

TRI VALLEY CORP
Form 10-K
March 22, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

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

For the Fiscal Year Ended December 31, 2010 Commission File No. 001-31852

TRI-VALLEY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

Delaware 94-1585250
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

4550 California Avenue, Suite 600, Bakersfield, California 93309
(Address of Principal Executive Offices)

Registrant's Telephone Number Including Area Code: (661) 864-0500

Securities Registered Pursuant to Section 12(b) of the Act:

Title of each class	Name of exchange on which registered
Common Stock, \$0.001 par value	NYSE Amex, LLC

Securities Registered Pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the 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 such requirement 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 during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulations 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, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “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 in Rule 12b-2 of the Act). Yes No

The aggregate market value of the common stock held by non-affiliates of the registrant on June 30, 2010, the last business day of the registrant’s most recently completed second fiscal quarter, based on the closing price on that date of \$1.02, was approximately \$34 million.

The registrant had 55,037,902 shares of common stock outstanding at March 2, 2011.

Documents incorporated by reference: None

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PART I

ITEM 1. BUSINESS

Tri-Valley Corporation (“Tri-Valley”, “TVC”, or “the Company”) is a Delaware corporation which currently conducts its operations through two wholly-owned subsidiaries. TVC’s principal offices are located at 4550 California Avenue, Suite 600, Bakersfield, California 93309. Our telephone number is: (661) 864-0500.

GENERAL

The Company's two wholly-owned subsidiaries are:

- Tri-Valley Oil & Gas Co. (“TVOG”) — conducts our hydrocarbon (crude oil and natural gas) business. TVOG derives most of its principal revenue from crude oil and natural gas production.
- Select Resources Corporation, Inc. (“Select”) — holds and maintains our precious metals business. Select holds and develops two major mineral assets in the State of Alaska.

Three inactive, wholly-owned subsidiaries, Great Valley Production Services, LLC; Great Valley Drilling Company, LLC; and Tri-Valley Power Corporation were merged into the Company at the end of 2010 to eliminate costs associated with maintaining those inactive entities.

Tri-Valley's businesses are organized into four operating segments:

- Oil and Gas Operations — This segment represents our oil and gas business. During 2010, this segment generated virtually all of the Company’s revenues from operations.
- Rig Operations — This segment consists of drilling rig operations.
- Minerals — This segment represents our precious metal mineral prospects. In the past, it has generated revenues from pilot-scale mining projects and subcontracting exploration and business development projects. This segment holds title to land or leases in the State of Alaska.
- Drilling and Development — This segment includes revenue received from crude oil and natural gas drilling and development operations performed for joint venture partners.

For additional information regarding Tri-Valley's current developments and operating segments, please see Part II, Item 7. Management's Discussion and Analysis of Financial Condition. Please also refer to Note 8 – Major Customers and Note 9 – Financial Information Relating to Industry Segments, in Part II, Item 8. Financial Statements.

Marketing

During 2010, we sold all of our crude oil production to Santa Maria Refining Company and to Kern Oil and Refining Co. All of our natural gas production was sold to DMJ Gas Marketing Consultants, LLC and to the California Energy Exchange Corporation. With the disposition of certain properties held by our TVC OPUS 1 Drilling Program, L.P., during 2010, crude oil is no longer marketed to Kern Oil and Refining Co. The loss of, and failure to replace, any of our customers would adversely affect the Company. We do believe, however, that other customers are readily available in our geographic area. All of our crude oil and natural gas is sold at spot market prices, and we expect sales in 2011 under the same arrangements.

Executive Management Changes during 2010

On February 25, 2010, Mr. Arthur M. Evans, Chief Compliance Officer, left the Company when the compliance function was outsourced to legal counsel.

On March 5, 2010, Mr. F. Lynn Blystone retired from his positions as Chief Executive Officer and Chairman of the Board of Directors of the Company. Mr. G. Thomas Gamble, Director and Vice Chairman of the Board of Directors, was elected Chairman of the Board of Directors of the Company, replacing Mr. Blystone as Chairman. Mr. Maston N. Cunningham was elected President and Chief Executive Officer of the Company, replacing Mr. Blystone as Chief Executive Officer.

On June 9, 2010, Mr. Michael P. Stark was appointed Vice President of Exploration, a position that had been vacant at the Company since 2008.

On June 18, 2010, following the Company's 2010 Annual Meeting of Shareholders, Mr. G. Thomas Gamble was re-elected Chairman of the Board of Directors; Mr. Maston N. Cunningham was re-elected President and Chief Executive Officer; and Mr. John E. Durbin was re-elected Chief Financial Officer, Treasurer, and Secretary.

On June 29, 2010, the Company announced additional organizational changes designed to strengthen the Company's focus on accelerating crude oil revenue generation from existing assets. Under the new structure, Mr. Cunningham also became President of Tri-Valley Oil & Gas Co., replacing Mr. Joseph R. Kandle. Mr. Kandle continued to serve as Senior Vice President, Corporate Development, for the Company, dedicating his full time to identifying new crude oil and natural gas opportunities, including assessment of new technologies. In addition, Mr. James C. Kromer, Vice President of Operations for the Company, began reporting directly to Mr. Cunningham. Tri-Valley also consolidated its minerals activities under Mr. Michael P. Stark, Vice President of Exploration, who also reports to Mr. Cunningham. Finally, Mr. John E. Durbin, Chief Financial Officer, assumed additional responsibilities for the human resources, administrative, and information technology functions of the Company.

COMPETITION

The crude oil and natural gas businesses are highly competitive. Competition is particularly intense to acquire desirable producing properties, to acquire crude oil and natural gas exploration prospects or properties with known reserves, suitable for enhanced development and production efforts, and to hire qualified and experienced human resources. Our competitors include the major integrated energy companies, as well as numerous independent oil and gas companies, individual proprietors, and drilling programs. Many of these competitors possess and employ financial and human resources substantially greater than ours. Our competitors may also have a superior capability for evaluating, bidding, and acquiring desirable producing properties and exploration prospects.

We also face significant competition in our precious metals business. Competition is particularly intense to acquire mineral prospects and deposits suitable for exploration and development, to acquire reserves, and to hire qualified and experienced human resources. Our competitors in mineral property exploration, acquisition, development, and production include the major mining companies in addition to numerous intermediate and junior mining companies, mineral property investors and individual proprietors.

GOVERNMENTAL REGULATION

Petroleum exploration, development, storage, and sales activities are extensively regulated at both the federal and state levels in the United States. Likewise, the same is true for the exploration, development, and operation of precious metals properties. Legislation affecting our businesses is under ongoing review for amendment or expansion, frequently increasing the related regulatory burden. Numerous departments and agencies, both federal and state, are authorized by statute to issue, and have issued, rules and regulations affecting the crude oil, natural gas, and precious metals industries. Compliance with these rules and regulations is often difficult and costly, and there are substantial penalties for noncompliance. State statutes and regulations require permits for drilling operations, drilling bonds, and reports concerning operations. Our operations are also subject to numerous laws and regulations governing plugging and abandonment, the discharge of materials into the environment, or otherwise relating to environmental protection. The heavy regulatory burden on our businesses increases the cost of doing business and, consequently, affects our profitability. Given the uncertainty of the regulatory environment, we cannot predict the impact of governmental regulation on our financial condition or operating results.

ENVIRONMENTAL REGULATION

Our crude oil and natural gas operations are subject to risks of fire, explosions, blow-outs, pipe failure, abnormally-pressured formations, and environmental hazards such as oil spills, natural gas leaks, ruptures, or discharges of toxic gases, the occurrence of any of which could result in substantial losses due to injury or loss of life, severe damage to, or destruction of property, natural resources, and equipment, pollution or other environmental damage, clean-up responsibilities, regulatory investigation and penalties, and suspension of operations. We maintain insurance against these kinds of risks, but our insurance coverage may not cover all losses in the event of a drilling or production catastrophe.

Crude oil and natural gas operations can result in liability under federal, state, and local environmental regulations for activities involving, among other things, water pollution and hazardous waste transport, storage, and disposal. Such liability can attach not only to the operator of record of the well, but also to other parties that may be deemed to be current or prior operators or owners of the wells or the equipment involved. Numerous governmental agencies issue rules and regulations to implement and enforce such laws, which are often difficult and costly to comply with and which carry substantial administrative, civil, and criminal penalties and, in some cases, injunctive relief for failure to comply. Some laws, rules, and regulations relating to the protection of the environment may, in certain circumstances, impose "strict liability" for environmental contamination. These laws can render a person or company liable for environmental and natural resource damages, cleanup costs, and, in the case of oil spills, consequential damages without regard to negligence or fault. Other laws, rules, and regulations may require the rate of oil and gas production to be below the economically optimal rate or may even prohibit exploration or production activities in environmentally sensitive areas. In addition, these laws often require some form of remedial action, such as closure of inactive pits and plugging of abandoned wells, to prevent pollution from former or suspended operations.

Compliance with environmental requirements, including financial assurance requirements and the costs associated with the cleanup of any spill, could have a material adverse effect on our capital expenditures or earnings. These laws and regulations have not had a material effect on the Company to date. Nevertheless, environmental laws and changes in environmental laws have the potential to adversely affect operations. At this time, we have no plans to make any material capital expenditures for environmental control facilities.

Our precious metals exploration and property development activities in Alaska are subject to various federal and state laws and regulations governing the protection of the environment. These laws and regulations are continually changing, are generally becoming more restrictive, and have the potential to adversely affect our metals exploration and property development activities.

EMPLOYEES

We had a total of twenty-six (26) employees on March 22, 2011. Thirteen (13) employees were located in our Bakersfield, California, headquarters, and thirteen (13) employees were assigned to field operations.

AVAILABLE INFORMATION

We file annual and quarterly reports, proxy statements, and other information with the Securities and Exchange Commission ("the SEC") using the SEC's EDGAR system. The SEC maintains a website on the Internet at <http://www.sec.gov> that contains all of the Company's filings. These filings may be downloaded free of charge. One may also read and/or copy any of our SEC filings in its Public Reference Room at 100 F Street, NE, Washington, DC 20549. Our common stock is listed on the NYSE Amex, LLC, under the ticker symbol "TIV". Please contact the SEC at 1-800-SEC-0330 for further information about their Public Reference Room. Tri-Valley Corporation's website may be accessed at <http://www.tri-valleycorp.com>.

We furnish our shareholders with a copy of our Annual Report on Form 10-K which contains audited financial statements and such other reports as we, from time to time, may deem appropriate or as may be required by law. We use the calendar year as our fiscal year.

ITEM 1A. RISK FACTORS

You should carefully consider the following risk factors in addition to the other information included in this Annual Report on Form 10-K. Each of these risk factors could adversely affect our business, operating results, and financial condition, as well as, adversely affect the value of an investment in our common stock.

Changing global and local commodity pricing strongly impacts the Company's operating results.

Our operating results depend heavily upon our ability to market our crude oil and natural gas production at favorable prices. The factors influencing the prices of the commodities we sell are beyond our control, including changes in consumption patterns, global and local economic conditions, production disruptions, OPEC actions, and other factors that impact supply and demand for oil and gas. Lower crude oil and natural gas prices may reduce the amount of these commodities we can economically develop and produce, and, in turn, may have a material, adverse effect on the carrying value of our assets, reserves, and operating results.

Any material change in the factors and assumptions underlying our estimates of crude oil and natural gas reserves could impair the quantity and value of those reserves.

Our proved crude oil and natural gas reserves depend on estimates that include reservoir characteristics and recoverability, as well as capital and operating costs. Any changes in the factors and assumptions underlying our estimates of these items could result in a material, negative impact to the volume of reserves reported.

Unless we successfully add to our existing proved reserves, our future crude oil and natural gas production will decline, resulting in an adverse impact on our business.

The rate of production from crude oil and natural gas properties generally declines as reserves are depleted. Except to the extent that we perform successful exploration, development, or acquisition activities, or through engineering studies, identify additional or secondary recovery reserves, our proved reserves will decline as we produce crude oil and natural gas. Likewise, if we are not successful in replacing the crude oil and natural gas we produce with good prospects for future production, our business will experience reduced cash flow and results of operations. As our rates of production have been relatively low, our risk of reserve depletion is, likewise, low for the immediate future. We have a current need for development capital. Without such capital, our ability to increase production will be hindered.

Crude oil and natural gas drilling and production activities are subject to numerous mechanical and environmental risks that could reduce production.

In addition to the risk that no commercially productive crude oil or natural gas reservoirs may be found, our operations may be curtailed, delayed, or canceled. Title problems, weather conditions, compliance with governmental regulations, mechanical difficulties, and shortages or delays in the delivery of drilling rigs and other equipment may limit our ability to develop, produce, or market our reserves.

Drilling for crude oil and natural gas may result in losses, not only as a result of drilling dry wells but also from wells that are productive but produce insufficient net revenues to be profitable on a full-cost basis. Likewise, our properties may be susceptible to hydrocarbon drainage from production by other operators on adjacent properties.

Our business operating risks include, but are not limited to, the risks of fire, explosions, blow-outs, pipe failure, abnormally-pressured formations; as well as environmental hazards, such as oil spills, natural gas leaks, ruptures, or discharges of toxic gases, the occurrence of any of which could result in substantial losses. In accordance with

customary industry practice, we maintain insurance against these kinds of risks, but our level of insurance may not cover all losses in the event of a drilling or production catastrophe. Insurance is not available for all operational risks, such as risks that we will drill a dry hole, fail in an attempt to complete a well, or have problems maintaining production from existing wells.

Crude oil and natural gas operations can result in liability under federal, state, and local environmental regulations for activities involving, among other things, water pollution and hazardous waste transport, storage, and disposal. Such liability can attach to the operator of record of the well and also to other parties that may be deemed to be current or prior operators or owners of the wells or the equipment involved. Thus, environmental laws could subject us to liabilities for environmental damages even where we are not the operator who caused the environmental damage.

Future governmental and environmental regulations may increase our costs of production, impact or limit our current business plans, and reduce demand for our products.

As explained in detail in Part I, Item 1. Governmental Regulation, and in Item 1. Environmental Regulation, United States exploration for the production and sale of crude oil and natural gas is extensively regulated at both the federal and state levels. Our oil and gas business is subject to numerous laws and regulations relating to the protection of the environment. These laws and regulations continue to increase in both number and complexity and affect our operations. Any change in such laws, rules, regulations, or interpretations, may have a material, adverse effect on our revenues, operating income, and cash flow. Additionally, we could be adversely affected by potential legislation that seeks to control or reduce emissions of “greenhouse gases” or use of fossil fuels, the adoption of which may increase our costs to find, develop, and produce crude oil and natural gas in the future.

Currently pending lawsuit threatens to limit potential development of a significant and valuable heavy oil project.

A legal action is currently pending against us that might result in the termination of our 2009 Scholle Leases in the Hansen portion of our Pleasant Valley Project. Please see Part I, Item 3. Legal Proceedings. Drilling and production operations have not yet commenced in the Hansen portion of our Pleasant Valley Project. We believe that the Hansen portion of our Pleasant Valley Project has significant potential for development, but if the plaintiffs are successful in terminating the 2009 Scholle Leases, our potential for future development in the Pleasant Valley Field will be significantly impaired. We are vigorously pursuing and defending this lawsuit, as we believe that we have valid claims and defenses. The litigation involves one of our three development opportunities in the Pleasant Valley Field.

Our drilling rig operations have not had significant consistent revenue.

Our Nevada-based drilling rig operations began in 2006, and to date, we have never realized an economic rig utilization rate, as demand for petroleum and geothermal drilling in Nevada still continues to be very weak. Our sole drilling rig remains idle as we continue to pursue disposition of the rig and related equipment.

Our minerals business has not yet realized significant revenue and is not presently profitable.

Select Resources Corporation, Inc., was formed in late 2004 to manage our precious metals and industrial minerals properties in Alaska. The precious metal properties will require additional investment to discover and delineate sufficient mineral resources to justify any future commercial development. Late in 2010, we sold our calcium carbonate industrial minerals property, the Admiral Calder Mine. To date, we have realized no significant revenue from operations and cannot predict when, if ever, we may see significant returns from our precious metal investments.

The value of our minerals business depends on numerous factors not under our control.

The economic value of our minerals business may be adversely affected by changes in commodity prices for gold, increases in production and/or capital costs, and increased environmental or permitting requirements by federal and state governments. If our mineral properties commence production, our operating results and cash flow may be impaired by reductions in forecast grade or tonnage of the deposits, dilution of the mineral content of the ore, reduction in recovery rates, and a reduction in reserves, as well as unforeseen delays in the development of our projects. Finally, new competitors able to operate at lower costs may enter the industry.

The value of our minerals business may be adversely affected by risks and hazards associated with the mining industry that may not be fully covered by insurance.

Our minerals business is subject to a number of risks and hazards including, but not limited to, environmental hazards, industrial accidents, unusual or unexpected geologic formations, and unanticipated hydrologic conditions, including flooding and periodic interruptions caused by inclement or hazardous weather conditions.

For some of these risks, we maintain insurance to protect against these losses at levels consistent with our historical experience, industry practice, and circumstances surrounding each identified risk. Insurance against environmental risks is generally either unavailable or, we believe, unaffordable; and, therefore, we do not maintain environmental insurance. Occurrence of events for which we are not insured may impair the value of our minerals business.

Risks Involved in Our Business Generally

Forward Looking Statements

Some of the information in this Annual Report on Form 10-K contains forward-looking statements that involve substantial risks and uncertainties. You can identify these statements by forward-looking words, such as “may,” “will,” “expect,” “anticipate,” “believe,” “estimate”, and “continue,” or similar words. You should read statements that contain the words carefully because they:

- Discuss our future expectations; or
- Contain projections of our future results of operations or of our financial condition; or
- State other “forward-looking” information.

We believe it is important to communicate our expectations. However, there may be events in the future that we are not able to accurately predict and/or over which we have no control. The risk factors listed in this section, other risk factors about which we may not be aware, as well as, any cautionary language in this report, provide examples of risks, uncertainties, and events that may cause our actual results to differ materially from the expectations we describe in our forward looking statements. You should be aware that the occurrence of the events described in these risk factors could have an adverse effect on our business, results of operations, and financial condition.

Ability to Operate as a Going Concern: If we are unable to obtain additional funding, our business will be materially impaired.

In December 2009 and again in July 2010, the Company engaged the services of Roth Capital Partners, LLC ("Roth"), an investment banking firm, to act as financial advisor for Tri-Valley Corporation. On April 6, 2010, the Company executed a Securities Purchase Agreement with a group of institutional investors to purchase \$5.0 million of the Company's common stock and warrants in a registered direct offering of securities. For additional information regarding the transaction, please refer to our Forms 8-K/A and 8-K, Section 1 – Registrant's Business and Operations, Item 1.01 Entry into a Material Definitive Agreement, filed with the U.S. Securities and Exchange Commission on April 7, 2010, and April 6, 2010, respectively. This transaction marked a milestone in the Company's history as its first registered direct offering of securities from an effective SEC Form S-3 shelf registration for financing.

On October 22, 2010, the Company entered into a Sales Agreement with another investment banking firm, C. K. Cooper & Company ("CKCC"), under which the Company may issue and sell shares of its common stock for consideration of up to \$3.0 million, from time to time in an at the market equity offering program, with CKCC acting as the Company's agent. Sales of the common stock if any, under the program will depend upon market conditions and other factors to be determined by the Company and may be made in negotiated transactions or transactions that are deemed to be “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the NYSE Amex, LLC, on any other existing trading market for the common stock, or to or through a market maker. The Company has no obligation to sell any common shares in the program and may at any time suspend solicitation and offers under the program or terminate the program. As of December 31, 2010; 932,495 shares of common stock had been sold through the program at an average price of \$0.60 per share. The Company plans to continue utilization of the program to meet its working capital requirements through the first quarter of 2011.

Our cash balance as of December 31, 2010, was \$0.6 million. Current liabilities were \$7.9 million on that date. The current portion of Accounts Receivable from Joint Venture Partners - Net was \$3.9 million as of December 31, 2010. See Part II, Item 8. Financial Statements, Note 11 – Commitments and Contingencies, for the years ended

December 31, 2010, and 2009, for additional discussion. In light of this and other factors, our independent accountants have included a going concern qualification in their report on our financial statements for the year ended December 31, 2010, noting that our ability to continue as a going concern is dependent on additional sources of capital and the success of our business strategy. See Part II, Item 8. Financial Statements, Note 14 – Going Concern for the years ended December 31, 2010, and 2009.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None

ITEM 2. PROPERTIES

Our principal properties consist of proven and unproven crude oil and natural gas properties and mining claims on unproven precious metals properties.

OIL AND GAS

The following principal properties are operated by the Company:

Pleasant Valley Oil Sands Project: This project is located in Ventura County, California, in the Oxnard Oil Field where we and the TVC OPUS 1 Drilling Program, L.P., own 25% and 75% working interests, and 18.75% and 56.25% net revenue interests, respectively, in four oil and gas leases located in the Oxnard Oil Field. We are in the early stages of developing and producing heavy oil from the Upper Vaca Tar Formation using thermal oil recovery technology. Since 2007, we have drilled a total of eight horizontal wells and installed temporary production facilities. Currently, we are producing heavy oil from the Upper Vaca Tar from seven wells using Cyclic Steam Stimulation (“CSS”) and artificial lift on the Hunsucker lease.

During 2010, we completed extended steam cycles on six of the seven horizontal wells on the Hunsucker lease, resulting in increased gross production. As a result of this success, we are completing an extended steam cycle on the remaining well on this lease; and we plan to continue using extended steam cycles on all wells until CSS is replaced in the future by Steam Assisted Gravity Drainage (“SAGD”) technology, which will allow higher production rates and higher recovery of original oil in place.

Our plans for 2011 include the drilling of a horizontal injector well that will be paired with an existing horizontal producing well to pilot continuous steam injection and production using SAGD technology for possible future deployment to fully develop and produce heavy oil from the Upper Vaca Tar in all of the leases. We anticipate the continuous steam injection and oil production from the SAGD pilot will commence in the second half of 2011, and we will be able to fully evaluate the results by mid 2012.

Clafin: This project is located in the Racetrack Hill Area of the Edison Field near Bakersfield, California, in Kern County. Tri-Valley holds a 100% working interest and an 87.5% net revenue interest on this three-parcel leasehold. In 2010, we started up oil production at four of eight existing wells on the property, and we plan to acquire new 3-D seismic data and drill up to 22 new wells at Clafin during 2011, including nine horizontal wells, and to upgrade existing facilities on the lease. We anticipate that the majority of these wells will be producing by year-end 2011, using CSS to produce the oil. These additional wells should significantly increase total production, and the 100% working interest ownership makes it especially attractive for Tri-Valley.

The Company also owns the adjoining Brea lease which will be developed after Clafin development is completed. Tri-Valley has a 100% working interest and an 83.33% net revenue interest in the Brea property.

All future development at our Pleasant Valley and Clafin properties is subject to the availability of capital.

Proved Reserves

We have retained the services of Mr. Leland B. Cecil, P.E., an independent petroleum engineer based in Logan, Utah, to estimate the Company's net share of Proved and Prospective Reserves at December 31, 2010, for all oil and gas properties except those at Pleasant Valley. AJM Petroleum Consultants of Calgary, Alberta, Canada, were engaged to estimate the Company's net share of Proved and Prospective Reserves at December 31, 2010, for the Pleasant Valley properties due to their extensive experience with CSS and SAGD oil sands projects in Canada. Proved Reserve estimates are classified as either Developed or Undeveloped Reserves. Prospective Reserves are differentiated as Probable Reserves and Possible Reserves. The estimates were prepared according to the guidelines established by the SEC and FASB for valuation of crude oil and natural gas reserves.

Proved Reserves are those quantities of crude oil and natural 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. Projects to extract the hydrocarbons must have commenced, or the operator must be reasonably certain it will commence the projects within a reasonable time. Proved Reserves are further classified as either Developed or Undeveloped. Proved Developed Reserves are Proved Reserves that can be expected to be recovered 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 through installed extraction equipment and infrastructure operational at the time of the reserves estimate if the extraction is by means not involving a well. Proved Undeveloped Reserves are Proved Reserves 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.

Prospective Reserves are differentiated according to reservoir characteristics and exhibited recovery from efforts analogous to the subject properties. Probable Reserves are those additional reserves that are less certain to be recovered than Proved Reserves but which, together with Proved Reserves, are as likely as not to be recovered. Probable reserves may be assigned to areas of a reservoir adjacent to Proved Reserves where data control or interpretations of available data are less certain, even if the interpreted reservoir continuity of structure or productivity does not meet the reasonable certainty criterion. Likewise, Probable Reserves may be assigned to areas that are structurally higher than the proved area if these areas are in communication with the proved reservoir. Finally, Possible Reserves are those additional reserves that are less certain to be recovered than Probable Reserves. Possible Reserves may be assigned to areas of a reservoir adjacent to Probable Reserves where data control and interpretations of available data are progressively less certain. Frequently, this will be in areas where geoscience and engineering data are unable to define clearly the area and vertical limits of commercial production from the reservoir by a defined project. Possible Reserves also include incremental quantities associated with a greater percentage recovery of the hydrocarbons in place than the recovery quantities assumed for Probable Reserves.

Engineering estimates of the quantities of proved reserves are inherently imprecise and represent only approximate amounts because of the judgments involved in developing such information.

Our estimated future net recoverable crude oil and natural gas reserves as of December 31, 2010, 2009, and 2008, were as follows:

Year Ending		BBL	MCF
		Crude Oil	Natural Gas
December 31, 2010	Developed	316,333	41,256
	Undeveloped	2,738,503	0
	Net Proved	3,054,836	41,256
	Probable	2,433,311	0
	Possible	4,464,000	357,906
	Net		
	Prospective	6,897,311	357,906
December 31, 2009	Developed	282,271	395,252
	Undeveloped	2,738,439	0
	Net Proved	3,020,710	395,252
	Probable	760,000	0
	Possible	6,045,425	42,008
	Net		
	Prospective	6,805,425	42,008
December 31, 2008	Developed	0	695,931
	Undeveloped	0	0
	Net Proved	0	695,931
	Probable	0	0
	Possible	0	0
	Net		
	Prospective	0	0

Economics for determined reserves in 2010 were formulated from market conditions that existed during the twelve months of the year. Product sale prices were calculated from applicable prices posted on the first day of the calendar months. Operating expenses were normalized for a twelve-month moving average. No consideration was given to potential future inflation of either product sale prices or costs relative to future operations. The present value of projected future net income was calculated at an annual discount rate of 10%. On this basis, discounted future net revenue to be derived from our Proved Developed and Undeveloped crude oil and natural gas reserves was \$62.6 million at December 31, 2010.

Using product sale prices calculated from applicable prices posted on the first day of the calendar months, the estimated present value of the future net revenue to be derived from our Proved Developed and Undeveloped crude oil and natural gas reserves, discounted at 10%, was \$46.7 million at December 31, 2009. Using year-end crude oil and natural gas prices and prevailing levels of lease operating expenses, the estimated present value of the future net revenue to be derived from our Proved Developed and Undeveloped crude oil and natural gas reserves, discounted at 10%, was \$1.6 million at December 31, 2008. The precipitous drop in crude oil reported reserves at the end of 2008 was due to the collapse of crude oil prices in the second half of 2008. This resulted in the proved producing reserves on our producing oil wells at the time to be written down to zero in the reserve report.

The unaudited supplemental information attached to the Consolidated Financial Statements provides more information on crude oil and natural gas reserves and estimated values. The following table sets forth the net quantities of natural gas and crude oil that we produced during:

The Year Ended December 31,			
	2010	2009	2008
Natural Gas (MCF)	30,247	32,076	102,070
Crude Oil (BBL)	25,796	21,092	26,299

The following table sets forth our average sales price and average production (lifting) cost per unit of crude oil and natural gas produced during:

	Year Ended December 31,					
	2010		2009		2008	
	Gas (MCF)	Oil (BBL)	Gas (MCF)	Oil (BBL)	Gas (MCF)	Oil (BBL)
Sales Price	\$ 2.95	\$ 64.64	\$ 3.55	\$ 35.74	\$ 8.07	\$ 90.10
Production Costs	\$ 2.96	\$ 54.96	\$ 2.91	\$ 69.68	\$ 1.67	\$ 37.45
Net Profit	\$ (0.01)	\$ 9.68	\$ 0.64	\$ (33.94)	\$ 6.40	\$ 52.65

As of December 31, 2010, we had the following gross and net positions in wells and producing acreage:

Wells (1)		Acres (2)	
Gross	Net	Gross	Net
57	23.19	4,113	1,326

All of our producing wells and acres where the Company has a working interest are located within California.

(1) "Gross" wells represent the total number of producing wells in which we have a working interest. "Net" wells represent the number of gross producing wells multiplied by the percentages of the working interests which we own. "Net wells" recognizes only those wells in which we hold an earned working interest. Working interests earned at payout have not been included.

(2) "Gross" acres represent the total acres in which we have a working interest. "Net" acres represent the aggregate of the working interests which we own in the gross acres.

The following table sets forth the number of productive and dry development wells which we drilled during:

Year Ended December
31,

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2010 2009 2008

Development			
Producing	0	0	6
Dry	0	0	0
Total	0	0	6

We drilled no exploratory wells during 2010, 2009, or 2008.

The following table sets forth information regarding undeveloped and producing oil and gas acreage in which we had an interest on December 31, 2010:

State	Gross Acres	Net Acres
California	7,944	4,247

MINERALS

Our wholly-owned subsidiary, Select Resources Corporation, Inc., ("Select") holds and maintains two exploration stage precious metal properties in the State of Alaska. It held and maintained an industrial minerals property in the State of Alaska until late in the fourth quarter of 2010, at which time the property was sold. In June 2010, the Board of Directors decided that Tri-Valley should focus solely on its oil and gas segment and directed management to joint venture, sell, or otherwise dispose of Select's minerals properties so that capital could be redeployed in the Company's oil and gas projects.

The Richardson and Shorty Creek precious metal properties are exploration stage gold prospects which require additional capital to fully evaluate their gold and minerals potential. There is no assurance that a commercially-viable mineral deposit exists on either of these precious metal properties. Current economic conditions point towards continued strength for precious metal prices, and we plan to maintain a strong focus on these properties.

Our former industrial minerals property, the Admiral Calder Mine, contains over 25 million tons of high grade minable resource in place according to our independent engineering estimates and was partially developed and produced for a short time by the previous owner. After acquiring the Admiral Calder Mine in 2005, Select tried for several years to secure a joint venture partner and/or long-term purchase commitments for calcium carbonate production that would justify a restart of the quarry operations. However, these business development attempts were not successful, and the property was finally sold in December 2010 to Columbia River Carbonates, a large calcium carbonate producer and processor located in Woodland, WA.

Shorty Creek: The Shorty Creek property is located in the Tolovana District about 65 miles northwest of Fairbanks, Alaska, along the paved, all-weather Elliot Highway that is the principal route used to access the North Slope petroleum production areas. Shorty Creek directly offsets, and is on trend with, International Tower Hill's ongoing exploration drilling program at its Livengood Gold Project which has so far defined 13.3 million ounces of gold (indicated and inferred), using a cut-off of 0.5 grams of gold per ton, according to information in the public domain.

In 2010, independent geological consulting firm, Avalon Development Corporation, performed an evaluation of Shorty Creek and completed an NI 43-101 report, identifying a potentially large porphyry copper, gold, and molybdenum system on the Shorty Creek property. Avalon believes that the Shorty Creek Project porphyry system may cover an area approximately eight miles in diameter. (This report is available on Tri-Valley's website at: <http://tri-valleycorp.com/mineralproj-propdesc.html>). Avalon's report is based on updated and reinterpreted geological, geochemical, and geophysical data. Porphyry deposits generally contain large tonnages of copper, molybdenum, gold, and byproduct metals such as silver and palladium ore. On average, porphyry mineral systems are three to ten times greater in value than most intrusive related gold deposits.

There is no assurance that a commercially viable mineral deposit exists on this mineral property. The current economic conditions by all reasonable accounts point towards continued strength for precious metal prices with gold having occasionally exceeded \$1,400 per ounce. Select is actively seeking a strategic partner to joint venture with it and to fund an aggressive exploration program for 2011 and beyond.

The following table sets forth the information regarding the acreage position of the Shorty Creek claim block as of December 31, 2010:

G r o s s	Net Acres
58,000	58,000

Richardson: The Richardson Project is located in the Richardson District, one of the most prospective and underexplored gold exploration districts in east-central Alaska, and covers 29,640 acres or approximately 46 square miles on land owned by the State of Alaska. These claims are located near the all-weather paved Richardson Highway, about 65 miles southeast of Fairbanks, Alaska, and just south of the nearby Trans-Alaska Pipeline corridor that provides access to our claims from the north.

The Richardson Project is an early-stage gold exploration project with past placer gold production and pilot-size lode gold production. Geophysical and geochemical signatures are consistent with intrusion-related gold systems. Nine highly prospective zones have been identified in previous exploration programs carried out by Select and previous owners.

To date, Select has not identified proven or probable mineral reserves on the Richardson Project. The Company has engaged Avalon Development Corporation to perform an evaluation of the prospect and to produce an NI 43-101 report in 2011 which should be available by the end of the first quarter of the year. We are actively seeking a strategic partner to joint venture with us and to fund an aggressive exploration program for 2011 and beyond.

The following table sets forth the information regarding the acreage position of our Richardson, Alaska, claim block as of December 31, 2010:

G r o s s	Net Acres
Acres	
29,640	28,821

Industrial Minerals: On December 21, 2010, Select entered into a definitive agreement with Columbia River Carbonates for the sale of its Admiral Calder calcium carbonate quarry located on Prince of Wales Island in Alaska. The total purchase price was \$2.5 million, structured in an all-cash transaction. The sales agreement contained standard terms and conditions, including representations and warranties from Select, that are common in the mining industry. The transaction closed on December 23, 2010, and was an important milestone as the first step in the Company's previously-announced strategy to monetize its mineral assets in Alaska.

ITEM 3. LEGAL PROCEEDINGS

Other than ordinary, routine litigation incidental to our business, we were involved as of December 31, 2010, in the following material litigation:

Hansen et al. v. Tri-Valley Corporation et al., No. 56-2010-00373549-CU-OR-VTA, Superior Court, Ventura County, California

On May 11, 2010, plaintiffs filed a quiet title action against us and a group of lessors related to the Scholle family (the "Scholle Heirs"). On July 9, 2010, we and the Scholle Heirs filed a cross-complaint for quiet title. Our cross-complaint seeks to affirm the validity of the 50% mineral interest owned by the Scholle Heirs and to affirm the validity of our oil and gas leases from the Scholle Heirs ("2009 Scholle Leases"), while plaintiffs' complaint seeks to extinguish the mineral interest of the Scholle Heirs and to terminate our 2009 Scholle Leases. We believe that the 2009 Scholle Leases have significant and valuable heavy oil deposits. If the plaintiffs are successful in terminating the 2009 Scholle Leases, our potential for future development in the Pleasant Valley Field will be significantly impaired.

Lenox v. Tri-Valley Corporation, No. 56-2009-00358492-CU-OR-VTA, Superior Court, Ventura County, California

On September 25, 2009, the lessors of our Lenox and Snodgrass oil and gas leases (“Lenox/Snodgrass Leases”) filed a quiet title action against us. Subsequent to December 31, 2010, on February 22, 2011, the quiet title action was resolved by a Settlement Agreement and Release of Claims. Under the terms of the Settlement Agreement and Release of Claims, the primary term of the Lenox/Snodgrass Leases has been extended by three years until May 1, 2014, and the lessors waived payment of 2009 and 2010 annual surface rentals and minimum royalties, among other matters. Please see Part II, Item 8. Financial Statements, Note 15 – Subsequent Events, for greater detail regarding the Settlement Agreement and Release of Claims.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY AND RELATED STOCKHOLDER MATTERS

Our common stock trades on the NYSE Amex, LLC, under the ticker symbol "TIV". The following table shows the high and low sales prices and high and low closing prices reported for the years ended December 31, 2010, and 2009:

	Sales Prices		Closing Prices	
	High	Low	High	Low
2010				
Fourth Quarter	\$1.05	\$0.35	\$0.99	\$0.38
Third Quarter	\$1.03	\$0.51	\$0.99	\$0.51
Second Quarter	\$2.17	\$0.90	\$2.15	\$0.95
First Quarter	\$2.30	\$1.71	\$2.24	\$1.77
2009				
Fourth Quarter	\$3.80	\$1.58	\$3.51	\$1.63
Third Quarter	\$3.59	\$0.83	\$3.10	\$0.83
Second Quarter	\$1.56	\$0.93	\$1.38	\$0.93
First Quarter	\$1.95	\$0.97	\$1.95	\$1.01

As of December 31, 2010, we estimated our total number of shareholders at just over 4,000 in the United States and several foreign countries.

We historically have paid no dividends, and at this time, we do not plan to pay any dividends in the immediate future. In 2010, average daily trading volume exceeded 187,000 shares per day.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets forth, for the Company's equity compensation plans, the number of options and restricted stock outstanding under such plans, the weighted-average exercise price of outstanding options, and the number of shares that remain available for issuance under such plans, as of December 31, 2010.

Total securities to be issued upon exercise of
outstanding options or vesting of restricted
stock
Number

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Plan category	(a)	(b)	(c)
		Weighted-average exercise price	Securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
E q u i t y compensation plans a p p r o v e d b y security holders	2,570,500	\$2.97	1,192,350
E q u i t y compensation plans not approved by security holders	0	0	0
Total	2,570,500	\$2.97	1,192,350

ITEM 6. SELECTED HISTORICAL FINANCIAL DATA

	Income Statement Data				
	2010	2009	2008	2007	2006
Revenues	4,869,704	1,448,001	8,124,700	11,016,107	4,936,723
Operating Income (Loss)	(13,515,075)	(10,661,937)	(14,209,174)	(8,746,830)	(5,881,276)
Loss from Discontinued Operations	-	-	-	-	(4,774,840)
Gain on Sale of Discontinued Operations	-	-	-	-	9,715,604
Income (Loss) before Minority Interest	(13,515,075)	(10,661,937)	(14,478,178)	(8,746,830)	(940,512)
Minority Interest	-	-	(269,005)	(139,939)	(27,341)
Net Loss	(13,515,075)	(10,661,937)	(14,209,174)	(8,606,891)	(913,171)
Basic Earnings per Share:					
Loss from Continuing Operations	(0.37)	(0.33)	(0.54)	(0.35)	(0.25)
Income (Loss) from Discontinued Operations, Net	-	-	-	-	0.21
Basic Earnings Per Share:	(0.37)	(0.33)	(0.54)	(0.35)	(0.04)

	Balance Sheet Data				
	2010	2009	2008	2007	2006
Property and Equipment, Net	6,156,853	8,180,405	9,921,501	16,232,653	12,076,043
Total Assets	14,687,177	10,460,023	17,470,721	25,254,895	28,654,125
Current Liabilities	7,872,395	7,252,256	5,154,323	10,296,665	9,046,945
Long-Term Obligations	661,429	1,746,662	2,165,578	2,596,101	2,963,562
Minority Interest	-	-	3,334,596	249,945	5,410,746
Stockholders' Equity	6,153,353	1,461,105	6,816,225	12,112,184	11,232,872

No cash dividends have been declared.

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

NOTICE REGARDING FORWARD-LOOKING STATEMENTS

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

OVERVIEW

Tri-Valley is currently focused on developing its heavy oil projects located in the San Joaquin and Ventura basins of California and continues efforts to recruit strategic joint venture partners to risk capital to explore and delineate the mineralization potential on its tow exploration stage gold properties in Alaska. A discovery of commerical quantities of gold or other minerals could provide the Company with additional options, including monetizing its ownership interest so that the capital could be redeployed in oil and gas projects.

Prices for crude oil tend to be influenced by large, foreign state-owned oil companies based upon global supply and demand, while natural gas prices seem to be more dependent on national and local conditions. We expect that natural gas prices will continue at current levels over the next two years. If, however, oil and gas prices should fall, due to new regulatory measures or the discovery of new and easily producible reserves, our revenue from crude oil and natural gas sales would also fall. We do not engage in hedging activities and do not use commodity futures or forward contracts for commodity price risk management.

Our future results will depend on our success in finding new reserves, in commercially developing those reserves, and in developing the proved and unproved reserves and contingent resources we currently have.

CRITICAL ACCOUNTING POLICIES

We prepared Consolidated Financial Statements for inclusion in this Report in accordance with accounting principles that are generally accepted in the United States ("GAAP"). Part II, Item 8. Financial Statements, Note 2 – Summary of Significant Accounting Policies, contains a comprehensive discussion of our significant accounting policies. Critical accounting policies are those that may have a material impact on our financial statements and also require management to exercise significant judgment due to a high degree of uncertainty at the time the estimate is made. Our senior management has discussed the development and selection of our accounting policies, related accounting estimates and disclosures with the Audit Committee of our Board of Directors.

Preparation of our Consolidated Financial Statements under GAAP requires management to make estimates and assumptions that affect reported assets, liabilities, revenues, expenses, and some narrative disclosures. The estimates that are most critical to our Consolidated Financial Statements involve oil and gas reserves, impairment of oil and gas properties, and calculation of an asset retirement obligation.

Oil and Gas Reserves. Estimates of our proved crude oil and gas reserves included in this Report are prepared in accordance with GAAP and SEC guidelines and were based on evaluations prepared by independent petroleum engineers with respect to our properties. The accuracy of a reserve report estimate is a function of:

- The quality and quantity of available data;
- The interpretation of that data;
- The accuracy of various mandated economic assumptions; and
- The judgment of the persons preparing the estimate.

Because these estimates depend on many assumptions, all of which may substantially differ from actual future results, reserve estimates will be different from the quantities of oil and gas that are ultimately recovered. In addition, results of drilling, testing and production after the date of an estimate may justify material revisions to the estimate.

It should not be assumed that the present value of future net cash flows included in this Report as of December 31, 2010, is the current market value of our estimated proved reserves. Changes in crude oil and gas prices can cause revisions in our estimates if the sales price on which reserves are based makes it uneconomical to continue producing

the reserves based on our current production costs. In 2008, our average and year-end price received for natural gas was significantly higher than our average production costs, and it appeared unlikely that natural gas prices would fall far enough to result in an impairment based on historic prices. However, a significant fall in the price of crude oil in 2008 caused a reduction in our crude oil reserves and resulted in recording an impairment expense as discussed below. Because of the 2008 impairment of crude oil reserves to a value of zero, no further reduction was possible. Estimates of proved reserves materially impact depletion expense. If the estimates of proved reserves decline, the rate at which we record depletion expense will increase, reducing future net income. Such a decline may result from lower market prices, which may make it uneconomical to drill for and produce higher cost fields. In addition, a decline in proved reserve estimates may impact the outcome of our assessment of its crude oil and natural gas producing properties for impairment.

Impairment of Proved Crude Oil and Natural Gas Properties. We review our long-lived proved properties, consisting of crude oil and natural gas reserves, at least annually and record impairments to those properties, whenever management determines that events or circumstances indicate that the recorded carrying value of the properties may not be recoverable. Proved crude oil and natural gas properties are reviewed for impairment by depletable field pool, which is the lowest level at which depletion of proved properties is calculated. Management assesses whether or not an impairment provision is necessary based upon its outlook for future commodity prices and net cash flows that may be generated by the properties. We determine that a property is impaired when prices being paid for crude oil or natural gas no longer make drilling or continued production profitable on that property. A dramatic price decrease in crude oil and natural gas prices during the second half of 2008 required the Company to impair reserves and record an impairment expense of \$4.8 million for the year for proved properties. Price increases in prior years did reduce the instances where impairment of reserves appeared to be required. However, we did record impairment expense of \$4.8 million in 2008, as a result of reducing potential future recoverable reserves. These assets are expected to remain impaired. We do not currently expect that changes in the price of natural gas would result in impairment of our natural gas properties because our production costs are significantly less than historic market prices. However, if natural gas prices in Northern California fall below our historic production costs of \$1.50 to \$1.60 per mcf, more of our proved developed reserves could become impaired. This, in turn, would reduce our estimates of future revenue, our proved reserve estimates, and our profitability.

OTHER SIGNIFICANT ACCOUNTING POLICIES

Successful Efforts Method of Accounting. We utilize the successful efforts method of accounting for crude oil and natural gas activities, as opposed to the alternate acceptable full cost method. In general, we believe that, during periods of active exploration, net assets and net income are more conservatively measured under the successful efforts method of accounting for crude oil and natural gas producing activities than under the full cost method. The critical difference between the successful efforts method of accounting and the full cost method of accounting is as follows: Under the successful efforts method, exploratory dry holes and geological and geophysical exploration costs are charged against earnings during the periods in which they occur; whereas, under the full cost method of accounting, such costs and expenses are capitalized as assets, pooled with the costs of successful wells, and charged against the earnings of future periods as a component of depletion expense.

Stock-Based Compensation. We adopted ASC 718, Stock Compensation, to account for our Stock Option Plan, beginning January 1, 2006. This standard requires us to measure the cost of employee services received in exchange for an award of equity instruments, based on the grant date fair value of the award. The modified prospective method was selected. Under this method, we recognized stock option compensation expense as if we had applied the fair value method to account for unvested stock options from the original effective date. Stock option compensation expense was recognized from the date of grant to the vesting date. The fair value of each option award was estimated on the date of grant using the Black-Scholes option pricing model that used the following assumptions: Expected volatilities were based on the historical volatility of our stock; we used historical data to estimate option exercises and employee terminations within the valuation model; the expected term of options granted was based on historical exercise behavior and represented the period of time that options granted were expected to be outstanding. The Company used this methodology for valuing the stock option grants issued during 2010; the risk free rate for periods within the contractual life of the option was based on U.S. Treasury rates in effect at the time of grant.

Deferred Tax Asset Valuation Allowance. We adopted ASC 740, to account for income taxes. We maintain a valuation allowance against our deferred tax assets, which result from net operating losses and statutory depletion carry forwards from prior years. ASC 740, Income Taxes, requires that the Company continually assess both positive and negative evidence to determine whether it is more likely than not that the deferred tax asset can be realized prior

to its expiration. Considerable judgment is required in determining when these events may occur and whether recovery of an asset is more likely than not. Additionally, our federal and state income tax returns are generally not filed before the financial statements are prepared. Therefore, we estimate the tax basis of our assets and liabilities at the end of each calendar year, as well as, the effects of tax rate changes, tax credits, and tax credit carry forwards. Due to uncertainties involved with tax matters, the future effective tax rate may vary significantly from the estimated current year effective tax rate. ASC 740 clarifies the accounting for income taxes by prescribing the minimum recognition threshold as an uncertain tax position is required to meet before tax benefits associated with such uncertain tax positions are recognized in the financial statements. As of December 31, 2010, the Company has concluded that more likely than not it will not realize its gross deferred tax asset position, after giving consideration to relevant facts and circumstances. See Part II, Item 8. Financial Statements, Note 7 – Income Taxes.

We will continue to monitor company-specific, crude oil and natural gas industry economic factors and will reassess the likelihood that the Company's net operating loss and statutory depletion carry forwards will be utilized prior to their expiration.

Commitments and Contingencies. We adopted ASC 450, to account for commitments and contingencies. We make judgments and estimates regarding possible liabilities for litigation and environmental remediation on a quarterly basis. Management's judgment is based on the advice and opinions of legal counsel and other advisers and the interpretation of laws and regulations, which can be interpreted differently by regulators or courts of the law. In accordance with ASC 450, a liability is recorded for these types of contingencies if the Company determines the loss to be both probable and reasonably estimated. A change in estimate could impact our oil and gas operating costs and the liability, if applicable, recorded on our balance sheet. See Part II, Item 8. Financial Statements, Note 11 - Commitments and Contingencies, Contractual Obligations and Contingent Liabilities and Commitments, for additional information.

ACCOUNTING FOR OIL AND GAS PRODUCING ACTIVITIES

Revenue Recognition: Crude oil and natural gas revenues from producing wells are recognized when title and risk of loss is transferred to the purchaser of the crude oil or natural gas.

Accounting for Suspended Well Costs: We adopted FASB ASC Topic 932, to account for oil and gas production. Under this guidance, management is required to expense the capitalized costs of drilling an exploratory well if proved reserves are not found, unless reserves are found and the enterprise is making sufficient progress on assessing the reserves and the economic and operating viability of the project.

Oil and Gas Production: The Company sells its production at the daily spot price. Because we expected natural gas prices to hold steady, we sold 100% of our production on the spot market again in 2010. Thus, a drop in the price of natural gas in 2011 could possibly have a greater impact on us than if we entered into some fixed price contracts for sale of future production.

Our proved hydrocarbon reserves were valued using a standardized measure of discounted future net cash flows of \$51.4 million at December 31, 2010; \$44.2 million at December 31, 2009; and \$1.7 million at December 31, 2008, after taking into account a 10% discount rate and also taking into consideration the effect of income tax. Higher future production costs in the 2010 standardized measure were due to higher future costs at our Claflin property, based upon costs from current pilot production operations. Based upon analogous operations and industry experience, future production costs at Claflin are expected to decrease as new wells are drilled, facilities are upgraded, and production volumes increase.

RIG OPERATIONS

In 2006, we created two new subsidiaries, Great Valley Production Services, LLC, and Great Valley Drilling Company, LLC. At year-end 2010, both companies were merged into Tri-Valley Corporation to eliminate costs associated with maintaining those inactive entities. Our sole drilling rig remains idle, and we continue to explore its disposition.

MINING ACTIVITY

Precious Metals

In 2010, the daily average price of gold fluctuated from a low of \$1,058.00 to a high of \$1,421.00, averaging \$1,224.52 for the year. The price of gold rose more than 25% during 2010, as market anticipation of further quantitative easing in the U.S. undermined the U.S. Dollar and prompted investors to buy gold as a hedge against

further currency depreciation. The Company continues to maintain a strong focus on monetization of its gold exploration properties in the State of Alaska.

Industrial Minerals

On December 21, 2010, Select entered into a definitive agreement with Columbia River Carbonates of Woodland, WA, for the sale of its Admiral Calder calcium carbonate quarry located on Prince of Wales Island in Alaska. The total purchase price was \$2.5 million, structured in an all-cash transaction. The sales agreement contained standard terms and conditions, including representations and warranties from Select, that are common in the mining industry. The transaction closed on December 23, 2010, and was an important milestone as the first step in the Company's previously-announced strategy to monetize its mineral assets in Alaska. The Company purchased the quarry in 2005 for \$3.0 million.

RESULTS OF OPERATIONS

We lost approximately \$13.5 million in 2010 compared with Net Losses of \$10.7 million in 2009 and \$14.2 million in 2008. Total Revenue was \$4.9 million in 2010 compared with Total Revenue of \$1.4 million in 2009 and \$8.1 million in 2008.

Revenues

The Company identifies reportable operating segments by the business or service provided. The Company includes revenues from external customers as well as revenues from transactions with other operating segments in its measure of segment profit or loss. The Company also allocates interest revenue and expense, DD&A, and other operating expenses in its measure of segment profit or loss.

The following table sets forth our revenues by operating segment for 2010, 2009, and 2008 in thousands of U.S. Dollars:

	2010		2009		2008	
	\$	%	\$	%	\$	%
Oil and Gas						
Sales	1,757	36%	1,036	72%	3,759	46%
Partnership Income		90%	30	2%	-	0%
Total Oil and Gas Revenues	1,766	36%	1,066	74%	3,759	46%
Rig Operations	-	0%	-	0%	1,451	18%
Minerals	-	0%	47	3%	142	2%
Drilling and Development	-	0%	-	0%	2,589	32%
Non-Segmented Items (Interest and Other)	3,104	64%	335	23%	184	2%
Total Revenue	4,870	100%	\$ 1,448	100%	8,125	100%

Oil and Gas includes our share of revenues from crude oil and natural gas wells, on which Tri-Valley Oil & Gas Co. serves as operator. It also includes revenues, as well as, interest revenue attributable to our crude oil and natural gas operations, which we include in Interest Income on the Statement of Operations.

In 2010, Total Oil and Gas Revenues increased 65.6% from 2009. The increase of \$0.7 million in crude oil revenue was attributable to higher oil prices combined with increased production and an increase in revenue due to production at our Claflin property.

In 2009, Total Oil and Gas Revenues decreased by 71.6% from 2008. The decrease of \$2.7 million in crude oil revenue primarily resulted from halts in production during the second quarter at our Pleasant Valley property.

In 2008, a significant source of revenue for the Company had been crude oil and natural gas Drilling and Development. There was no Drilling and Development revenue for 2010 and for 2009, given no drilling activity during those years. Revenues from our Drilling and Development segment were \$2.6 million in 2008. This resulted

from a decrease in the number of wells drilled in 2008.

There were no operating revenues from Minerals during 2010. Minerals revenue declined by 67% in 2009 compared with 2008. In 2008, the Minerals segment revenue was \$0.1 million for consulting services performed.

Costs and Expenses

The following table sets forth our operating costs and expenses in thousands of U.S. Dollars:

	2010	2009	2008
Oil and Gas Operations	1,504	2,634	2,828
Rig Operations	494	442	1,424
Minerals	264	247	371
Drilling and Development	-	63	1,815
Non-Segmented Items (G&A, Stock Options Expense Investment and Other)	16,123	8,724	16,165
Total Costs and Expenses:	\$ 18,385	\$ 12,110	\$ 22,603

Total Costs and Expenses were \$18.4 million for the year ended December 31, 2010, compared with \$12.1 million for the previous year. The increase of \$6.3 million versus 2009 was primarily attributable to non-cash Warrant Expense of \$7.4 million, incurred as a result of warrants issued to retiring employees and to institutional investors during our April 2010 financing transaction.

Total Costs and Expenses were \$12.1 million for the year ended December 31, 2009, compared with \$22.6 million for the year ended December 31, 2008. This reduction was primarily attributable to a decrease in expenses in Rig Operations and in Drilling and Development.

Oil and Gas Operations Costs and Expenses during 2010 were \$1.5 million compared with \$2.6 million in 2009. The decrease of \$1.1 million was due to a decrease in total salary expenses and an overall reduction in operating costs. Oil and Gas Operations Costs and Expenses for the year ended December 31, 2009, at \$2.6 million were comparable with \$2.8 million for the year ended December 31, 2008.

Costs and Expenses associated with Rig Operations during 2010 were again primarily due to depreciation. Our sole rig remained idle during both 2010 and 2009, while we pursued its disposition. Rig Operations Costs and Expenses decreased \$1.0 million during 2009 compared with the year ended December 31, 2008, as a result of reduced activity.

Minerals Costs and Expenses effectively remained unchanged from 2009 to 2010. Costs and expenses for Minerals decreased by \$0.1 million from 2008 to 2009.

There were no Drilling and Development Costs and Expenses in 2010 as a result of lack of activity in this operating segment during the year. In 2009, Drilling and Development Costs and Expenses decreased by \$1.8 million from 2008 levels, as activity was halted during the year, and the main component comprising costs and expenses was depreciation.

Non-Segmented Items

The largest component of Non-Segmented Items Costs and Expenses was General & Administrative Expense for both 2010 and 2009. For the year ended December 31, 2010, Non-Segmented Items Costs and Expenses totaled \$16.1 million versus \$8.7 million for the previous year. The \$7.4 million increase between the two reporting periods was attributable to non-cash Warrant Expense in 2010. For the year ended December 31, 2009, Non-Segmented Items Costs and Expenses were \$7.4 million lower than during the year ended December 31, 2008, as a result of decreased activity during fiscal year 2009.

Interest expense for 2010 was \$0.3 million versus \$0.2 million for 2009. The slight increase in Interest expense for 2010 was due to the payoff of the note with Sealaska Corporation related to the sale of our Admiral Calder calcium carbonate quarry in December 2010. Interest expense for 2009 and 2008 was effectively unchanged at \$0.2 million each year.

The following table summarizes our total operating loss from continuing operations by segment in thousands of U.S. Dollars:

	2010	2009	2008
Oil and Gas	253	(1,568)	931
Rig Operations	(494)	(442)	27
Minerals	(264)	(200)	(229)
Drilling and Development	-	(63)	774
Non-Segmented Items (G&A, Stock Options Expense Investment and Other)	(13,010)	(8,388)	(15,712)
Total Operating Income (Loss)	\$ (13,515)	\$ (10,661)	\$ (14,209)

FINANCIAL CONDITION

BALANCE SHEET

Cash at December 31, 2010, was \$0.6 million, a \$0.3 million increase from 2009. The increase in cash from 2009 to 2010 was due primarily to sales of equipment. Proved Properties increased from \$0.02 million in 2009 to \$1.2 million in 2010, as a result of our reactivation of existing wells at our Claflin property. Unproved Properties increased \$0.2 million from 2009 to 2010 as a result of our Asset Retirement Obligation calculation for 2010. The net value of our Rig decreased from \$1.1 million in 2009 to \$0.9 million in 2010 as a result of depreciation. Accounts Receivable TVOG Production Accrual increased from \$0.03 million in 2009 to \$0.2 million in 2010 due to increased production combined with higher prices for our crude oil and an increased share in revenues. There were no Accounts Receivable – Trade at year end 2010.

Accounts Receivable from Joint Venture Partners consist of costs to develop and operate wells on behalf of the joint venture partners, less advances received from those partners. The total current and long-term balances for Accounts Receivable from Joint Venture Partners increased from \$1.4 million in 2009 to \$6.3 million in 2010. The total increase in these assets of \$4.9 million from 2009 to 2010 was primarily due to the conversion of Company payables of approximately \$3.5 million to some former partners in Great Valley Production Services, LLC, to the Company's Series A Preferred Shares during the second half of 2010. See Part II, Item 8. Financial Statements, Note 11 – Commitments and Contingencies, for additional discussion.

Long-Term Portion of Notes Payable decreased \$1.0 million from 2009 to 2010 primarily due to repayment of our note to Sealaska Corporation as part of the sale of our Admiral Calder calcium carbonate quarry in December 2010. See Part II, Item 8. Financial Statements, Note 4 – Notes Payable, for additional information.

Trade – Accounts Payable and Accrued Expenses increased \$1.8 million from year end 2009 to year end 2010 as a result of increased activity during 2010 at our Claflin project.

Total Stockholders' Equity increased \$4.7 million from December 31, 2009, to \$6.2 million at December 31, 2010. This increase was the result of additional net equity proceeds raised during fiscal year 2010 and to the conversion of Company obligations due some former Great Valley Production Services, LLC, partners to the Company's Series A Preferred Shares.

CONSOLIDATED STATEMENT OF CASH FLOWS

OPERATING ACTIVITIES

Net Cash Used by Operating Activities was \$9.9 million in 2010 compared with \$2.7 million in 2009. Net Loss increased from \$10.7 million in 2009 to \$13.5 million in 2010. The increase of \$2.9 million in Net Loss was primarily related to non-cash Warrant Expense of \$7.4 million, partially offset by Gain on Sale of Property of \$3.0 million. Net Cash Used by Operating Activities was \$2.7 million in 2009, compared with \$17.1 million in 2008. Net Loss decreased from \$14.2 million in 2008 to \$10.7 million in 2009. The decrease in Net Loss from 2008 to 2009 was related primarily to the impairment of Proved Properties and Rig in the prior year. Stock Option Issuance Expense decreased from \$0.7 million in 2008 to \$0.5 million in 2009 and to \$0.4 million in 2010.

In 2010, \$0.9 million was provided by an increase in Accounts Payable as compared with an increase of \$3.0 million in 2009. Offsetting the increase in Accounts Payable was an increase of \$2.0 million in total Accounts Receivable from Joint Venture Partners – Net in 2010. Had the Company netted Accounts Receivable from Joint Venture Partners against Accounts Payable to Joint Venture Partners in 2009, the equivalent net figure would have been an increase in Accounts Payable to Joint Venture Partners – Net of \$1.6 million. The 2009 significant increase in Accounts Payable was due to a low cash balance, resulting from increased lease operating activities and reduced financing.

INVESTING ACTIVITIES

Net Cash Provided by Investing Activities in 2010 was \$5.5 million versus Net Cash Used by Investing Activities in 2009 of \$3.2 million. Of the \$5.5 million, \$6.9 million represented Proceeds from the Sale of Property, partially offset by Capital Expenditures of \$1.4 million, primarily at our Claflin property. In 2009, Net Cash Used by Investing Activities was \$3.2 million compared with \$0.3 million in 2008. During 2009, \$3.3 million was used to purchase the outside third-party interest in Great Valley Production Services, LLC. Expenditures for capital equipment were \$0.5 million in 2009, compared with \$7.3 million in 2008. The decrease was due to a reduction in capital spending at our Pleasant Valley project.

FINANCING ACTIVITIES

Net Cash Provided by Financing Activities was \$4.7 million in 2010 versus \$4.2 million in 2009. Net Proceeds from the Issuance of Common Stock during 2010 were \$6.0 million as compared with \$4.6 million in 2009. Principal Payments on Long-Term Debt increased \$0.9 million over the comparable amount in 2009, primarily due to the payoff of the note payable to Sealaska Corporation in connection with the sale of our Admiral Calder calcium carbonate property in December 2010. Net Cash Provided by Financing Activities was \$4.2 million in 2009, compared with \$11.7 million for the period ending December 31, 2008. Principal Payments on Long-Term Debt used \$0.4 million in 2009, compared with \$0.5 million in 2008. Net Proceeds from the Sale of Minority Interest in Great Valley Production Services, LLC, were zero in 2009, compared with \$3.6 million in 2008. Net Proceeds from the Issuance of Common Stock and Stock Options were \$4.6 million in 2009 versus \$8.6 million in 2008.

LIQUIDITY AND CAPITAL RESOURCES

The recoverability of our crude oil and natural gas reserves depends on future events, including obtaining adequate financing for our exploration and development program, successfully completing our planned drilling program, and achieving a level of operating revenues that is sufficient to support our cost structure. Our cash balance at December 31, 2010, was \$0.6 million, an increase of \$0.3 million from the previous year end cash balance. Total Current Liabilities increased \$0.6 million from year end 2009 to year end 2010, while Current Assets increased \$3.5 million between the comparable periods to \$5.4 million at December 31, 2010. A majority of the increase in Current Assets

between the two periods was comprised of an increase of \$2.5 million in Accounts Receivable from Joint Venture Partners – Net. The Company’s Accounts Receivable from Joint Venture Partners – Net are collateralized for collectability by the joint venture partners’ interests.

Until the Company achieves profitability, we will remain dependent upon raising additional capital to cover a portion of our Operating and General & Administrative Expenses, as well as, capital requirements for 2011. However, certain factors, such as the economic climate and interest rates, which directly affect the supply of capital, are beyond the Company’s control. As such, the Company has no certainty that capital will be available when needed; and these conditions raise substantial doubt about its ability to continue as a going concern.

In December 2009 and again in July 2010, the Company engaged the services of Roth Capital Partners, LLC, an investment banking firm, to act as financial advisor for Tri-Valley Corporation. On April 6, 2010, the Company executed a Securities Purchase Agreement with a group of institutional investors to purchase \$5.0 million of the Company's common stock and warrants in a registered direct offering of securities. For additional information regarding the transaction, please refer to our Forms 8-K/A and 8-K, Section 1 – Registrant's Business and Operations, Item 1.01 Entry into a Material Definitive Agreement, filed with the U.S. Securities and Exchange Commission on April 7, 2010, and April 6, 2010, respectively. This transaction marked a milestone in the Company's history as its first sale of registered securities from an effective SEC Form S-3 shelf registration for financing.

On October 22, 2010, the Company entered into a Sales Agreement with C. K. Cooper & Company ("CKCC"), an investment banking firm, under which the Company may issue and sell shares of its common stock for consideration of up to \$3.0 million, from time to time in an at the market equity offering program, with CKCC acting as the Company's agent. Sales of the common stock if any, under the program will depend upon market conditions and other factors to be determined by the Company and may be made in negotiated transactions or transactions that are deemed to be "at the market offerings" as defined in Rule 415 under the Securities Act of 1933, as amended, including sales made directly on the NYSE Amex, LLC, on any other existing trading market for the common stock, or to or through a market maker. The Company has no obligation to sell any common shares in the program and may at any time suspend solicitation and offers under the program or terminate the program. As of December 31, 2010; 932,495 shares of common stock had been sold through the program at an average price of \$0.60 per share. The Company plans to continue utilization of the program to meet its working capital requirements through the first quarter of 2011.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Crude Oil and Natural Gas Prices. Our financial condition, results of operations, and capital resources are highly dependent upon the prevailing market prices of, and demand for, crude oil and natural gas. These commodity prices are subject to wide fluctuations and market uncertainties due to a variety of factors that are beyond our control. We cannot predict future crude oil and natural gas prices with any degree of certainty. Sustained declines in crude oil and natural gas prices may adversely affect our financial condition and results of operations and may also reduce the amount of net crude oil and natural gas reserves that we can produce economically. We do not engage in hedging activities or purchases and sales of commodity futures contracts.

ITEM 8. FINANCIAL STATEMENTS

TRI-VALLEY CORPORATION
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BROWN ARMSTRONG
ACCOUNTANCY CORPORATION

REPORT OF INDEPENDENT REGISTERED
PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Shareholders of Tri-Valley Corporation

We have audited the accompanying balance sheets of Tri-Valley Corporation as of December 31, 2010 and 2009, and the related statements of income, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 2010. Tri-Valley Corporation's management is responsible for these financial statements. 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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes 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 the financial statements referred to above present fairly, in all material respects, the financial position of Tri-Valley Corporation as of December 31, 2010 and 2009, and the results of its operations and its cash flows for each of the years in the three-year period ended December 31, 2010, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that Tri-Valley Corporation will continue as a going concern. As discussed in Note 14 to the financial statements, Tri-Valley Corporation has incurred a net loss from operations for the year ended December 31, 2010, and has a retained earnings deficit as of December 31, 2010. Tri-Valley Corporation's reoccurring net loss raises substantial doubt about its ability to continue as a going concern. Management's plans regarding those matters are also described in Note 14. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Tri-Valley Corporation's internal control over financial reporting as of December 31, 2010, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 22, 2011, expressed an unqualified opinion.

BROWN ARMSTRONG
ACCOUNTANCY CORPORATION

Bakersfield, California
March 22, 2011

TRI-VALLEY CORPORATION
CONSOLIDATED BALANCE SHEETS

ASSETS

	December 31, 2010 (Audited)	December 31, 2009 (Audited)
Current Assets		
Cash	\$ 581,148	\$ 290,926
Accounts Receivable TVOG Production Accrual	202,482	33,623
Accounts Receivable - Trade	-	63,151
Prepaid Expenses	615,778	16,889
Accounts Receivable from Joint Venture Partners - Net (Notes 5, 11)	3,943,099	1,432,785
Accounts Receivable - Other	32,552	25,717
Total Current Assets	5,375,059	1,863,091
Property and Equipment - Net		
Proved Properties, Successful Efforts Method	1,235,932	25,265
Unproved Properties, Successful Efforts Method	1,781,069	1,551,998
Rig	891,690	1,132,847
Other Property and Equipment	2,248,162	5,470,295
Total Property and Equipment - Net (Note 3)	6,156,853	8,180,405
Other Assets		
Deposits	526,749	172,913
Investments in Joint Venture Partnerships	23,285	17,400
Goodwill	212,414	212,414
Long-Term Receivable from Joint Venture Partners - Net (Notes 5, 11)	2,392,817	-
Other	-	13,800
Total Other Assets	3,155,265	416,527
Total Assets	\$ 14,687,177	\$ 10,460,023

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

TRI-VALLEY CORPORATION
CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	December 31, 2010 (Audited)	December 31, 2009 (Audited)
Current Liabilities		
Notes Payable (Note 4)	\$ 134,322	\$ 439,482
Trade - Accounts Payable and Accrued Expenses	7,738,073	5,962,774
Non-Trade Accounts Payable	-	850,000
Total Current Liabilities	7,872,395	7,252,256
Non-Current Liabilities		
Asset Retirement Obligation (Note 11)	206,183	351,013
Long-Term Portion of Notes Payable (Note 4)	455,246	1,395,649
Total Non-Current Liabilities	661,429	1,746,662
Total Liabilities	8,533,824	8,998,918
Stockholders' Equity		
Series A Preferred Stock - 10.00% Cumulative; \$0.001 par, \$10.00 liquidation value; 20,000,000 shares authorized; 438,500 shares outstanding	439	-
Common Stock, \$.001 par value; 100,000,000 shares authorized; 44,729,117 and 33,190,462 at December 31, 2010, and December 31, 2009, respectively.	44,730	33,190
Less: Common Stock in Treasury, at cost; 21,847 shares	(38,370)	(13,370)
Capital in Excess of Par Value	66,444,315	51,469,228
Additional Paid in Capital - Warrants	2,868,034	-
Additional Paid in Capital - Stock Options	2,806,945	2,429,722
Accumulated Deficit	(65,972,740)	(52,457,665)
Total Stockholders' Equity	6,153,353	1,461,105
Total Liabilities and Stockholders' Equity	\$ 14,687,177	\$ 10,460,023

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

TRI-VALLEY CORPORATION
CONSOLIDATED STATEMENTS OF OPERATIONS

TRI-VALLEY CORPORATION CONSOLIDATED STATEMENT OF OPERATIONS			
	2010	2009	2008
Revenues			
Sale of Oil and Gas	\$ 1,756,570	\$ 1,035,916	\$ 3,322,353
Rig Income	-	-	1,450,907
Partnership Income	9,056	30,000	-
Interest Income	5,851	10,295	39,273
Drilling and Development	-	-	2,588,650
Gain on Sale of Asset	3,014,244	258,797	-
Other Income	83,983	112,993	723,517
Total Revenue	\$ 4,869,704	\$ 1,448,001	\$ 8,124,700
Costs and Expenses			
Mining Exploration Expenses	\$ 371,975	\$ -	\$ 386,994
Production Costs	1,507,434	1,608,181	1,291,115
Drilling and Development	-	-	1,815,085
Rig Operating Expenses	-	-	1,109,399
General & Administrative	7,607,475	7,071,201	9,777,850
Interest	324,241	204,741	217,748
Investment	-	269,005	168,702
Depreciation, Depletion & Amortization	570,020	1,778,539	1,905,854
Stock Option Expense	391,718	521,374	745,640
Warrant Expense	7,427,283	-	-
Impairment Loss	140,242	422,590	5,184,492
Loss on Available for Sale	-	-	-
Securities	-	200,985	-
Bad Debt	44,391	33,322	-
Total Costs and Expenses	\$ 18,384,779	\$ 12,109,938	\$ 22,602,879
Loss Before Minority Interest	\$ (13,515,075)	\$ (10,661,937)	\$ (14,478,179)
Minority Interest	-	-	(269,005)
Net Loss	\$ (13,515,075)	\$ (10,661,937)	\$ (14,209,174)
Basic Net Loss Per Share:			
Basic Loss Per Common Share (Note 6)	\$ (0.37)	\$ (0.33)	\$ (0.54)
	36,659,198	32,629,389	26,664,682

Weighted Average Number of
Shares Outstanding

Weighted Potentially Dilutive
Shares Outstanding

39,735,217

35,159,148

29,515,887

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

TRI-VALLEY CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY

	Total Common Stock	Treasury Stock	Common Stock PV	Preferred Stock PV	Common Stock APIC	Preferred Stock APIC	Warrants & Stock Options APIC	Acc D
Balance at December 31, 2007	25,077,184	1,347	25,077	-	37,090,713	-	2,583,371	(2)
Issuance of Common Stock	2,361,183	-	-	-	10,815,816	-	-	-
Stock Issuance Costs	-	-	2,361	-	(1,348,176)	-	-	-
Warrants (see Note 10)	-	-	-	-	-	-	(421,887)	-
Stock Based Compensation (see Note 5)	-	-	-	-	-	-	69,355	-
Unrealized Gain on Marketable Securities (Net of Tax \$123,079)	-	-	-	-	-	-	-	-
Net Loss	-	-	-	-	-	-	-	(1)
Balance at December 31, 2008	27,438,367	1,347	27,438	-	46,558,353	-	2,230,839	(4)
Issuance of Common Stock	5,752,095	-	-	-	6,045,360	-	-	-
Stock Issuance Costs	-	-	5,752	-	(1,134,485)	-	-	-
Warrants (see Note 10)	-	-	-	-	-	-	(360,842)	-
Stock Based Compensation (see Note 5)	-	-	-	-	-	-	559,725	-
Unrealized Gain on Marketable Securities	-	-	-	-	-	-	-	-
Net Loss	-	-	-	-	-	-	-	(1)
Balance at December 31, 2009	33,190,462	1,347	33,190	-	51,469,228	-	2,429,722	(5)

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

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TRI-VALLEY CORPORATION
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (Continued)

	Total Common Stock	Treasury Stock	Common Stock PV	Preferred Stock PV	Common Stock APIC	Preferred Stock APIC	Warrants & Stock Options APIC	Accumulated Deficit
Issuance of Common Stock	11,538,655	-	-	-	11,276,564	-	-	-
Issuance of Preferred Stock	-	-	-	439	-	4,384,561	-	-
Stock Rescission	-	20,500	-	-	-	-	-	-
Stock Issuance Costs	-	-	11,539	-	(686,477)	-	-	-
Warrants (see Note 10)	-	-	-	-	-	-	2,901,608	-
Stock Based Compensation (see Note 5)	-	-	-	-	-	-	-	343,649
Unrealized Gain on Marketable Securities	-	-	-	-	-	-	-	-
Net Loss	-	-	-	-	-	-	-	-
Balance at December 31, 2010	44,729,117	21,847	44,729	439	62,059,315	4,384,561	5,674,979	(6,000,000)

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

TRI-VALLEY CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS

For the Years Ended December 31,

	2010	2009	2008
Cash Flows from Operating Activities			
Net Loss	\$ (13,515,075)	\$ (10,661,937)	\$ (14,209,173)
Adjustments to Reconcile Net Loss to Net Cash Provided (Used) by Operating Activities			
Depreciation, Depletion & Amortization	570,020	1,778,539	1,905,854
Impairment, Dry Hole & Other Disposals of Property	140,242	422,590	5,184,492
Minority Interest	-	-	(269,005)
Loss on Buyback of Minority Interest	-	-	168,702
Stock Option Issuance Expense	391,718	521,374	745,640
Warrant Expense	7,427,284	-	(374,867)
Marketable Securities	-	-	-
(Gain) or Loss on Sale of Property	(3,014,243)	(258,797)	(773,565)
Bad Debt Expense	44,391	33,322	-
Director Stock Compensation	95,640	23,400	93,480
Changes in Operating Capital			
(Increase) in Accounts Receivable	(156,934)	846,048	(711,743)
(Increase) in Prepaid Expenses	(598,889)	(4,860)	-
(Increase) in Deposits & Other Assets	(153,920)	(49,887)	222,359
Increase in Accounts Payable, Deferred Revenue & Accrued Expenses	925,299	2,960,272	(2,088,814)
Increase in Amounts Payable to Joint Venture Partners	-	4,160,134	630,754
Decrease in Accounts Receivable from Joint Venture Partners	(2,033,892)	(2,516,338)	(7,660,681)
Net Cash (Used) by Operating Activities	(9,878,360)	(2,746,140)	(17,136,567)

For the Years Ended December 31,

	2010	2009	2008
Cash Provided (Used) by Investing Activities			
Proceeds from the Sale of Property	6,919,311	287,084	7,388,654
Buyback of Minority Interest in Great Valley Drilling/Great Valley Production	-	(3,334,595)	(418,647)
Proceeds from the Sale of Marketable Securities	-	146,071	79,998
Capital Expenditures	(1,430,331)	(465,153)	(7,306,831)
(Investment in) Marketable Securities	-	200,985	-
	5,488,980	(3,165,608)	(256,826)

Net Cash Provided (Used) by Investing
Activities

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

CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

For the Years Ended December 31,

	2010	2009	2008
Cash Provided by Financing Activities			
Principal Payments on Long-Term Debt	(1,245,563)	(392,249)	(530,328)
Net Proceeds from the Sale of Minority Interest	-	-	3,603,600
Sale or (Purchase) of Treasury Stock	(25,000)	-	-
Net Proceeds from the Issuance of Stock Options	2,198	21,500	39,150
Net Proceeds from the Issuance of Common Stock	5,947,966	4,572,636	8,614,066
Net Cash Provided by Financing Activities	4,679,601	4,201,887	11,726,488
Net Increase in Cash & Cash Equivalents	290,222	(1,709,861)	(5,666,905)
Cash at the Beginning Year	290,926	2,000,787	7,667,693
Cash at End of Year	581,148	290,926	2,000,787
Supplemental Schedule of Noncash Transactions			
Issuance of Preferred Stock Upon Conversion of Note Payable	850,000	-	-
Issuance of Preferred Stock Upon Conversion of Interest in Great Valley Production Services, LLC	3,535,000	-	-
Total Noncash Transactions	\$ 4,385,000	\$ -	\$ -
Interest Paid	\$ 324,241	\$ 204,741	\$ 217,748

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

TRI-VALLEY CORPORATION
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – GENERAL

History and Business Activity: Tri-Valley Corporation (“Tri-Valley”, “TVC”, or “the Company”) is a Delaware corporation which currently conducts its operations through two wholly-owned subsidiaries. TVC’s principal offices are located at 4550 California Avenue, Suite 600, Bakersfield, California 93309. Our telephone number is: (661) 864-0500.

GENERAL

The Company's two subsidiaries are:

- Tri-Valley Oil & Gas Co. (“TVOG”) — conducts our hydrocarbon (crude oil and natural gas) business. TVOG derives its principal revenue from crude oil and natural gas production.
- Select Resources Corporation, Inc. (“Select”) — holds and maintains our precious metals business. Select holds and develops two major mineral assets in the State of Alaska.

Three inactive, wholly-owned subsidiaries, Great Valley Production Services, LLC; Great Valley Drilling Company, LLC; and Tri-Valley Power Corporation were merged into the Company at the end of 2010 to eliminate costs associated with maintaining those inactive entities.

Tri-Valley's businesses are organized into four operating segments:

- Oil and Gas Operations — This segment represents our oil and gas business. During 2010, this segment generated virtually all of the Company’s revenues from operations.
- Rig Operations — This segment consists of drilling rig operations.
- Minerals — This segment represents our precious metal mineral prospects. In the past, it has generated revenues from pilot-scale mining projects and subcontracting exploration and business development projects. This segment holds title to land or leases in the State of Alaska.
- Drilling and Development — This segment includes revenue received from crude oil and natural gas drilling and development operations performed for joint venture partners.

For additional information regarding Tri-Valley’s current developments and operating segments, please see Part II, Item 7. Management’s Discussion and Analysis of Financial Condition and Results of Operations and Note 16 to the Consolidated Financial Statements.

Subsequent Events

Subsequent events have been evaluated through March 22, 2011, which is the date the financial statements were issued. Please see Part II, Item 8. Financial Statements, Note 15 – Subsequent Events.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of Tri-Valley Corporation is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Consolidation Policy

The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries, TVOG and Select. Other partnerships in which the Company has an operating or nonoperating interest, in which the Company is not the primary beneficiary, and has less than 51% ownership, are proportionately combined. These include the TVC OPUS 1 Drilling Program, L.P., Martins-Severin, Martins-Severin Deep, and Tri-Valley Exploration 1971-1 Partnership. All material intra- and intercompany accounts and transactions have been eliminated in combination and consolidation.

Use of Estimates in the Preparation of Financial Statements

The preparation of our consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported assets, liabilities, revenues, expenses, and some narrative disclosures. Actual results could differ from those estimates. The estimates that are most critical to our consolidated financial statements involve crude oil and natural gas reserves, recoverability, impairment of reserves, and useful lives of assets.

Crude Oil and Natural Gas Reserves. Estimates of our proved crude oil and natural gas reserves included in this Report are prepared in accordance with GAAP and SEC guidelines and were based on evaluations audited by independent petroleum engineers with respect to our major properties. The accuracy of a reserve report estimate is a function of:

- The quality and quantity of available data;
- The interpretation of that data;
- The accuracy of various mandated economic assumptions; and
- The judgment of the petroleum engineers preparing the estimate.

Because these estimates depend on many assumptions, all of which may substantially differ from future actual results, reserve estimates will be different from the quantities of crude oil and natural gas that are ultimately recovered. In addition, results of drilling, testing, and production after the date of an estimate may justify material revisions to the estimate.

It should not be assumed that the present value of future net cash flows included in this Report as of December 31, 2010, is the current market value of our estimated proved reserves. In accordance with SEC requirements, we have based the estimated present value of future net cash flows from proved reserves on prices and costs averaged over the course of the past year. Actual future prices and cost may be materially higher or lower than the prices and costs as of the date of the estimate.

Estimates of proved reserves materially impact depletion expense. If the estimates of proved reserves decline, the rate at which we record depletion expense will increase, reducing future net income. Such a decline may result from lower market prices, which may make it uneconomical to drill for and produce higher cost fields. In addition, a decline in proved reserve estimates may impact the outcome of our assessment of crude oil and natural gas producing properties for impairment.

Asset Retirement Obligations. We have adopted ASC 410, to account for asset retirement obligations. Under this guidance, management is required to make judgments based on historical experience and future expectations regarding the future abandonment cost of its crude oil and natural gas properties and equipment, as well as, an estimate of the discount rate to be used in order to bring the estimated future cost to a present value. The discount rate is based on the risk-free interest rate which is adjusted for our credit worthiness. The adjusted risk-free rate is then applied to the estimated abandonment costs with an annual inflation factor of 1.9% to arrive at the obligation existing at the end of the period under review. We review our estimate of the future obligation quarterly and accrue the estimated obligation based on the above.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Cash Equivalent and Short-Term Investments

Cash equivalents include cash on hand and on deposit and highly liquid debt instruments with original maturities of three months or less.

Goodwill

The consolidated financial statements include the net assets purchased of Tri-Valley Corporation's wholly-owned crude oil and natural gas subsidiary, TVOG. Net assets are carried at their fair market value at the acquisition date. We have adopted FASB ASC Topic 350 ("ASC 350"), to account for goodwill. Under ASC 350, goodwill is a non-amortizable asset and is subject to a periodic review for impairment. Prior to the implementation of ASC 350, the Company had goodwill of \$0.2 million that was being amortized. The carrying amount of goodwill is evaluated annually. Factors used in the evaluation include the Company's ability to raise capital as a public company and anticipated cash flows from operating and non-operating mineral properties.

Accounts Receivable from Joint Venture Partners

Advances received by the Company from joint venture partners for contract drilling projects, which are to be spent by the Company on behalf of the joint venture partners, are classified within operating inflows on the basis that they do not meet the definition of financing or investing activities. When the cash advances are spent, the payable is reduced accordingly. As expenses for additional operations are incurred, any expenses yet to be funded by joint venture partners become receivables from the joint venture partners due to the Company. Joint venture partner advances do not contribute to the Company's operating profits and are accounted for on the balance sheet as either receivables from, or payables to, the joint venture partners. The Company's receivables from joint venture partners are, in effect, collateralized by the joint venture partners' interests.

Revenue Recognition

Sale of Crude Oil and Natural Gas

Crude oil and natural gas revenues are recognized as the title and risk of loss transfers to a third party purchaser, net of royalties, discounts, and allowances, as applicable.

Drilling and Development

Crude oil and natural gas projects may be developed by the Company for sale to industry partners and drilling investors. These projects are usually exploratory and include the costs of leasing, acquisition, and other geological and geophysical costs (hereafter referred to as "GGLA"), plus a profit to the Company. Prior to 2002, the Company recognized revenue and profit from projects when sold, irrespective of drilling commencement ("spudding").

Starting in 2002, the Company changed its project offerings by inclusion of estimated costs of drilling in addition to GGLA costs. This offering is termed a "turnkey" exploratory drilling opportunity because drilling investors are charged only one certain amount in return for Tri-Valley drilling a well to an agreed depth. The drilling investor is charged the total "turnkey" amount and is not liable for any additional costs associated with drilling to the agreed depth. Once the well is drilled to the agreed depth and revenue has been recognized, the drilling partners own 75% of the well, and Tri-Valley owns 25% of the well. If the well has been spudded, and the well is not drilled to the agreed depth or goes unlogged, Tri-Valley is responsible to drill another well to the agreed depth per the "turnkey" contract. The drilling partners are not obligated for any additional costs to drill another well for more than the original "turnkey" amount. Once the well is spudded, drilling investor money is not refundable. In conformity with the guidelines provided in

ASC 605, Tri-Valley recognizes revenue when it is realized and earned.

Tri-Valley considers “turnkey” revenue to be earned when the well is logged. Amounts charged are included in an Authority for Expenditure (AFE), which is a budget for each project well. Tri-Valley prepares the AFE and bears all risk of well completion to the agreed total depth. If the well is drilled to the agreed total depth for actual costs less than the AFE amount, the Company realizes a profit. Conversely, if actual costs exceed the AFE, Tri-Valley realizes a loss and is liable for all costs beyond the “turnkey” amount.

During 2010, the Company did not engage in any "turnkey" drilling nor did it develop and sell any exploration prospects for a profit.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Drilling Agreements. The Company participates in drilling agreements, whereby it acts as operator of drilling and producing activities. As operator, TVOG is liable for the activities of these ventures.

Impairment of Long-Lived and Intangible Assets/Proved Crude Oil and Natural Gas Properties

Long-Lived and Intangible Assets. The Company evaluates its long-lived assets (property, plant, and equipment) and definite-lived intangible assets for impairment whenever indicators of impairment exist, or when it commits to sell the asset. The accounting standards require that if the sum of the undiscounted expected future cash flows from a long-lived asset or definite-lived intangible asset is less than the carrying value of that asset, an asset impairment charge must be recognized. The amount of the impairment charge is calculated as the excess of the asset's carrying value over its fair value, which generally represents the discounted future cash flows from that asset, or in the case of assets the Company evaluates for sale, at fair value less costs to sell. A number of significant assumptions and estimates are involved in developing operating cash flow forecasts for the Company's discounted cash flow model, sales volumes and prices, costs to produce, working capital changes, and capital spending requirements. The Company considers historical experience and all available information at the time the fair values of its assets are estimated. However, fair values that could be realized in an actual transaction may differ from those used to evaluate the impairment of long-lived assets and definite-lived intangible assets. Therefore, assumptions and estimates used in the determination of impairment losses may affect the carrying value of long-lived and intangible assets and possible impairment expense in the Company's Consolidated Financial Statements.

Impairment of Proved Crude Oil and Natural Gas Properties. We review our long-lived proved properties, consisting of crude oil and natural gas reserves, at least annually and record impairments to those properties, whenever management determines that events or circumstances indicate that the recorded carrying value of the properties may not be recoverable. Proved crude oil and natural gas properties are reviewed for impairment by depletable field pool, which is the lowest level at which depletion of proved properties are calculated. Management assesses whether or not an impairment provision is necessary based upon its outlook of future commodity prices and net cash flows that may be generated by the properties. We determine that a property is impaired when prices being paid for crude oil or natural gas make it no longer profitable to drill on, or to continue production on, that property. Price increases over the past three years have reduced the instances where impairment of reserves appeared to be required.

If hydrocarbon prices, particularly natural gas prices, in Northern California begin to fall in the future, more of our proved developed reserves may become impaired. Such impairment would reduce our estimates of future revenue, our proved reserve estimates, and, potentially, our profitability.

Crude Oil and Natural Gas Property and Equipment (Successful Efforts Method)

The Company accounts for its crude oil and natural gas exploration and development costs using the successful efforts method. Under this method, costs to acquire mineral interests in crude oil and natural gas properties, to drill and complete exploratory wells that find proved reserves, and to drill and complete development wells are capitalized. Exploratory dry-hole costs, geological and geophysical costs, and costs of carrying and retaining unproved properties are expensed when incurred, except those GGLA expenditures incurred on behalf of joint venture drilling projects, which the Company defers until the GGLA is sold at the completion of project funding and the target project is drilled.

Expenditures incurred in drilling exploratory wells are accumulated as work in process until the Company determines whether the well has encountered commercial crude oil and natural gas reserves. If the well has encountered commercial reserves, the accumulated cost is transferred to crude oil and natural gas properties; otherwise, the accumulated cost, net of salvage value, is charged to dry hole expense. If the well has encountered commercial reserves but cannot be classified as proved within one year after discovery, then the well is considered to be impaired, and the capitalized costs (net of any salvage value) of drilling the well are charged to expense. In 2010, 2009, and 2008, there was \$0.1 million, \$0.4 million, and \$5.2 million, respectively, charged to expense for impairment of exploratory well costs. These impairments charges were related to crude oil and natural gas property impairments and do not include additional impairment charges related to equipment. Depletion, depreciation, and amortization of crude oil and natural gas producing properties are computed on an aggregate basis using the units-of-production method, based upon estimated proved developed reserves.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

At December 31, 2010, and 2009, the Company carried unproved property costs of \$1.8 million and \$1.6 million, respectively. Generally accepted accounting principles require periodic evaluation of these costs on a project-by-project basis in comparison to their estimated value. These evaluations will be affected by the results of exploration activities, commodity price outlooks, planned future sales, or expiration of all or a portion of the leases, contracts, and permits appurtenant to such projects. If the quantity of potential reserves determined by such evaluations is not sufficient to fully recover the cost invested in each project, the Company will recognize non-cash charges in the earnings of future periods.

Capitalized costs relating to proved properties are depleted using the unit-of-production method, based on proved reserves. Costs of significant non-producing properties, wells in the process of being drilled, and development projects are excluded from depletion until such time as the related project is completed and proved reserves are established or, if unsuccessful, impairment is determined.

Upon the sale of crude oil and natural gas reserves in place, costs, less accumulated amortization of such properties, are removed from the accounts, and the resulting gain or loss on sale is reflected in operations. Impairment of non-producing leasehold costs and undeveloped mineral and royalty interests are assessed periodically on a property-by-property basis, and any impairment in value is charged to expense.

In addition, we assess the capitalized costs of unproved properties periodically to determine whether their value has been impaired below the capitalized costs. We recognize a loss to the extent that such impairment is indicated. In making these assessments, we consider factors such as exploratory drilling results, future drilling plans, and lease expiration terms. When an entire interest in an unproved property is sold, gain or loss is recognized, taking into consideration any recorded impairment. When a partial interest in an unproved property is sold, the amount is treated as a reduction of the cost of the interest retained, with excess revenue and carrying costs being recognized. Upon abandonment of properties, the reserves are deemed fully depleted, and any unamortized costs are recorded in the statement of operations under leases sold, relinquished, and impaired.

Mineral Properties

The Company has invested in several mineral properties with exploration potential. All mineral claim acquisition costs and exploration and development expenditures are charged to expense as incurred. We capitalize acquisition and exploration costs only after persuasive engineering evidence is obtained to support recoverability of these costs (ideally upon determination of proven and/or probable reserves based upon dense drilling samples and feasibility studies by a recognized independent engineer). Currently, no amounts have been capitalized.

Other Properties and Equipment

Properties and equipment are depreciated using the straight-line method over the following estimated useful lives:

Office Furniture and Fixtures	3 – 7 Years
Vehicles, Machinery, and Equipment	5 – 10 Years
Building	15 Years

Leasehold improvements are amortized over the life of the lease.

Maintenance and repairs which neither materially add to the value of the property nor appreciably prolong its life are charged to expense as incurred. Gains or losses on dispositions of property and equipment other than crude oil and natural gas properties are reflected in operations.

Concentration of Credit Risk and Fair Value of Financial Instruments

The Company places its temporary cash investments with high credit quality financial institutions and limits the amount of credit exposure to any one financial institution. Total uninsured cash at 2010 year end was \$0.6 million.

Fair value of financial instruments is estimated to approximate the related book value, unless otherwise indicated, based on market information available to the Company.

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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Stock Based Compensation Plans /Share-Based Payment

The Company has adopted ASC 718 to account for stock based compensation plans. This Statement focuses primarily on the accounting for transactions in which an entity obtains employee services in share-based payment transactions. ASC 718 requires companies to recognize in the statement of operations the cost of employee services received in exchange for awards of equity instruments based on the grant-date fair value of those awards. This Statement was adopted in the first quarter of 2006. The Company used the modified prospective method, whereby the Company expensed the remaining portion of the requisite service under previously-granted, unvested awards outstanding as of January 1, 2006, and new share-based payment awards granted or modified after January 1, 2006. The Company used the Black-Scholes valuation method to estimate the fair value of its options. See Note 5 – Related Party Transactions, in Part II, Item 8. Financial Statements, for a further discussion related to the Company’s Stock Incentive Plan.

		December 31, 2010	December 31, 2009	December 31, 2008
Net Loss	As Reported	(13,515,075)	(10,661,937)	(14,209,174)
Add: Stock-based compensation expense included in reported net income, net of tax benefit:		391,718	521,374	745,640
Deduct: Stock-based compensation expense determined under fair value based method for all awards, net of tax		(391,718)	(521,374)	(745,640)
	Pro forma	(13,515,075)	(10,661,937)	(14,209,173)
Earnings Per Share	As Reported	(0.37)	(0.33)	(0.54)
	Pro forma	(0.37)	(0.33)	(0.54)

Warrants are accounted for under the guidelines established by the FASB ASC Topic 505. The Company calculates the fair value of warrants issued with the convertible instruments using the Black-Scholes valuation method, using the same assumptions used for valuing employee stock options for purposes of ASC 718, except that the expected life of the warrant is used. Under these guidelines, the Company allocates the value of the proceeds received. The price allocated for the warrants is calculated by subtracting the current market price of the stock from the total proceeds of the sale of the restricted stock with the warrant attached. The allocated fair value is recorded as Capital Paid In – Warrants. This allocated fair value of the proceeds from the sale of warrants is subtracted from the value of the warrants using the Black-Scholes valuation method to calculate the stock issuance expense.

Treasury Stock

The Company records acquisition of its capital stock for treasury at cost. Differences between proceeds for reissuance of treasury stock and average cost are charged to retained earnings or credited thereto to the extent of prior charges and thereafter to capital in excess of par value.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements

In January 2010, the FASB issued Accounting Standards Update (“ASU”) 2010-05, Compensation – Stock Compensation (Topic 718): Escrowed Share Arrangements and the Presumption of Compensation. ASU 2010-05 updates existing guidance to address the SEC staff’s views on overcoming the presumption that for certain shareholders escrowed share arrangements represent compensation. ASU 2010-05 became effective on January 15, 2010. The adoption of this guidance did not have a material impact on the Company’s financial position or results of operation.

Also in January 2010, the FASB issued ASU No. 2010-06, Fair Value Measurements and Disclosures (Topic 820). ASU No. 2010-06 amends ASC Topic 820 to: (i) require separate disclosure of significant transfers in and out of Level 1 and Level 2 fair value measurements and the reasons for the transfers, (ii) require separate disclosure of purchases, sales, issuances, and settlements in the reconciliation for fair value measurements using significant unobservable inputs (Level 3), (iii) clarify the level of disaggregation for fair value measurements of assets and liabilities, and (iv) clarify disclosures about inputs and valuation techniques used to measure fair values for both recurring and nonrecurring fair value measurements. ASU No. 2010-06 became effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company adopted the provisions of ASU No. 2010-06 on January 1, 2010. The adoption of the provisions of ASU No. 2010-06 did not impact the Company’s financial position, results of operations, or liquidity.

In February 2010, the FASB issued ASU No. 2010-09, Subsequent Events (Topic 855). ASU No. 2010-09 amends ASC Topic 855 to include the definition of “SEC filer” and alleviate the obligation of SEC filers to disclose the date through which subsequent events have been evaluated. ASU No. 2010-09 became effective during February 2010. See Part II, Item 8. Financial Statements, Note 15 – Subsequent Events, for the Company’s disclosures of subsequent events.

In April 2010, the FASB issued ASU 2010-14 which amends the guidance on oil and gas reporting in ASC 932.10.S99-1 by adding the Codification SEC Regulation S-X, Rule 4-10, as amended by the SEC Final Rule 33-8995. Both ASU 2010-03 and ASU 2010-14 are effective for annual reporting periods ending on or after December 31, 2009. Application of the revised rules is prospective, and companies are not required to change prior-period presentation to conform to the amendments. The Company adopted the provisions of these updates for the year ended December 31, 2010.

In December 2010, the FASB issued ASU No. 2010-28, Intangibles - Goodwill and Other (Topic 350). ASU No. 2010-28 modifies step one of the goodwill impairment test for reporting units with zero or negative carrying amounts, requiring that an entity perform step two of the goodwill impairment test if it is more likely than not that a goodwill impairment exists for those reporting units. ASU No. 2010-28 is effective for fiscal years beginning after December 15, 2010. The adoption of ASU No. 2010-28 did not have an impact on the goodwill impairment test performed by the Company.

NOTE 3 – PROPERTY AND EQUIPMENT

Property and Equipment consist of the following:

	2010	2009
Oil and Gas - California		
Proved Properties, Gross	\$ 2,450,537	\$ 1,071,216
Accumulated Depletion	(1,214,605)	(1,045,951)
Proved Properties, Net	1,235,932	25,265
Unproved Properties	1,781,069	1,551,998
Total Oil and Gas Properties	\$ 3,017,001	\$ 1,577,263
Other Property and Equipment		
1 Land	227,826	21,281
2 Building	45,124	45,124
3 Machinery & Equipment	2,179,712	7,698,587
4 Rig	2,170,410	2,170,410
5 Vehicles	634,514	890,272
6 Transmission Tower	-	-
7 Office Furniture and Equipment	273,279	154,816
Total Other Property and Equipment, Gross	5,530,865	10,980,490
Accumulated Depreciation	(2,391,013)	(4,377,348)
Total Other Property and Equipment, Net	3,139,852	6,603,142
Property and Equipment, Net	\$ 6,156,853	\$ 8,180,405

Depreciation and Depletion Expense for the year ended December 31, 2010, was \$0.6 million and for the year ended December 31, 2009, was \$1.8 million. The carrying amount of assets pledged as collateral for the year ended December 31, 2010, was \$0.9 million. In 2009, the carrying amount of assets pledged as collateral was \$2.7 million.

NOTE 4 - NOTES PAYABLE

	2010	2009
Note payable to Rabobank dated October 5, 2005. The note is secured by a vehicle at an interest rate of 6.5%, payable in 60 monthly installments of \$599.	\$ -	\$ 5,813
Note payable to Jim Burke Ford dated November 18, 2005; secured by a vehicle; interest at 6.49%; payable in 60 monthly installments of \$714.	5,700	7,602
Note payable to Sealaska Corporation dated July 15, 2005; secured by mining machines and equipment; imputed interest at 7.5%; payable in 10 yearly installments of \$200,000. Face amount was \$2,000,000 before the imputed interest discount of \$627,184 which resulted in a principal amount of \$1,372,816.	-	944,551
Note payable to Three Way Chevrolet dated April 03, 2006; secured by a vehicle; interest at 5.90%; payable in 60 monthly installments of \$577.	-	8,865
Note payable to Moss Family Trust dated February 14, 2006; secured by 200,000 shares of Tri Valley corporation unregistered restricted common stock; interest at 12.00%; payable in 60 monthly installments of \$13,747.	40,430	190,604
Note payable to Moss Family Trust dated March 8, 2006; secured by 80,000 shares of Tri Valley corporation unregistered restricted common stock; interest at 12.00%; payable in 60 monthly installments of \$5,728	16,846	79,418
Note payable to Three Way Chevrolet dated January 22, 2007; secured by a vehicle; interest at 6.90%; payable in 60 monthly installments of \$622.	7,593	14,450
Note payable to Gary D. Borgna and Julie R. Borgna, and Equipment 2000 dated December 30, 2006; secured by Rig Equipment; imputed interest at 8.00%; payable in 120 monthly installments of \$9,100 and a payment of \$300,000 paid January 3, 2007. Face amount was \$1,392,000 before the discount of \$342,000 which resulted in a principal amount of \$1,050,000.	518,999	583,828
Total Debt at December 31, 2010	589,568	1,835,131
Less Current Portion	134,322	439,482
Long-Term Portion of Notes Payable	\$ 455,246	\$ 1,395,649

Maturities of long-term debt for the years subsequent to December 31, 2010, are as follow:

	2011	134,322
	2012	82,061
	2013	82,792
	2014	89,189
	2015-2016	201,204
		\$ 589,568

NOTE 5 - RELATED PARTY TRANSACTIONS

Employee Stock Options

The Company has a qualified and a nonqualified stock option plan which provides for the granting of options to key employees, consultants, and non-employee directors of the Company. The 2010 stock option expense was \$0.4 million.

The purpose of the Company's stock option plans is to further the interest of the Company by enabling officers, directors, employees, and consultants of the Company to acquire an interest in the Company by ownership of its stock through the exercise of stock options granted under its stock option plan which are vested in one to four years.

The option price, number of shares and grant date are determined at the discretion of the Company's board of directors. The 1998 stock option plan was supplemented with the 2005 plan. All newly-issued stock option grants are issued from the 2005 plan. The 2005 plan provides for the issuance of 2,625,000 stock options with 1,192,350 remaining to be issued as of December 31, 2010. Options granted under the plans are exercisable upon vesting. The vesting dates are determined in the stock option award and the contractual lives vary from five to ten years. The plan expires in October 2015.

The fair value of each option grant is estimated on the date of grant using the Black-Scholes American option-pricing model with the following weighted-average assumptions used for grants in 2010:

Year	Expected Life	Expected Dividend	Expected Volatility	Risk-Free Interest Rate
2010	5.00	None	148%	2.42%

The expected exercise life is based on management estimates of future attrition and early exercise rates after giving consideration to employee exercise behavior. Expected dividend yield is based on the Company's dividend history and anticipated dividend policy. Expected volatility is based on historical volatility for the Company's common stock. The risk-free interest rate is based on a yield curve of interest rates at the time of the grant based on the contractual life of the option.

NOTE 5 - RELATED PARTY TRANSACTIONS (Continued)

Employee Stock Options (continued)

The following table summarizes information about stock options outstanding at December 31, 2010:

Range of Exercise Prices	Number Outstanding at December 31, 2010	Number Outstanding & exercisable at December 31, 2010	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Intrinsic Value (1) at December 31, 2010 (in thousands)
\$.54 - \$10.00	2,570,500	2,042,250	3.8 years	\$ 2.97	\$ 13

(1) Based on the difference between the exercise price per share and the \$0.57 market closing price per share as of December 31, 2010

The following table summarizes information about stock options outstanding at December 31, 2009:

Range of Exercise Prices	Number Outstanding at December 31, 2009	Number Outstanding & exercisable at December 31, 2009	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Intrinsic Value (1) at December 31, 2009 (in thousands)
\$.50 - \$10.00	2,490,500	1,849,000	3.8 years	\$ 3.89	\$ 826

(1) Based on the difference between the exercise price per share and the \$1.96 market closing price per share as of December 31, 2009

The following table summarizes information about stock options outstanding at December 31, 2008:

Range of Exercise Prices	Number Outstanding at December 31, 2008	Number Outstanding & exercisable at December 31, 2008	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price	Intrinsic Value (1) at December 31, 2008 (in thousands)
\$.50 - \$10.00	2,405,350	1,860,350	3.5 years	\$ 3.49	\$ 590

(1) Based on the difference between the exercise price per share and the \$1.80 market closing price per share as of December 31, 2008

NOTE 5 - RELATED PARTY TRANSACTIONS (Continued)

Employee Stock Options (continued)

Unrecognized Compensation Expense. At December 31, 2010, there was \$0.8 million of unrecognized compensation expense related to unvested awards granted under the Company's stock option plan. This amount is expected to be charged to expense over a weighted-average period of two years.

A summary of the status of the Company's fixed stock option plan as of December 31, 2010, 2009, and 2008 and changes during the years ending on those dates is presented below:

2010	2009	2008
Weighted Average Exercise	Weighted Average Exercise	Weighted Average Exercise