Crude oil	\$ 1,770,600	\$ 15,404	\$ 1,997	\$ 1,947
- Natural gas	14,232	2,749	166	-
- Refined products	104,751	(666)	533	177
Marketing Total	1,889,583	17,487	2,696	2,124
Transportation	44,895	2,128	3,970	7,524
Oil and gas	8,650	(3,625)	3,654	12,742
	<u>\$ 1,943,128</u>	<u>\$ 15,990</u>	<u>\$ 10,320</u>	<u>\$ 22,390</u>
Year ended December 31, 2008-				
Marketing				
- Crude oil	\$ 3,849,531	\$ (4,545)	\$ 2,039	\$ 4,715
- Natural gas	11,586	2,247	163	12
- Refined products	213,560	(406)	565	114
Marketing Total	4,074,677	(2,704)	2,767	4,841
Transportation	67,747	4,245	3,843	809
Oil and gas	17,248	(3,348)	6,763	12,038
	<u>\$ 4,159,672</u>	<u>\$ (1,807)</u>	<u>\$ 13,373</u>	<u>\$ 17,688</u>
Year ended December 31, 2007-				
Marketing				
- Crude oil	\$ 2,373,838	\$ 15,321	\$ 657	\$ 1,397
- Natural gas	13,764	4,999	162	497
- Refined products	170,943	(168)	457	104
Marketing Total	2,558,545	20,152	1,276	1,998
Transportation	63,894	5,504	4,275	353
Oil and gas	13,783	9,225	5,833	13,490
	<u>\$ 2,636,222</u>	<u>\$ 34,881</u>	<u>\$ 11,384</u>	<u>\$ 15,841</u>

Intersegment sales are insignificant and all sales by the Company occurred in the United States.

Segment operating earnings reflect revenues net of operating costs and depreciation, depletion and amortization and are reconciled to earnings from continuing operations before income taxes, as follows **(in thousands)**:

	Years Ended December 31,		
	2009	2008	2007
Segment operating earnings (loss)	\$ 15,990	\$ (1,807)	\$ 34,881
- General and administrative expenses	<u>(9,589)</u>	<u>(9,667)</u>	<u>(10,974)</u>
Operating earnings	6,401	(11,474)	23,907
- Interest income	125	1,103	1,741
- Interest expense	<u>(25)</u>	<u>(187)</u>	<u>(134)</u>
Earnings (loss) before income taxes	<u>\$ 6,501</u>	<u>\$ (10,558)</u>	<u>\$ 25,514</u>

Identifiable assets by industry segment are as follows **(in thousands)**:

	Years Ended December 31,	
	2009	2008
Marketing		
- Crude oil	\$ 130,840	\$ 85,774
- Natural gas	40,715	46,599
- Refined products	<u>10,133</u>	<u>13,037</u>
Marketing Total	181,688	145,410
Transportation	16,078	14,915
Oil and gas	26,050	21,904
Other	<u>25,585</u>	<u>28,697</u>
	<u>\$ 249,401</u>	<u>\$ 210,926</u>

Other identifiable assets are primarily corporate cash, corporate accounts receivable, and properties not identified with any specific segment of the Company's business. Accounting policies for transactions between reportable segments are consistent with applicable accounting policies as disclosed herein.

#### **(9) Quarterly Financial Data (Unaudited) -**

Selected quarterly financial data and earnings per share of the Company are presented below for the years ended December 31, 2009 and 2008 **(in thousands, except per share data)**:

	Revenues	Operating Earnings (loss)	Net Earnings (loss)		Dividends	
			Amount	Per Share	Amount	Per Share
<b>2009 -</b>						
March 31	\$ 340,141	\$ 2,800	\$ 1,870	\$ .44	\$ -	\$ -
June 30	515,070	4,328	2,734	.65	-	-
September 30	576,299	1,146	639	.15	-	-
December 31	511,618	(1,873)	(1,094)	(.26)	2,109	.50
Total	<u>\$1,943,128</u>	<u>\$ 6,401</u>	<u>\$ 4,149</u>	<u>\$ .98</u>	<u>\$ 2,109</u>	<u>\$ .50</u>
<b>2008 -</b>						
March 31	\$ 965,988	\$ 3,001	\$ 2,211	\$ .52	\$ -	\$ -
June 30	1,280,352	7,133	4,825	1.15	-	-
September 30	1,288,322	(10,044)	(6,276)	(1.49)	-	-
December 31	625,010	(11,564)	(6,332)	(1.50)	2,109	.50
Total	<u>\$4,159,672</u>	<u>\$ (11,474)</u>	<u>\$ (5,572)</u>	<u>\$ (1.32)</u>	<u>\$ 2,109</u>	<u>\$ .50</u>

Note: The fourth quarter 2009 operating loss resulted from \$833,000 of oil and gas producing property impairments and a \$550,000 bad debt provision within the Company's refined products segment. First and second quarter 2008 earnings above included pre-tax inventory liquidation gains totaling \$1,967,000 and \$3,911,000, respectively, as crude oil prices increased during the periods, while third and fourth quarter 2008 earnings included pre-tax inventory liquidation losses totaling \$11,600,000 and \$6,122,000 respectively, as crude oil prices initially increased by \$43 per barrel and then declined by \$93 per barrel during the second half of 2008. The full year 2009 includes pre-tax inventory liquidation gains totaling \$5,780,000.

The above unaudited interim financial data reflect all adjustments that are in the opinion of management necessary to a fair statement of the results for the period presented. All such adjustments are of a normal recurring nature.

#### (10) Oil and Gas Producing Activities (Unaudited)

The Company's oil and gas exploration and production activities are conducted in Texas and the south central region of the United States, primarily along the Gulf Coast of Texas and Louisiana.

##### *Oil and Gas Producing Activities (Unaudited) -*

Total costs incurred in oil and gas exploration and development activities, all incurred within the United States, were as follows (**in thousands**):

	Years Ended December 31,		
	2009	2008	2007
Property acquisition costs			
Unproved	\$ 6,199	\$ 3,139	\$ 1,428
Proved	-	-	-
Exploration costs			
Expensed	3,818	6,030	5,507
Capitalized	1,035	178	1,289
Development costs	<u>2,341</u>	<u>3,466</u>	<u>6,741</u>
Total costs incurred	<u>\$ 13,393</u>	<u>\$ 12,813</u>	<u>\$ 14,965</u>

The aggregate capitalized costs relative to oil and gas producing activities are as follows **(in thousands)**:

	December 31,	
	2009	2008
Unproved oil and gas properties	\$ 9,385	\$ 5,945
Proved oil and gas properties	<u>64,458</u>	<u>60,648</u>
	73,843	66,593
Accumulated depreciation, depletion and amortization	<u>(49,797)</u>	<u>(47,041)</u>
Net capitalized cost	<u>\$ 24,046</u>	<u>\$ 19,551</u>

*Estimated Oil and Natural Gas Reserves (Unaudited) -*

The following information regarding estimates of the Company's proved oil and gas reserves, all located in Texas and the south central region of the United States, is based on reports prepared on behalf of the Company by its independent petroleum engineers. Because oil and gas reserve estimates are inherently imprecise and require extensive judgments of reservoir engineering data, they are generally less precise than estimates made in conjunction with financial disclosures. The revisions of previous estimates as reflected in the table below result from changes in commodity pricing assumptions and from more precise engineering calculations based upon additional production histories and price changes.

Proved developed and undeveloped reserves are presented as follows:

	Years Ended December 31,					
	2009		2008		2007	
	Natural Gas (Mcf's)	Oil (Bbls.)	Natural Gas (Mcf's)	Oil (Bbls.)	Natural Gas (Mcf's)	Oil (Bbls.)
	<b>(in thousands)</b>					
Total proved reserves-						
Beginning of year	6,443	230	7,068	297	8,300	396
Revisions of previous estimates	(129)	(4)	(1,350)	(83)	132	(61)
Oil and gas reserves sold	-	-	-	-	(1,460)	(2)
Extensions, discoveries and other reserve additions	2,238	66	1,968	67	1,278	33
Production	<u>(1,304)</u>	<u>(50)</u>	<u>(1,243)</u>	<u>(51)</u>	<u>(1,182)</u>	<u>(69)</u>
End of year	<u>7,248</u>	<u>242</u>	<u>6,443</u>	<u>230</u>	<u>7,068</u>	<u>297</u>
Proved developed reserves-						
End of year	<u>6,295</u>	<u>242</u>	<u>6,443</u>	<u>230</u>	<u>7,068</u>	<u>297</u>

Proved undeveloped reserves as of December 31, 2009 consisted of 953,000 mcf of natural gas. Such quantities resulted from fourth quarter 2009 drilling activities.

The Company has developed internal policies and controls for estimating and recording oil and gas reserve data. The estimation and recording of proved reserves is required to be in compliance with SEC definitions and guidance. The Company assigns responsibility for compliance in reserve bookings to the office of President of the Company's AREC subsidiary. No portion of this individual's compensation is directly dependent on the quantity of reserves booked. Reserve estimates are required to be made by qualified reserve estimators, as defined by Society of Petroleum Engineers' Standards.

The Company employs the third party petroleum consultant, Ryder Scott Company, to prepare its oil and gas reserve data estimates as of December 31 2009, 2008 and 2007. The firm of Ryder Scott is well recognized within the industry for more than 50 years. As prescribed by the SEC, such proved reserves were estimated using 12-month average oil and gas prices, based on the first-day-of-the-month price for each month in the period, and year-end production and development costs for the December 31, 2009 estimate, without escalation. In previous years, such proved reserves were estimated using oil and gas prices and production and development costs as of December 31 of each such year, without escalation.

The process of estimating oil and gas reserves is complex and requires significant judgment. Uncertainties are inherent in estimating quantities of proved reserves, including many factors beyond the estimator's control. Reserve engineering is a subjective process of estimating subsurface accumulations of oil and gas that cannot be measured in an exact manner, and the accuracy of any reserve estimate is a function of the quality of available data and the interpretation thereof. As a result, estimates by different engineers often vary, sometimes significantly. In addition, physical factors such as the results of drilling, testing and production subsequent to the date of an estimate, as well as economic factors such as changes in product prices, may justify revision of such estimates. Accordingly, oil and gas quantities ultimately recovered will vary from reserve estimates.

*Standardized Measure of Discounted Future Net Cash Flows from Oil and Gas Operations and Changes Therein (Unaudited) -*

The standardized measure of discounted future net cash flows was determined based on the economic conditions in effect at the end of the years presented, except in those instances where fixed and determinable gas price escalations are included in contracts. The disclosures below do not purport to present the fair market value of the Company's oil and gas reserves. An estimate of the fair market value would also take into account, among other things, the recovery of reserves in excess of proved reserves, anticipated future changes in prices and costs, a discount factor more representative of the time value of money and risks inherent in reserve estimates. The standardized measure of discounted future net cash flows is presented as follows **(in thousands)**:

	Years Ended December 31,		
	2009	2008	2007
Future gross revenues	\$ 43,498	\$ 45,081	\$ 79,159
Future costs -			
Lease operating expenses	(15,969)	(14,080)	(25,817)
Development costs	<u>(2,495)</u>	<u>(816)</u>	<u>(860)</u>
Future net cash flows before income taxes	25,034	30,185	52,481
Discount at 10% per annum	<u>(10,719)</u>	<u>(12,421)</u>	<u>(22,344)</u>
Discounted future net cash flows before income taxes	14,315	17,764	30,137
Future income taxes, net of discount at 10% per annum	<u>(5,010)</u>	<u>(6,217)</u>	<u>(10,547)</u>
Standardized measure of discounted future net cash flows	<u>\$ 9,305</u>	<u>\$ 11,547</u>	<u>\$ 19,590</u>

The reserve estimates provided at December 31, 2009, 2008 and 2007 are based on market prices of \$58.43, \$37.87 and \$92.50 per barrel for crude oil and \$4.05, \$5.65 and \$7.31 per mcf for natural gas, respectively.

The following are the principal sources of changes in the standardized measure of discounted future net cash flows **(in thousands)**:

	Years Ended December 31,		
	2009	2008	2007
Beginning of year	\$ 11,547	\$ 19,590	\$ 18,770
Revisions to reserves proved in prior years -			
Net change in prices and production costs	(4,890)	(10,041)	6,072
Net change due to revisions in quantity estimates	(347)	(6,293)	(664)
Accretion of discount	1,242	2,234	1,790
Production rate changes and other	<u>2,189</u>	<u>2,679</u>	<u>(2,424)</u>
Total revisions	(1,806)	(11,421)	4,774
Sale of oil and gas reserves	-	-	(3,503)
New field discoveries and extensions, net of future production costs	3,471	11,571	8,294
Sales of oil and gas produced, net of production costs	(5,114)	(12,523)	(9,703)
Net change in income taxes	<u>1,207</u>	<u>4,330</u>	<u>958</u>
Net change in standardized measure of discounted future net cash flows	<u>(2,242)</u>	<u>(8,043)</u>	<u>820</u>
End of year	<u>\$ 9,305</u>	<u>\$ 11,547</u>	<u>\$ 19,590</u>

*Results of Operations for Oil and Gas Producing Activities (Unaudited) -*

The results of oil and gas producing activities, excluding corporate overhead and interest costs, are as follows **(in thousands)**:

	Years Ended December 31,		
	2009	2008	2007
Revenues	\$ 8,650	\$ 17,248	\$ 13,783
Oil and gas property sale	-	-	12,078
Costs and expenses -			
Production	(3,536)	(4,725)	(4,080)
Producing property impairment	(1,350)	(3,078)	(1,216)
Exploration	(3,735)	(6,030)	(5,507)
Depreciation, depletion and amortization	<u>(3,654)</u>	<u>(6,763)</u>	<u>(5,833)</u>
Operating income (loss) before income taxes	(3,625)	(3,348)	9,225
Income tax (expense) benefit	<u>1,268</u>	<u>1,172</u>	<u>(3,229)</u>
Operating income (loss)	<u>\$ (2,357)</u>	<u>\$ (2,176)</u>	<u>\$ 5,996</u>

Item 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

## Item 9A. CONTROLS AND PROCEDURES

### **Disclosure Controls and Procedures**

The Company maintains “disclosure controls and procedures” (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), that are designed to ensure that information required to be disclosed in the reports that the Company files or submits under the Exchange Act are recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to management, including the Company’s Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely discussions regarding required disclosure. As of the end of the period covered by this annual report, an evaluation was carried out 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. Based upon that evaluation, the Chief Executive Officer and the Chief Financial Officer concluded that the design and operation of these disclosure controls and procedures were effective as of December 31, 2009.

### **Management’s Report on Internal Control Over Financial Reporting**

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rule 13a-15(f) under the Exchange Act. The Company’s internal control over financial reporting is a process designed under the supervision of the Company’s Chief Executive Officer and the Chief Financial Officer to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies and procedures may deteriorate.

Management assessed the effectiveness of the Company’s internal control over financial reporting as of December 31, 2009. In making this assessment, management used the criteria described in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this assessment, management concluded that it maintained effective internal control over financial reporting as of December 31, 2009.

This annual report does not include an attestation report of the Company’s independent registered public accounting firm regarding internal control over financial reporting. This management’s report was not subject to attestation by an independent registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management’s report in this annual report.

This Management’s Report on Internal Control Over Financial Reporting shall not be deemed “filed” for purposes of Section 18 of the Exchange Act or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

### **Changes in Internal Control Over Financial Reporting.**

There have not been any changes in the Company’s internal control over financial reporting during the fiscal quarter ended December 31, 2009 that have materially affected, or are reasonably likely to materially affect, the Company’s internal control over financial reporting.

## Item 9B. OTHER

None.

## PART III

### Item 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information concerning directors, corporate governance and executive officers of the Company is incorporated by reference from the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 19, 2010, under the heading "Election of Directors" and "Executive Officers", respectively, to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Form 10-K.

### Item 11. EXECUTIVE COMPENSATION

The information required by Item 11 is incorporated by reference from the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 19, 2010, under the heading "Executive Compensation" to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Form 10-K.

### Item 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The information required by Item 12 is incorporated by reference from the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 19, 2010, under the heading "Voting Securities and Principal Holders Thereof" to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Form 10-K.

### Item 13. CERTAIN RELATIONSHIPS, RELATED PARTY TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by Item 13 is incorporated by reference from the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 19, 2010, under the headings "Transactions with Related Parties" and "Director Independence" to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Form 10-K.

### Item 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

The information required by Item 14 is incorporated by reference from the Company's definitive Proxy Statement for the Annual Meeting of Shareholders to be held May 19, 2010, under the heading "Principal Accounting Fees and Services" to be filed with the Commission not later than 120 days after the end of the fiscal year covered by this Form 10-K.

## PART IV

### Item 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) The following documents are filed as a part of this Form 10-K:

1. Financial Statements

Report of Independent Registered Public Accounting Firm

Consolidated Balance Sheets as of December 31, 2009 and 2008

Consolidated Statements of Operations for the Years Ended  
December 31, 2009, 2008 and 2007

Consolidated Statements of Shareholders' Equity for the Years Ended  
December 31, 2009, 2008 and 2007

Consolidated Statements of Cash Flows for the Years Ended  
December 31, 2009, 2008 and 2007

Notes to Consolidated Financial Statements

2. All financial schedules have been omitted because they are not applicable or the required information is shown in the financial statements or notes thereto.

3. Exhibits required to be filed

- 3(a) - Certificate of Incorporation of the Company, as amended. (Incorporated by reference to Exhibit 3(a) filed with the Annual Report on Form 10-K (-File No. 1-7908) of the Company for the fiscal year ended December 31, 1987)
- 3(b) - Bylaws of the Company, as amended (Incorporated by reference to Exhibits 3.2 and 3.2.1 of Amendment No. 1 to the Registration Statement on Form S-1 filed with the Securities and Exchange Commission on October 29, 1973 - File No. 2-48144)
- 3(c) - Amendment to the Bylaws of the Company to add an Article VII, Section 8. Indemnification of Directors, Officers, Employees and Agents (Incorporated by reference to Exhibit 3(c) of the Annual Report on Form 10-K (-File No. 1-7908) of the Company for the fiscal year ended December 31, 1986)
- 3(d) - Adams Resources & Energy, Inc. and Subsidiaries' Code of Ethics (Incorporated by reference to Exhibit 3(d) of the Annual Report on Form 10-K (-File No. 1-7908) of the Company for the fiscal year ended December 31, 2002)
- 4(a) - Specimen common stock Certificate (Incorporated by reference to Exhibit 4(a) of the Annual Report on Form 10-K of the Company (-File No. 1-7908) for the fiscal year ended December 31, 1991)

- 4(b) - Credit and Security Agreement between Gulfmark Energy, Inc., Adams Resources Marketing, Ltd and Wells Fargo Bank, National Association dated August 27, 2009 (incorporated by reference to Exhibit 4(6) of the Quarterly Report on Form 10-Q for the period ended September 31, 2009.
- 21\* - Subsidiaries of the Registrant
- 23.1\* - Consent of Ryder Scott Company
- 31.1\* - Adams Resources & Energy, Inc. Certification Pursuant to 17 CFR 13a-14 (a)/15d-14(a), As adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- 31.2\* - Adams Resources & Energy, Inc. Certification Pursuant to 17 CFR 13a-14(a)/15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-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
- 32.2\* - Certification Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 99.1\* - Ryder Scott Company Report

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\* - Filed herewith

Copies of all agreements defining the rights of holders of long-term debt of the Company and its subsidiaries, which agreements authorize amounts not in excess of 10% of the total consolidated assets of the Company, are not filed herewith but will be furnished to the Commission upon request.

## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ADAMS RESOURCES & ENERGY, INC.  
(Registrant)

By /s/Richard B. Abshire  
(Richard B. Abshire,  
Vice President, Director  
and Chief Financial Officer)

By /s/ K. S. Adams, Jr.  
(K. S. Adams, Jr.,  
Chairman of the Board and  
Chief Executive Officer)

Date: March 23, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the date indicated.

By /s/ Frank T. Webster  
(Frank T. Webster, Director)

By /s/ E. C. Reinauer, Jr.  
(E. C. Reinauer, Jr., Director)

By /s/ Larry E. Bell  
(Larry E. Bell, Director)

By /s/ E. Jack Webster, Jr.  
(E. Jack Webster, Jr., Director)

## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
3(a)	- Certificate of Incorporation of the Company, as amended. (Incorporated by reference to Exhibit 3(a) filed with the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 1987)
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3(c)	- Amendment to the Bylaws of the Company to add an Article VII, Section 8. Indemnification of Directors, Officers, Employees and Agents (Incorporated by reference to Exhibit 3(c) of the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 1986)
3(d)	- Adams Resources & Energy, Inc. and Subsidiaries' Code of Ethics (Incorporated by reference to Exhibit 3(d) of the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2002)
4(a)	- Specimen common stock Certificate (Incorporated by reference to Exhibit 4(a) of the Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 1991)
4(b)	- Credit and Security Agreement between Gulfmark Energy, Inc., Adams Resources Marketing, Ltd and Wells Fargo Bank, National Association dated August 27, 2009 (incorporated by reference to Exhibit 4(b) of the Quarterly Report on Form 10-Q for the period ended September 31, 2009)
10.1	- Change in control/severance agreement dated July 25, 2008 by and between Adams Resources & Energy, Inc. and Richard B. Abshire (Incorporated by reference to Exhibit 10.1 to the Company's current report on Form 8-K filed on July 25, 2008)
21*	- Subsidiaries of the Registrant
23.1*	- Consent of Ryder Scott Company
31.1*	- Certification Pursuant to 17 CFR 13a-14(a)/15d-14(a), As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2*	- Certification Pursuant to 17 CFR 13a-14(a)/15d-14(a), As Adopted Pursuant to Section 302 of the Sarbanes-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
32.2*	- Certification Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
99.1*	- Ryder Scott Company Report

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\* - Filed herewith

## SUBSIDIARIES OF THE REGISTRANT

The following is a list of all subsidiary corporations of the registrant. All subsidiaries are wholly-owned by the Company, except that Buckley Mining Corporation and Plastics Universal Corporation are wholly-owned subsidiaries of Ada Mining Corporation. The Company's consolidated financial statements include the accounts of all subsidiaries.

<u>Subsidiary</u>	<u>Place of Incorporation</u>
Adams Resources Exploration Corporation	Delaware
Kirbyville Marketing Co., Inc.	Texas
Service Transport Company	Texas
Bayou City Pipelines, Inc.	Texas
Ada Crude Oil Company	Texas
Ada Mining Corporation	Texas
Classic Coal Corporation	Delaware
Plastics Universal Corporation	Kentucky
CJC Leasing, Inc.	Kentucky
Buckley Mining Corporation	Kentucky
Gulfmark Energy, Inc.	Texas
Ada Resources, Inc.	Texas
Adams Resources Marketing, Ltd.	Texas
Adams Resources Marketing GP, Inc.	Texas
Adams Resources Marketing II, Inc.	Nevada
Gulfmark Energy Marketing, Inc.	Nevada
Adams Resources UK Limited	United Kingdom

**CONSENT OF RYDER SCOTT COMPANY**

The undersigned hereby consents to the references to our firm in the form and context in which they appear in the Annual Report on Form 10-K of Adams Resources & Energy, Inc. for the year ended December 31, 2009 (the “Annual Report”). We hereby further consent to the inclusion in the Annual Report of our report entitled “Adams Resources Exploration Corporation – Estimated Future Reserves and Income Attributable to Certain Leasehold Interests – SEC Parameters – As of December 31, 2009” and to the inclusion of our report dated February 25, 2010 as an exhibit to the Annual Report.

/s/ Ryder Scott Company, L.P.

**RYDER SCOTT COMPANY, L.P.**  
TBPE Firm Registration No. F-1580

Houston, Texas  
March 23, 2010

**ADAMS RESOURCES & ENERGY, INC.**  
**CERTIFICATION PURSUANT TO**  
**17 CFR 240.13a-14(a)/15d-14(a)**  
**AS ADOPTED PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, K. S. Adams, Jr. certify that:

1. I have reviewed this annual report on Form 10-K of Adams Resources & Energy, Inc. (the “registrant”);
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in exchange act rules 13a-15(f) and 15d-15(f)) for the registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: March 23, 2010

/s/ K. S. Adams, Jr.  
K. S. Adams, Jr.  
Chief Executive Officer

**ADAMS RESOURCES & ENERGY, INC.**  
**CERTIFICATION PURSUANT TO**  
**17 CFR 240.13a-14(a)/15d-14(a)**  
**AS ADOPTED PURSUANT TO**  
**SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Richard B. Abshire, certify that:

1. I have reviewed this annual report on Form 10-K of Adams Resources & Energy, Inc. (the “registrant”);
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in exchange act rules 13a-15(f) and 15d-15(f)) for the registrant and we have:, as for the registrant and we have:
  - (a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - (b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) evaluated the effectiveness of the registrant's disclosure and procedures controls and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) disclosed in this report any change in the registrant's internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f), that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - (a) all significant deficiencies in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls.

Date: March 23, 2010

/s/ Richard B. Abshire  
Richard B. Abshire  
Chief Financial Officer

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Adams Resources & Energy, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2009 (the “Report”), I, K. S. Adams, Jr., Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ K. S. Adams, Jr.  
K. S. Adams, Jr.  
Chief Executive Officer  
March 23, 2010

This Certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed “filed” by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Report, irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by Section 906, or other documents authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Annual Report of Adams Resources & Energy, Inc. (the “Company”) on Form 10-K for the year ended December 31, 2009 (the “Report”), I, Richard B. Abshire, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. 1350, as adopted pursuant to 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) of 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Richard B. Abshire  
Richard B. Abshire  
Chief Financial Officer  
March 23, 2010

This Certification is being furnished solely to accompany the Report pursuant to 18 U.S.C. §1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed “filed” by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Report, irrespective of any general incorporation language contained in such filing.

A signed original of this written statement required by Section 906, or other documents authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

**ADAMS RESOURCES EXPLORATION CORPORATION**

**Estimated**

**Future Reserves and Income**

**Attributable to Certain**

**Leasehold and Royalty Interests**

**SEC Parameters**

**As of**

**December 31, 2009**

**By /s/ Fred W. Ziehe, P.E.**

TBPE License No. 63630

Managing Senior Vice President

[SEAL]

**RYDER SCOTT COMPANY, L.P.**

TBPE Firm Registration No. F-1580



**RYDER SCOTT COMPANY**  
**PETROLEUM CONSULTANTS**

TBPE REGISTERED ENGINEERING FIRM F-1580  
 1100 LOUISIANA SUITE 3800

HOUSTON, TEXAS 77002-5218

FAX (713) 651-0849  
 TELEPHONE (713) 651-9191

February 25, 2010

Adams Resources Exploration Corporation  
 4400 Post Oak Parkway  
 Houston, Texas 77027

Gentlemen:

At your request, we have prepared an estimate of the proved reserves, future production, and income attributable to certain leasehold and royalty interests of Adams Resources Exploration Corporation (Adams) as of December 31, 2009. The subject properties are located in the states of Alabama, Arkansas, Louisiana, Montana, Oklahoma, Texas and Wyoming and in the federal waters offshore Louisiana. The reserves and income data were estimated based on the definitions and disclosure guidelines contained in the United States Securities and Exchange Commission Title 17, Code of Federal Regulations, Modernization of Oil and Gas Reporting, Final Rule released January 14, 2009 in the Federal Register (SEC regulations). The results of our third party study, completed on February 25, 2010, are presented herein. The properties reviewed by Ryder Scott represent 100 percent of the total net proved liquid hydrocarbon and gas reserves of Adams.

The estimated reserves and future net income amounts presented in this report, as of December 31, 2009 are related to hydrocarbon prices. The hydrocarbon prices used in the preparation of this report are based on the average prices during the 12-month period prior to the ending date of the period covered in this report, determined as unweighted arithmetic averages of the prices in effect on the first-day-of-the-month for each month within such period, unless prices were defined by contractual arrangements as required by the SEC regulations. Actual future prices may vary significantly from the prices required by SEC regulations; therefore, volumes of reserves actually recovered and the amounts of income actually received may differ significantly from the estimated quantities presented in this report. The results of this study are summarized below.

**SEC PARAMETERS**  
 Estimated Net Reserves and Income Data  
 Certain Leasehold and Royalty Interests of  
**Adams Resources Exploration Corporation**  
 As of December 31, 2009

	Proved			Total Proved
	Developed		Undeveloped	
	Producing	Non-Producing		
<b><u>Net Remaining Reserves</u></b>				
Oil/Condensate – Mbarrels	164	78	-	242
Gas – MMCF	5,102	1,193	953	7,248
<b><u>Income Data, M\$</u></b>				
Future Gross Revenue	\$ 28,749	\$ 9,313	\$ 2,577	\$ 40,639
Deductions	11,433	1,677	2,494	15,604
Future Net Income (FNI)	\$ 17,316	\$ 7,636	\$ 83	\$ 25,035
Discounted FNI @ 10%	\$ 12,258	\$ 2,459	\$ (402)	\$ 14,315

Liquid hydrocarbons are expressed in thousands of standard 42 gallon barrels. All gas volumes are reported on an “as sold” basis expressed in millions of cubic feet (MMCF) at the official temperature and pressure bases of the areas in which the gas reserves are located.

The estimates of the reserves, future production, and income attributable to properties in this report were prepared using the economic software package Aries™ System Petroleum Economic Evaluation Software, a copyrighted program of Halliburton. The program was used solely at the request of Adams. Ryder Scott has found this program to be generally acceptable, but notes that certain summaries and calculations may vary due to rounding and may not exactly match the sum of the properties being summarized. Furthermore, one line economic summaries may vary slightly from the more detailed cash flow projections of the same properties, also due to rounding. The rounding differences are not material.

The future gross revenue is after the deduction of production taxes. The deductions incorporate the normal direct costs of operating the wells, ad valorem taxes, recompletion costs, development costs, and certain abandonment costs net of salvage. The future net income is before the deduction of state and federal income taxes and general administrative overhead, and has not been adjusted for outstanding loans that may exist nor does it include any adjustment for cash on hand or undistributed income.

Gas reserves account for approximately 67 percent of the total future gross revenue from proved reserves and liquid hydrocarbon reserves account for the remaining 33 percent of total future gross revenue from proved reserves.

The discounted future net income shown above was calculated using a discount rate of 10 percent per annum compounded monthly. Future net income was discounted at four other discount rates, which were also compounded monthly. These results are shown in summary form as follows.

Discount Rate Percent	Discounted Future Net Income, M\$ As of December 31, 2009
	Total Proved
2.5	\$20,483
5.0	\$17,692
15.0	\$12,243
20.0	\$10,799

The results shown above are presented for your information and should not be construed as our estimate of fair market value.

***Reserves Included in This Report***

The proved reserves included herein conform to the definition as set forth in the Securities and Exchange Commission’s Regulations Part 210.4-10 (a). An abridged version of the SEC reserves definitions from 210.4-10(a) entitled “Petroleum Reserves Definitions” is included as an attachment to this report.

The various reserve status categories are defined in the attachment to this report entitled “Petroleum Reserves Definitions.” The developed proved non-producing reserves included herein consist of the behind pipe category.

No attempt was made to quantify or otherwise account for any accumulated gas production imbalances that may exist. The gas volumes included herein do not attribute gas consumed in operations as reserves.

While it may reasonably be anticipated that the future prices received for the sale of production and the operating costs and other costs relating to such production may also increase or decrease from existing levels, such changes were, in accordance with rules adopted by the SEC, omitted from consideration in making this evaluation.

Proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible from a given date forward. The reserves included herein were estimated using deterministic methods and presented as incremental quantities.

Estimates of reserves may increase or decrease as a result of future operations and/or effects of regulation by governmental agencies. As a result, the estimates of oil and gas reserves have an intrinsic uncertainty. The reserves included in this report are therefore estimates only and should not be construed as being exact quantities. They may or may not be actually recovered, and if recovered, the revenues therefrom and the actual costs related thereto could be more or less than the estimated amounts.

The estimates of reserves presented herein were based upon a detailed study of the properties in which Adams owns an interest; however, we have not made any field examination of the properties. No consideration was given in this report to potential environmental liabilities that may exist nor were any costs included for potential liability to restore and clean up damages, if any, caused by past operating practices.

### ***Estimates of Reserves***

The reserves for the properties included herein were estimated by performance methods or the volumetric method. In general, reserves attributable to producing wells and/or reservoirs were estimated by performance methods such as decline curve analysis, material balance and/or reservoir simulation which utilized extrapolations of historical production and pressure data available through September 2009 in those cases where such data were considered to be definitive. In certain cases, producing reserves were estimated by the volumetric method where there were inadequate historical performance data to establish a definitive trend and where the use of production performance data as a basis for the reserve estimates was considered to be inappropriate. Reserves attributable to proved non-producing and undeveloped reserves included herein were estimated by the volumetric or analogy method, which utilized all pertinent well and seismic data available through September 2009.

It should be noted that the reserve volumes described herein consist of primary recovery, including both pressure depletion and natural water drive mechanisms.

To estimate economically recoverable oil and gas reserves and related future net cash flows, we consider many factors and assumptions including, but not limited to, the use of reservoir parameters derived from geological, geophysical and engineering data which cannot be measured directly, economic criteria based on current costs and SEC pricing requirements, and forecasts of future production rates. Under the SEC regulations 210.4-10(a)(22)(v) and (26), proved, probable and possible reserves must be demonstrated to be economically producible based on existing economic conditions including the prices and costs at which economic producibility from a reservoir is to be determined as of the effective date of the report. Adams has informed us that they have furnished us all of the accounts, records, geological and engineering data, and reports and other data required for this investigation. In preparing our forecast of future production and income, we have relied upon data furnished by Adams with respect to property interests owned, production and well tests from examined wells, normal direct costs of operating the wells or leases, other costs such as transportation and/or processing fees, ad valorem and production taxes, recompletion and development costs, abandonment costs after salvage, product prices based on the SEC regulations, geological structural and isochore maps, well logs, core analyses, and pressure measurements. Ryder Scott reviewed such factual data for its reasonableness; however, we have not conducted an independent verification of the data supplied by Adams.

### ***Future Production Rates***

Our forecasts of future production rates are based on historical performance from wells now on production. Test data and other related information were used to estimate the anticipated initial production rates for those wells or locations that are not currently producing. If no production decline trend has been established, future production rates were held constant, or adjusted for the effects of curtailment where appropriate, until a decline in ability to produce was anticipated. An estimated rate of decline was then applied to depletion of the reserves. If a decline trend has been established, this trend was used as the basis for estimating future production rates. For reserves not yet on production, sales were estimated to commence at an anticipated date furnished by Adams.

The future production rates from wells now on production may be more or less than estimated because of changes in market demand or allowables set by regulatory bodies. Wells or locations that are not currently producing may start producing earlier or later than anticipated in our estimates.

### ***Hydrocarbon Prices***

As previously stated, the hydrocarbon prices used herein are based on SEC price parameters using the average prices during the 12-month period prior to the ending date of the period covered in this report, determined as the unweighted arithmetic averages of the prices in effect on the first-day-of-the-month for each month within such period, unless prices were defined by contractual arrangements. For hydrocarbon products sold under contract, the contract prices including fixed and determinable escalations, exclusive of inflation adjustments, were used until expiration of the contract. Upon contract expiration, the prices were adjusted to the 12-month unweighted arithmetic average as previously described. Product prices which were actually used for each property reflect adjustment for gravity, quality, local conditions, and/or distance from market.

The effects of derivative instruments designated as price hedges of oil and gas quantities are not reflected in our individual property evaluations.

### ***Costs***

Operating costs for the leases and wells in this report are based on the operating expense reports of Adams and include only those costs directly applicable to the leases or wells. The operating costs include a portion of general and administrative costs allocated directly to the leases and wells. When applicable for operated properties, the operating costs include an appropriate level of corporate general administrative and overhead costs. The operating costs for non-operated properties include the COPAS overhead costs that are allocated directly to the leases and wells under terms of operating agreements. No deduction was made for loan repayments, interest expenses, or exploration and development prepayments that were not charged directly to the leases or wells.

Development costs were furnished to us by Adams and are based on authorizations for expenditure for the proposed work or actual costs for similar projects. The estimated net cost of abandonment after salvage was included for properties where abandonment costs net of salvage were significant. The estimates of the net abandonment costs furnished by Adams were accepted without independent verification.

Because of the direct relationship between volumes of proved undeveloped reserves and development plans, we include in the proved undeveloped category only reserves assigned to undeveloped locations that we have been assured will definitely be drilled. Adams has assured us of their intent and ability to proceed with the development activities included in this report, and that they are not aware of any legal, regulatory or political obstacles that would significantly alter their plans.

Current costs used by Adams were held constant throughout the life of the properties.

## ***Standards of Independence and Professional Qualification***

Ryder Scott is an independent petroleum engineering consulting firm that has been providing petroleum consulting services throughout the world for over seventy years. Ryder Scott is employee owned and maintains offices in Houston, Texas; Denver, Colorado; and Calgary, Alberta, Canada. We have over eighty engineers and geoscientists on our permanent staff. By virtue of the size of our firm and the large number of clients for which we provide services, no single client or job represents a material portion of our annual revenue. We do not serve as officers or directors of any publicly traded oil and gas company and are separate and independent from the operating and investment decision-making process of our clients. This allows us to bring the highest level of independence and objectivity to each engagement for our services.

Ryder Scott actively participates in industry related professional societies and organizes an annual public forum focused on the subject of reserves evaluations and SEC regulations. Many of our staff have authored or co-authored technical papers on the subject of reserves related topics. We encourage our staff to maintain and enhance their professional skills by actively participating in ongoing continuing education.

Prior to becoming an officer of the Company, Ryder Scott requires that staff engineers and geoscientists have received professional accreditation in the form of a registered or certified professional engineer's license or a registered or certified professional geoscientist's license, or the equivalent thereof, from an appropriate governmental authority or a recognized self-regulating professional organization.

We are independent petroleum engineers with respect to Adams. Neither we nor any of our employees have any interest in the subject properties, and neither the employment to do this work nor the compensation is contingent on our estimates of reserves for the properties which were reviewed.

The professional qualifications of the undersigned, the technical person primarily responsible for reviewing and approving the reserves information discussed in this report, are included as an attachment to this letter.

### ***Terms of Usage***

This report was prepared for the exclusive use and sole benefit of Adams Resources Exploration Corporation and may not be put to other use without our prior written consent for such use. The data and work papers used in the preparation of this report are available for examination by authorized parties in our offices. Please contact us if we can be of further service.

Very truly yours,

**RYDER SCOTT COMPANY, L.P.**  
TBPE Firm Registration No. F-1580

\s\ Fred W. Ziehe

Fred W. Ziehe, P.E.  
TBPE License No. 63630  
Managing Senior Vice President

[SEAL]

FWZ/sm

## **Professional Qualifications of Primary Technical Person**

The conclusions presented in this report are the result of technical analysis conducted by teams of geoscientists and engineers from Ryder Scott Company, L.P. Mr. Fred W. Ziehe was the primary technical person responsible for overseeing the estimate of the reserves, future production and income presented herein.

Mr. Ziehe, an employee of Ryder Scott Company L.P. (Ryder Scott) since 1976, is a Managing Sr. Vice President and also serves as an Engineering Group Coordinator responsible for coordinating and supervising staff and consulting engineers of the company in ongoing reservoir evaluation studies worldwide. Before joining Ryder Scott, Mr. Ziehe was a Reservoir Engineer with Exxon Company U.S.A. For more information regarding Mr. Ziehe's geographic and job specific experience, please refer to the Ryder Scott Company website at [www.ryderscott.com/Experience/Employees](http://www.ryderscott.com/Experience/Employees).

Mr. Ziehe earned a Bachelor of Science degree in Petroleum Engineering from Texas A&M University in 1974, with Magna Cum Laude honors and is a registered Professional Engineer in the State of Texas. He is also a member of the Society of Petroleum Engineers.

In addition to gaining experience and competency through prior work experience, the Texas Board of Professional Engineers requires a minimum of fifteen hours of continuing education annually, including at least one hour in the area of professional ethics, which Mr. Ziehe fulfills. As part of his 2009 continuing education hours, Mr. Ziehe attended sixteen hours of internally presented formalized training, as well as four hours at a public forum and at professional society presentations specifically on the new SEC regulations relating to the definitions and disclosure guidelines contained in the United States Securities and Exchange Commission Title 17, Code of Federal Regulations, Modernization of Oil and Gas Reporting, Final Rule released January 14, 2009 in the Federal Register. Mr. Ziehe attended an additional eighteen hours of formalized in-house training during 2009 covering such topics as the SPE/WPC/AAPG/SPEE Petroleum Resources Management System, reservoir engineering, geoscience and petroleum economics evaluation methods, procedures and software and ethics for consultants. Mr. Ziehe served as a speaker at a public forum and as an in-house class instructor concerning the revised pricing criteria of the new SEC regulations.

Based on his educational background, professional training and more than 35 years of practical experience in the estimation and evaluation of petroleum reserves, Mr. Ziehe has attained the professional qualifications as a Reserves Estimator set forth in Article III of the "Standards Pertaining to the Estimating and Auditing of Oil and Gas Reserves Information" promulgated by the Society of Petroleum Engineers as of February 19, 2007.

## PETROLEUM RESERVES DEFINITIONS

**As Adapted From:  
RULE 4-10(a) of REGULATION S-X PART 210  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC)**

### ***PREAMBLE***

On January 14, 2009, the United States Securities and Exchange Commission (“the Commission”) published the “Modernization of Oil and Gas Reporting; Final Rule” in the Federal Register of National Archives and Records Administration (NARA). The “Modernization of Oil and Gas Reporting; Final Rule” includes revisions and additions to the definition section in Rule 4-10 of Regulation S-X, revisions and additions to the oil and gas reporting requirements in Regulation S-K, and amends and codifies Industry Guide 2 in Regulation S-K. The “Modernization of Oil and Gas Reporting; Final Rule”, including all references to Regulation S-X and Regulation S-K, shall be referred to herein collectively as the “SEC Regulations”. The SEC Regulations take effect with all filings made with the United States Securities and Exchange Commission as of December 31, 2009, or after January 1, 2010. Reference should be made to the full text under Title 17, Code of Federal Regulations, Regulation S-X Part 210, Rule 4-10 (a) for the complete definitions, as the following definitions, descriptions and explanations rely wholly or in part on excerpts from the original document (direct passages excerpted from the aforementioned SEC document are denoted in italics herein).

Reserves are those quantities of petroleum which are anticipated to be commercially recovered from known accumulations from a given date forward under defined conditions. All reserve estimates involve some degree of uncertainty. The uncertainty depends chiefly on the amount of reliable geologic and engineering data available at the time of the estimate and the interpretation of these data. The relative degree of uncertainty may be conveyed by placing reserves into one of two principal classifications, either proved or unproved. Unproved reserves are less certain to be recovered than proved reserves and may be further sub-classified as probable and possible reserves to denote progressively increasing uncertainty in their recoverability. Under the SEC Regulations as of December 31, 2009, or after January 1, 2010, a company may optionally disclose estimated quantities of probable or possible oil and gas reserves in documents publicly filed with the Commission. The SEC Regulations continue to prohibit disclosure of estimates of oil and gas resources other than reserves and any estimated values of such resources in any document publicly filed with the Commission unless such information is required to be disclosed in the document by foreign or state law as noted in §229.102 (5).

Reserves estimates will generally be revised as additional geologic or engineering data become available or as economic conditions change.

Reserves may be attributed to either natural energy or improved recovery methods. Improved recovery methods include all methods for supplementing natural energy or altering natural forces in the reservoir to increase ultimate recovery. Examples of such methods are pressure maintenance, cycling, waterflooding, thermal methods, chemical flooding, and the use of miscible and immiscible displacement fluids. Other improved recovery methods may be developed in the future as petroleum technology continues to evolve.

### **RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §229.4-10(a) (26) defines reserves as follows:

***Reserves.*** *Reserves are estimated remaining quantities of oil and gas and related substances anticipated to be economically producible, as of a given date, by application of development projects to known accumulations. In addition, there must exist, or there must be a reasonable expectation that there will exist, the legal right to produce or a revenue interest in the production, installed means of delivering oil and gas or related substances to market, and all permits and financing required to implement the project.*

*Note to paragraph (a)(26): Reserves should not be assigned to adjacent reservoirs isolated by major, potentially sealing, faults until those reservoirs are penetrated and evaluated as economically producible. Reserves should not be assigned to areas that are clearly separated from a known accumulation by a non-productive reservoir (i.e., absence of reservoir, structurally low reservoir, or negative test results). Such areas may contain prospective resources (i.e., potentially recoverable resources from undiscovered accumulations).*

## **PROVED RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §229.4-10(a) (22) defines proved oil and gas reserves as follows:

***Proved oil and gas reserves.*** *Proved oil and gas reserves are those quantities of oil and gas, which, by analysis of geoscience and engineering data, can be estimated with reasonable certainty to be economically producible—from a given date forward, from known reservoirs, and under existing economic conditions, operating methods, and government regulations—prior to the time at which contracts providing the right to operate expire, unless evidence indicates that renewal is reasonably certain, regardless of whether deterministic or probabilistic methods are used for the estimation. The project to extract the hydrocarbons must have commenced or the operator must be reasonably certain that it will commence the project within a reasonable time.*

*(i) The area of the reservoir considered as proved includes:*

*(A) The area identified by drilling and limited by fluid contacts, if any, and*

*(B) Adjacent undrilled portions of the reservoir that can, with reasonable certainty, be judged to be continuous with it and to contain economically producible oil or gas on the basis of available geoscience and engineering data.*

*(ii) In the absence of data on fluid contacts, proved quantities in a reservoir are limited by the lowest known hydrocarbons (LKH) as seen in a well penetration unless geoscience, engineering, or performance data and reliable technology establishes a lower contact with reasonable certainty.*

*(iii) Where direct observation from well penetrations has defined a highest known oil (HKO) elevation and the potential exists for an associated gas cap, proved oil reserves may be assigned in the structurally higher portions of the reservoir only if geoscience, engineering, or performance data and reliable technology establish the higher contact with reasonable certainty.*

*(iv) Reserves which can be produced economically through application of improved recovery techniques (including, but not limited to, fluid injection) are included in the proved classification when:*

*(A) Successful testing by a pilot project in an area of the reservoir with properties no more favorable than in the reservoir as a whole, the operation of an installed program in the reservoir or an analogous reservoir, or other evidence using reliable technology establishes the reasonable certainty of the engineering analysis on which the project or program was based; and*

*(B) The project has been approved for development by all necessary parties and entities, including governmental entities.*

*(v) Existing economic conditions include prices and costs at which economic producibility from a reservoir is to be determined. The price shall be the average price during the 12-month period prior to the ending date of the period covered by the report, determined as an unweighted arithmetic average of the first-day-of-the-month price for each month within such period, unless prices are defined by contractual arrangements, excluding escalations based upon future conditions.*

## RESERVES STATUS DEFINITIONS AND GUIDELINES

As Adapted From:  
RULE 4-10(a) of REGULATION S-X PART 210  
UNITED STATES SECURITIES AND EXCHANGE COMMISSION (SEC)

and

PETROLEUM RESOURCES MANAGEMENT SYSTEM (SPE-PRMS)  
Sponsored and Approved by:  
SOCIETY OF PETROLEUM ENGINEERS (SPE),  
WORLD PETROLEUM COUNCIL (WPC)  
AMERICAN ASSOCIATION OF PETROLEUM GEOLOGISTS (AAPG)  
SOCIETY OF PETROLEUM EVALUATION ENGINEERS (SPEE)

Reserves status categories define the development and producing status of wells and reservoirs.

### **DEVELOPED RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §229.4-10(a) (6) defines developed oil and gas reserves as follows:

*Developed oil and gas reserves are reserves of any category that can be expected to be recovered:*

- (i) Through existing wells with existing equipment and operating methods or in which the cost of the required equipment is relatively minor compared to the cost of a new well; and*
- (ii) Through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well.*

### **Developed Producing (SPE-PRMS Definitions)**

While not a requirement for disclosure under the SEC regulations, developed oil and gas reserves may be further sub-classified according to the guidance contained in the SPE-PRMS as Producing or Non-Producing.

#### **Developed Producing Reserves**

*Developed Producing Reserves are expected to be recovered from completion intervals that are open and producing at the time of the estimate.*

*Improved recovery reserves are considered producing only after the improved recovery project is in operation.*

#### **Developed Non-Producing**

*Developed Non-Producing Reserves include shut-in and behind-pipe reserves.*

**Shut-In**

*Shut-in Reserves are expected to be recovered from:*

- (1) completion intervals which are open at the time of the estimate but which have not yet started producing;*
- (2) wells which were shut-in for market conditions or pipeline connections; or*
- (3) wells not capable of production for mechanical reasons.*

**Behind-Pipe**

*Behind-pipe Reserves are expected to be recovered from zones in existing wells which will require additional completion work or future re-completion prior to start of production.*

*In all cases, production can be initiated or restored with relatively low expenditure compared to the cost of drilling a new well.*

**UNDEVELOPED RESERVES (SEC DEFINITIONS)**

Securities and Exchange Commission Regulation S-X §229.4-10(a) (31) defines undeveloped oil and gas reserves as follows:

*Undeveloped oil and gas reserves are reserves of any category that are expected to be recovered from new wells on undrilled acreage, or from existing wells where a relatively major expenditure is required for recompletion.*

- (i) Reserves on undrilled acreage shall be limited to those directly offsetting development spacing areas that are reasonably certain of production when drilled, unless evidence using reliable technology exists that establishes reasonable certainty of economic producibility at greater distances.*
- (ii) Undrilled locations can be classified as having undeveloped reserves only if a development plan has been adopted indicating that they are scheduled to be drilled within five years, unless the specific circumstances, justify a longer time.*
- (iii) Under no circumstances shall estimates for undeveloped reserves be attributable to any acreage for which an application of fluid injection or other improved recovery technique is contemplated, unless such techniques have been proved effective by actual projects in the same reservoir or an analogous reservoir, as defined in paragraph (a)(2) of this section, or by other evidence using reliable technology establishing reasonable certainty.*