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TRI VALLEY CORP  
Form 10QSB  
May 11, 2001

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

FORM 10-QSB

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

For the quarterly period ended March 31, 2001  
0-6119

Commission File No.

TRI-VALLEY CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE 84-0617433  
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

230 SOUTH MONTCLAIR STREET, SUITE 101, BAKERSFIELD, CALIFORNIA 93309  
(Address of principal executive offices)

(661) 837-9300  
(Registrant's telephone number, including area code)

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 [ ]

The number of shares of Registrant's common stock outstanding at March 31, 2001 was 19,664,748.

TRI-VALLEY CORPORATION

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PART I - FINANCIAL INFORMATION

ITEM 1. UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

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TRI-VALLEY CORPORATION  
CONSOLIDATED BALANCE SHEETS

ASSETS

	March 31, 2001 (Unaudited)	Dec. 31, 2000 (Audited)
	-----	-----
Current Assets		
Cash. . . . .	\$ 995,718	\$ 1,373,570
Accounts receivable, trade. . . . .	623,653	813,611
A/R Related Parties . . . . .	3,776	4,750
Prepaid expenses. . . . .	12,029	12,029
	-----	-----
Total Current Assets. . . . .	1,635,176	2,203,960
	-----	-----
Property and Equipment, Net . . . . .	1,433,491	1,306,689
	-----	-----
Other Assets		
Deposits. . . . .	100,105	100,105
Note Receivable . . . . .	125,000	125,000
Acquisition Costs . . . . .	51,270	51,270
Investments in partnerships . . . . .	29,059	29,059
Other . . . . .	13,914	13,914
Well Database (net of accumulated amortization of \$46,546 at March 31, 2001 and \$44,788 at December 31, 2000. . . . .	62,104	63,862
Goodwill (net of accumulated amortization of \$213,305 at		

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March 31, 2001 and \$210,593 at December 31, 2000. . . . .	220,548	223,260
	-----	-----
Total Other Assets. . . . .	602,000	606,470
	-----	-----
Total Assets. . . . .	\$ 3,670,667	\$ 4,117,119
	=====	=====

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

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LIABILITIES AND SHAREHOLDERS' EQUITY

	March 31, 2001	Dec. 31, 2000
	-----	-----
CURRENT LIABILITIES		
Notes and contracts payable. . . . .	\$ 10,554	\$ 10,672
Trade accounts payable . . . . .	202,548	581,017
Amounts payable to joint venture participants . . . . .	504,677	540,142
Advances from joint venture participants . . . . .	2,185,830	2,517,737
	-----	-----
Total Current Liabilities. . . . .	2,903,609	3,649,568
	-----	-----
Long-term Portion of Notes and Contracts Payable. . . . .	9,790	12,038
	-----	-----
Commitments		
Shareholders' Equity		
Common stock, \$.001 par value: 50,000,000 shares authorized; 19,664,748 and 19,554,748 issued and outstanding at March 31, 2001 and Dec. 31, 2000, respectively. . . . .	19,655	19,555
Less: Common stock in treasury, at cost, 163,925 shares . . . . .	(21,913)	(21,913)
Capital in excess of par value . . . . .	8,716,089	8,666,688
Accumulated deficit. . . . .	(7,956,563)	(8,208,817)

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Total Shareholders' Equity . . . .	757,268	455,513
Total Liabilities and Shareholders' Equity . . . . .	\$ 3,670,667	\$ 4,117,119

TRI-VALLEY CORPORATION  
CONSOLIDATED STATEMENTS OF OPERATIONS  
(Unaudited)

	For the Three Months	
	Ended March 31,	
	2001	2000
Revenues		
Sale of oil and gas . . . . .	\$ 729,114	\$ 134,180
Other income . . . . .	9,436	356,545
Interest income . . . . .	11,260	15,331
Total Revenues . . . . .	749,810	506,056
Cost and Expenses		
Oil and gas lease expense . . .	95,626	23,801
Mining exploration expense . .	33,796	35,424
Ekho geology, geophysics, Land & administration . . . .	16,138	14,173
Sunrise geology, geophysics, Land & administration . . . .	81,833	111,470
Depletion, depreciation and amortization . . . . .	16,101	19,861
Interest . . . . .	2,321	2,669
General and administrative . .	251,741	281,249
Total Cost and Expenses . . .	497,556	488,647
Net Income . . . . .	\$ 252,254	\$ 17,409
Net Income per Common Share . . .	\$ .01	\$ .00
Weighted Average Number of Shares	19,661,081	19,335,915

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TRI-VALLEY CORPORATION  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(Unaudited)

	For the Three Months	
	-----	
	Ended March 31,	
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	2001	2000
	-----	
Cash Flows from Operating Activities		
Net income . . . . .	\$ 252,254	\$ 17,409
Adjustments to reconcile net income to net cash used from operating activities:		
Depreciation, depletion and amortization.	16,101	19,861
Changes in operating capital:		
Amounts receivable . . . . .	190,932	(24,043)
Deposits . . . . .	-0-	(105)
Trade accounts payable . . . . .	(378,587)	665,791
Amounts payable to joint venture participants and related parties . . . .	(35,465)	35,071
Advances from joint venture participants . . . . .	(331,907)	(1,599,224)
	-----	
Net Cash Used by Operating Activities . . . . .	(286,672)	(885,240)
	-----	
Cash Flows from Investing Activities		
Capital expenditures . . . . .	(138,433)	(40,806)
	-----	
Cash Flows from Financing Activities		
Principal payments on long-term debt . . . .	(2,248)	(2,168)
Proceeds from issuance of common stock . . . .	49,501	82,960
	-----	
Net Cash Provided by Financing Activities	47,253	80,792
	-----	
Net Increase in Cash and Cash Equivalents . . .	(377,852)	(845,254)
Cash and Cash Equivalents at Beginning		
Of Period . . . . .	1,373,570	8,050,469
	-----	
Cash and Cash Equivalents at		
End of Period . . . . .	\$ 995,718	\$ 7,205,215
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Supplemental Information:

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Cash paid for interest . . . . .	\$ 2,321	\$ 2,669
	-----	-----
Cash paid for taxes . . . . .	\$ -0-	\$ 5,958
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TRI-VALLEY CORPORATION  
NOTES TO CONDENSED FINANCIAL STATEMENTS  
FOR THE THREE MONTHS ENDED  
MARCH 31, 2001 AND 2000  
(Unaudited)

NOTE 1 - BASIS OF PRESENTATION  
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The financial information included herein is unaudited; however, such information reflects all adjustments (consisting solely of normal recurring adjustments) which are, in the opinion of management, necessary for a fair statement of results for the interim periods. The results of operations for the three month period ended March 31, 2001, are not necessarily indicative of the results to be expected for the full year.

The accompanying consolidated financial statements do not include footnotes and certain financial presentations normally required under generally accepted accounting principles; and, therefore, should be read in conjunction with the Company's Annual Report on Form 10-K for the year ended December 31, 2000.

NOTE 2 - PER SHARE COMPUTATIONS  
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Per share computations are based upon the weighted average number of common shares outstanding during each year. Common stock equivalents are not included in the computations since their effect would be anti-dilutive.

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ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS  
-----  
OF OPERATIONS  
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BUSINESS REVIEW

Notice Regarding Forward-Looking Statements  
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This report contains forward-looking statements. The words, "anticipate," "believe," "expect," "plan," "intend," "estimate," "project," "could," "may,"

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"foresee," and similar expressions are intended to identify forward-looking statements. These statements include information regarding expected development of the Company's business, lending activities, relationship with customers, and development in the oil and gas industry. Should one or more of these risks or uncertainties occur, or should underlying assumptions prove incorrect, actual results may vary materially and adversely from those anticipated, believed, estimated or otherwise indicated.

### Petroleum Activities

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We drilled the Ekho No. 1 well in the fiscal year 2000. However we encountered "tight" sands that require artificial fracturing of the oil-bearing zones to enable the well to be completed as a commercial well. All but one of our Canadian partners were financially unable to continue with this project and unfortunately were forced to withdraw. Consequently, we are in the process of attracting new partners to participate in completing this project.

We drilled the Sunrise-Mayel No. 1 in December of 2000 and during the first quarter of 2001 we hydraulically fractured, 'frac-ed', a lower zone in the well. We were not satisfied with those results and in April we fractured another zone and are analyzing that data. Additionally during the first quarter of 2001 we reworked the Hanson 3 and 4 to increase production.

Currently we are in the process of permitting for the drilling of a well in our Sonata prospect. The actual date of drilling will depend on the time it takes to get a permit and contract a drilling rig. We are not able to contract the drilling rig until the permit is issued. It has generally been taking 60 days for this permitting process.

### Precious Metals

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There was no exploration activity on our Alaska project in the first quarter. Normally our activity begins there in late May or early June due to weather constraints. Again this season, as in years past, a team of Russian scientists from TsNIGRI, the Russian Mineral Institute, will be performing field research activities under our joint scientific research agreement.

## ITEM 2. MANAGEMENT DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

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Three Months Ended March 31, 2001 as compared with Three Months ended March 31,  
2000  
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The Company had revenues of \$749,810 for the three months ended March 31, 2001 an increase of \$506,056 (207%), over revenues of \$243,754 for the three months ended March 31, 2000. For the first quarter of 2001, the Company recorded a net profit of \$252,254 compared to a profit of \$17,409 in the first quarter of 2000. The increase in revenues and profits for the first three months of 2001 resulted from increased natural gas prices paid for our production in Northern

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California. The Company received \$729,114 from oil and gas sales in the first quarter of 2001, an increase of \$594,934 (443%) over oil and gas sales of \$134,180 in the first quarter of 2000. In the first quarter of 2000, we sold interest in a prospect to third parties, therefore our "other income", in 2000 was greater than the comparable period in 2001.

Costs and expenses were \$497,556 for the quarter ended March 31, 2001, compared to \$488,647 for the same period for 2000. This increase was due in part to expenses incurred for the two Hanson wells being reworked. The Sunrise GGL&A costs were \$81,833 for the quarter ended March 31, 2001 due to lease renewals. In the same quarter in 2000 related costs of \$111,470 were recognized as costs related to the sale of the Sunrise-Mayel prospect.

General and Administrative costs decreased \$29,500 for this quarter compared to the same quarter in 2000. This decrease was due to reduced legal expenses.

### Capital Resources and Liquidity

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At March 31, 2001, we had current assets totaling \$1,635,176 and current liabilities totaling \$2,903,609. This was a decrease of current assets of \$568,784 from December 31, 2000. This decrease was from expenses incurred and paid related to the drilling of the Sunrise Mayel #1.

Operating Activities. For the three months ended March 31, 2001, cash provided by operating activities is a deficit of \$286,672 compared to a deficit of \$885,240 at March 31, 2000. This was due to operations related to Sunrise-Mayel No. 1.

Financing Activities. For the three months ended March 31, 2001, the Company received \$49,501 (net of selling expenses) from selling its common stock in private transactions.

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### PART II - OTHER INFORMATION

#### ITEM 1. LEGAL PROCEEDINGS

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None

#### ITEM 2. CHANGES IN SECURITIES

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During the first quarter of 2001, we issued 110,000 shares of our common stock to 3 individuals in private transactions pursuant to the exemption contained in Section 4(2) of the Securities Act of 1933, for aggregate consideration of \$50,000. The shares sold are restricted securities which bear a legend restricting transfer of the shares unless registered or sold under an exemption from registration requirements under the Securities Act.

#### ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

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(a) Exhibits  
(27) Financial Data Schedule

(b) Reports on Form 8-K:  
None



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SIGNATURES

Pursuant to the requirement 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.

TRI-VALLEY CORPORATION  
(Registrant)

May 10, 2001      /s/ F. Lynn Blystone  
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F. Lynn Blystone  
President and Chief Executive Officer

May 10, 2001      /s/ Thomas J. Cunningham  
-----  
Thomas J. Cunningham  
Secretary, Treasurer, Chief Financial Officer