HOUSTON AMERICAN ENERGY CORP
Form 10QSB
August 12, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-QSB

(Mark One)

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

For the quarterly period ended June 30, 2005

OR

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

For the transition period from ___________ to ______________.

Commission File Number 0-33027.

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

Delaware	76-0675953
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

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

(713) 222-6966
(Registrant's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

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

As of August 10, 2005, we had 19,968,089 shares of $.0001 par value Common Stock outstanding.

Transitional Small Business Disclosure Format (check one) Yes [ ] No [X]

HOUSTON AMERICAN ENERGY CORP.

FORM 10-QSB

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PART I - FINANCIAL INFORMATION

ITEM 1. Financial Statements

HOUSTON AMERICAN ENERGY CORP.
BALANCE SHEET
June 30, 2005
(Unaudited)

ASSETS

CURRENT ASSETS:	
Cash	$ 1,929,671
Accounts receivable	402,271
Prepaid expenses	65,978
Total current assets	2,397,920
PROPERTY, PLANT AND EQUIPMENT	
Oil and gas properties - full cost method	
Costs subject to amortization	2,842,709
Costs not being amortized	511,763
Furniture and equipment	10,878
Total property, plant and equipment	3,365,350
Accumulated depreciation and depletion	(1,179,713)

Total property, plant and equipment, net	2,185,637
OTHER ASSETS	225,913
Total Assets	$ 4,809,470

LIABILITIES AND SHAREHOLDERS' EQUITY

CURRENT LIABILITIES:	
Accounts payable and accrued liabilities	$ 282,261
Total current liabilities	282,261
LONG-TERM DEBT:	
Notes payable to principal shareholder	1,000,000
Subordinated convertible notes	2,125,000
Reserve for plugging costs	44,456
Total long-term liabilities	3,169,456
SHAREHOLDERS' EQUITY:	
Common stock, $.001 par value; 100,000,000 shares Authorized; 19,968,089 shares outstanding	19,968
Additional paid-in capital	2,962,589
Treasury stock, at cost; 100,000 shares	(85,834)
Accumulated deficit	(1,538,970)
Total shareholders' equity	1,357,753
Total liabilities and shareholders' equity	$ 4,809,470

The accompanying notes are an integral part of these financial statements

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HOUSTON AMERICAN ENERGY CORP.
STATEMENTS OF OPERATIONS
(Unaudited)

	Six Months Ended June 30,		Three Months Ended June 30,	
	2005	2004	2005	2004
Revenue:				
Oil and gas	$ 1,091,940	$ 303,548	$ 646,429	$ 166,561
Interest	7,770	4,302	5,566	1,537
Total revenue	1,099,710	307,850	651,995	168,098

Expenses of operations:				
Lease operating expense and severance tax	470,975	119,497	288,876	51,676
Joint venture expenses	27,424	6,048	13,601	6,048
General and administrative Expense:				
Professional fees	192,772	56,178	96,857	35,860
Salary and taxes	97,184	-	48,442	-
Rent	21,163	19,761	10,919	9,389
Shareholder relations	4,594	21,980	3,390	19,537
Travel and meals	5,758	9,570	4,888	6,840
Registration fees	1,994	3,238	1,800	825
Telephone and fax	3,703	2,494	1,777	1,245
Dues and subscription	4,475	5,702	2,981	1,684
Financing costs	9,201	-	9,201	-
Miscellaneous	8,405	8,357	897	6,144
Depreciation and depletion	170,358	57,493	107,731	34,687
Interest expense	64,624	31,600	46,624	13,600
Total expenses	1,082,630	341,918	637,984	187,535
Net income (loss)	$ 17,080	$ (34,068)	$ 14,011	$ (19,437)
Basic and diluted income (loss) per share	$ 0.00	$ (0.00)	$ 0.00	$ (0.00)
Basic and diluted weighted average shares	19,968,089	19,536,060	19,968,089	19,565,279

The accompanying notes are an integral part of these financial statements

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

	For the Six Months Ended June 30,	
	2005	2004
CASH FLOWS FROM OPERATING ACTIVITIES		
Income (loss) from operations	$ 17,080	$ (34,068)
Adjustments to reconcile net loss to net cash from operations		
Depreciation and depletion	168,858	55,993
Non-cash expenses	6,656	18,666
Changes in operating assets and liabilities:		
(Increase) in accounts receivable	(162,130)	(67,043)
(Increase) decrease in prepaid expense	56,536	(98,502)
(Increase) decrease in other assets	(97,907)	36,863
Increase in accounts payable and accrued expenses	41,904	33,265

Net cash provided (used) by operations	30,997	(54,826)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of oil and gas properties	(947,939)	(441,778)
Net cash used by investing activities	(947,939)	(441,778)
CASH FLOWS FROM FINANCING ACTIVITIES		
Sale of common stock	-	91,193
Issuance of debt	2,125,000	-
Net cash provided by financing activities	2,125,000	91,193
Increase (decrease) in cash and equivalents	1,208,058	(405,411)
Cash, beginning of period	721,613	663,422
Cash, end of period	$ 1,929,671	$ 258,011
SUPPLEMENT CASH FLOW INFORMATION:		
Interest paid	$ 36,000	$ 36,000
SUPPLEMENT NON-CASH INVESTING AND FINANCING ACTIVITIES		
Non-cash expense	6,656	18,666
Stock issued for oil and gas activity	-	47,500
Stock issued for financial public relations	-	103,000
Warrants issued for financing costs	162,562	-

The accompanying notes are an integral part of these financial statements

HOUSTON AMERICAN ENERGY CORP.
Notes to Financial Statements
June 30, 2005
(Unaudited)

NOTE 1. - BASIS OF PRESENTATION

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

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

NOTE 2. - CHANGES IN PRESENTATION

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

NOTE 3. - SUBORDINATED CONVERTIBLE NOTES

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

The Notes bear interest at 8%, provide for semi-annual interest payments and mature May 1, 2010. The Notes are convertible, at the option of the holders, into common stock of the Company at a price of $1.00 per share (the "Conversion Price"), subject to standard anti-dilution provisions relating to splits, reverse splits and other transactions, including issuances of common stock at prices below the Conversion Price. The Notes are subject to automatic conversion in the event the Company conducts an underwritten public offering of its common stock from which the Company receives at least $5 million and the public offering price is at least 150% of the then applicable Conversion Price. The Company has the right to cause the Notes to be converted into common stock after May 1, 2006 if the price of the Company's common stock exceeds 200% of the then applicable Conversion Price on the date of conversion and for at least 20 trading days over the preceding 30 trading days. The Company has the right to repurchase the Notes after May 1, 2007 at 103% of the face amount during 2007, 102% of the face amount during 2008, 101% of the face amount during 2009 and 100% of the face amount thereafter. The Notes are unsecured general obligations of the Company and are subordinated to all other indebtedness of the Company unless the other indebtedness is expressly made subordinate to the Notes.

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

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Pursuant to the terms of the Purchase Agreements, the Company and the investors entered into Registration Rights Agreements under which the Company agreed to file with the Securities and Exchange Commission, within 90 days, a registration statement covering the Notes and the common stock underlying the Notes and to use its best efforts to cause the registration statement to become effective within 180 days.

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

NOTE 4. - WARRANTS

Activity of warrants during the three months ended June 30, 2005 is as follows:

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

Warrants outstanding and exercisable as of June 30, 2005:

Exercise Price	Number of Shares	Remaining Life	Number of Shares
$1.00	191,250	2.83	191,250

NOTE 5. - FINANCING COSTS

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

The aggregate financing costs of $290,062, comprised of commissions and the value of the warrant, are being expensed ratably over the life of the Notes as financing costs. $9,201 of financing costs were expensed during the quarter ended June 30, 2005. $58,115 of the financing costs are classified as prepaid expense and $222,746 of the financing costs are deferred financing costs classified as other assets on the balance sheet.

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

FORWARD-LOOKING INFORMATION

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

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

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

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

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

CRITICAL ACCOUNTING POLICIES

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The Company believes certain critical accounting policies affect its more significant judgments and estimates used in the preparation of its financial statements. A description of the Company's critical accounting policies is set forth in the Company's Form 10-KSB for the year ended December 31, 2004. As of, and for the quarter ended, June 30, 2005, there have been no material changes or updates to the Company's critical accounting policies other than the following updated information relating to Unevaluated Oil and Gas Properties:

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

Acquistion costs	$ 59,269
Evalution costs	452,494
Total	$ 511,763

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The carrying value of unevaluated oil and gas prospects include $439,333 expended for properties in the South American country of Colombia at June 30, 2005. We are maintaining our interest in these properties and development has or is anticipated to commence within the next twelve months.

CURRENT YEAR DEVELOPMENTS

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

- Drilling of a 10,600-foot well, the first well, on the South Sibley Prospect in Webster Parish, Louisiana was completed in May 2005 with multiple pay sands apparently identified. Sales from the well commenced June 28, 2005. The Company has a 7.5% working interest at an 8.3% net revenue interest carried to point of sales for the well.

- Drilling of a 12,100-foot well, the Baronet #2 well, on the Crowley Prospect in Acadia Parish, Louisiana was completed in April 2005. The well tested the Hayes Sand and flanks a natural gas well that produced 1.6 BCF of natural gas from the Hayes Sand. After logging 21-feet of apparent net pay, hole conditions deteriorated before logging could be completed. The well was completed and production began in June 2005. The Company has a 3% working interest and 2.25% net revenue interest until payout for the well.

Assuming the Baronet #2 performs consistently, the Company plans to drill a developmental well on the Crowley Prospect during the fourth quarter of 2005.

Through August 10, 2005, the Company has drilled six international wells in Colombia as follows:

- Drilling of 5 offset wells on the Cara Cara concession in Colombia was completed with production commencing on the Bengala #4, #5, #6 and #7 and the Jaguar #5 in the first and second quarters of 2005. The Company holds a 1.59% working interest in each of the wells subject to a 30% reversionary interest to Ecopetrol at payout.

- The Tambaqui #5 well commenced drilling, and production, in March 2005. The Company holds a 12.6% working interest in the well.

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

The Company and its partners plan to drill up to 5 additional wells on the Cara Cara concession through the end of 2005.

The Company and its partners are permitting 30 drilling locations on the Dorotea and Cabiona concessions. The Company and its partners plan to add a second rig to begin drilling as soon as permits are obtained and locations are built.

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RESULTS OF OPERATIONS

Oil and Gas Revenues. Total oil and gas revenues increased 260% to $1,091,940 in the six months ended June 30, 2005 when compared to the six months ended June 30, 2004. The increase in revenue is due to (1) increased production resulting from the development of the Columbian fields and the new domestic wells that have come on line during the second half of 2004 and the first half of 2005, and (2) increases in oil prices. The Company had interests in 13 producing wells in Colombia and 7 producing wells in the U.S. during the 2005 period as compared to 4 producing wells in Columbia and 5 producing wells in the U.S. during the 2004 period. Average prices from sales were $38.22 per barrel of oil and $5.93 per mcf of gas during the 2005 period as compared to $28.43 per barrel of oil and $5.10 per mcf of gas during the 2004 period. Following is a summary comparison, by region, of oil and gas sales for the periods.

	Columbia	U.S.	Total
2005 Period			
Oil sales	$ 844,210	$ 42,640	$886,850
Gas sales	-	205,090	205,090
2004 Period			
Oil sales	149,358	8,067	157,425
Gas sales	-	146,123	146,123

Lease Operating Expenses. Lease operating and severance tax expenses, excluding joint venture expenses relating to our Columbian operations discussed below, increased 294% to $470,975 in the 2005 period from $119,497 in the 2004 period. The increase in lease operating expenses was attributable to the increase in the number of wells operated during the 2005 period (20 wells as compared to 10 wells). Following is a summary comparison of lease operating expenses for the periods.

	Columbia	U.S.	Total
2005 Period	$ 450,737	$ 20,238	$470,975
2004 Period	98,084	21,413	119,497

Joint Venture Expenses. The Company's allocable share of joint venture expenses attributable to the Colombian Joint Venture totaled $27,424 during the 2005 period and $6,048 during the 2004 period. The increase in joint venture expenses was attributable to an increase in operational activities of the joint venture in acquiring new concessions.

Depreciation and Depletion Expense. Depreciation and depletion expense was $170,358 and $57,493 for the periods ended June 30, 2005 and 2004, respectively. The increase is due to increases in domestic and Colombian production.

Interest Expense. Interest expense was $64,624 in the 2005 period and $31,600 in the 2004 period. The increase in interest expense was attributable to the issuance, in May 2005, of $2,125,000 of Subordinated Convertible Notes.

General and Administrative Expenses. General and administrative expense increased by 174% to $349,249 during the 2005 period from $127,280 in the 2004 period. The increase in general and administrative expense was primarily attributable to the payment of salary (up $97,184 from $0) to the Company's principal officer beginning in the fourth quarter of 2004 and increases in professional fees (up $136,594, or 243%) relating primarily to legal fees associated with the ongoing Moose Oil litigation.

FINANCIAL CONDITION

Liquidity and Capital Resources. At June 30, 2005 we had a cash balance of $1,929,671 and working capital of $2,115,659 compared to a cash balance of $721,613 and working capital of $771,392 at December 31, 2004. The increase in cash and working capital during the period was primarily attributable to the sale, during 2005, of $2,125,000 of Subordinated Convertible Notes partially offset by investing activities relating to oil and gas properties.

Operating cash flows for the 2005 period totaled $30,997 as compared to cash used in operations during the 2004 period of $54,826. The improvement in operating cash flow was primarily attributable to improved profitability and increases in depreciation and depletion, partially offset by changes in operating assets and liabilities.

Investing activities used $947,939 during the 2005 period as compared to $441,778 used during the 2004 period. The increase in funds used in investing activities during the current period was primarily attributable to the payment of the Company's portion of seismic survey costs on Colombian prospects totaling $447,605.

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

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

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

Notes payable also included $2,125,000 in principal amount of Convertible Notes. The Convertible Notes bear interest at 8%, provide for semi-annual interest payments and mature May 1, 2010. The Convertible Notes are convertible, at the option of the holders, into common stock of the Company at a price of $1.00 per share (the "Conversion Price"), subject to standard anti-dilution provisions relating to splits, reverse splits and other transactions, including issuances of common stock at prices below the Conversion Price. The Convertible Notes are subject to automatic conversion in the event the Company conducts an underwritten public offering of its common stock from which the Company receives at least $5 million and the public offering price is at least 150% of the then applicable Conversion Price. The Company has the right to cause the Convertible Notes to be converted into common stock after May 1, 2006 if the price of the Company's common stock exceeds 200% of the then applicable Conversion Price on the date of conversion and for at least 20 trading days over the preceding 30 trading days. The Company has the right to repurchase the Convertible Notes after May 1, 2007 at 103% of the face amount during 2007, 102% of the face amount during 2008, 101% of the face amount during 2009 and 100% of the face amount thereafter. The Convertible Notes are unsecured general obligations of the Company and are subordinated to all other indebtedness of the Company unless the other indebtedness is expressly made subordinate to the Convertible Notes.

Capital and Exploration Expenditures and Commitments. Our principal capital and exploration expenditures relate to our ongoing efforts to acquire, drill and complete prospects. Historically, we funded our capital and exploration expenditures from funds borrowed from John F. Terwilliger, our principal shareholder and officer. With the receipt of additional equity financing in

2003, 2004 and the May 2005 sale of convertible notes, and the increase in our revenues, profitability and operating cash flows, we expect that future capital and exploration expenditures will be funded principally through funds on hand and funds generated from operations.

During the first half of 2005, we invested approximately $947,939 for the acquisition and development of oil and gas properties, consisting of (1) seismic surveying in Colombia ($447,605), (2) drilling the well on the Crowley Prospect, and (3) drilling 6 wells in Colombia.

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

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

At June 30, 2005, our acquisition and drilling budget for the balance of 2005 totaled approximately $427,500, consisting of (1) $120,000 for drilling of 5 wells in South America on the Cara Cara concession, (2) $187,500 to drill one additional concession acquired in South America in 2004 and (3) $120,000 to drill an additional well on the Crowley Prospect. Our acquisition and drilling budget has historically been subject to substantial fluctuation over the course of a year based upon successes and failures in drilling and completion of prospects and the identification of additional prospects during the course of a year.

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

OFF-BALANCE SHEET ARRANGEMENTS

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

INFLATION

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

ITEM 3. CONTROLS AND PROCEDURES

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

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

In connection with the audit of our financial statements for the fiscal year ended December 31, 2004, our independent registered public accounting firm informed us that we have significant deficiencies constituting material weaknesses as defined by the standards of the Public Company Accounting Oversight Board. The material weaknesses were in our internal controls over accounting for non-routine transactions as well as is in overall financial reporting functions. The accounting firm noted that adequate segregation of duties do not exist in our financial reporting process, as our President and CEO also functions as our CFO. The President is performing these duties with assistance from a part time consultant. Accordingly, the preparation of financial statements and the related monitoring controls surrounding this process have not been segregated.

The nature and size of our business have prevented us from being able to employ sufficient resources to enable us to have an adequate segregation of duties within our internal control system. We will continue to monitor and assess the costs and benefits of additional staffing in the accounting and financial reporting area.

PART II

ITEM 6. EXHIBITS

Exhibit Number	Description
31.1	Certification of CEO and CFO 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

SIGNATURES

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

HOUSTON AMERICAN ENERGY CORP.

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

Date: August 10, 2005