

FISHER WILLIAM SYDNEY
 Form 5
 March 14, 2011

FORM 5

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

OMB APPROVAL
 OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
FISHER WILLIAM SYDNEY
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol
GAP INC [GPS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

ONE MARITIME PLAZA, SUITE 1400
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
01/29/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

SAN FRANCISCO, CA 94111
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting
 (check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Amount (A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/07/2010	Â	G	D	102,394	\$ 0	8,885,155	D	Â
Common Stock	12/07/2010	Â	G	D	3,639	\$ 0	8,885,155	D	Â
Common Stock	12/07/2010	Â	G	A	606	\$ 0	8,885,155	D	Â
Common Stock	12/07/2010	Â	G	A	606	\$ 0	160,659	I	By spouse

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Common Stock	03/29/2010	Â	G ⁽¹⁾	22,000,000	A	\$ 0	27,000,000	I	By Fisher Core Holdings L.P. ⁽²⁾
Common Stock	12/07/2010	Â	G ⁽³⁾	22,000,000	A	\$ 0	27,000,000	I	By Fisher Core Holdings L.P. ⁽²⁾
Common Stock	Â	Â	Â	Â	Â	Â	15,000	I	By Limited Partnerships
Common Stock	Â	Â	Â	Â	Â	Â	367,014	I	By Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 2270 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISHER WILLIAM SYDNEY ONE MARITIME PLAZA, SUITE 1400 SAN FRANCISCO, CA 94111	Â X	Â X	Â	Â

Signatures

Jane A. Spray,
Attorney-in-fact

03/09/2011

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This reflects a gift of limited partnership interests in Fisher Core Holdings L.P., a Delaware limited partnership ("Fisher Holdings"), to a trust of which the reporting person is a trustee.
- The reporting person is a general partner of Fisher Holdings, that owns the reported securities. As a general partner of Fisher Holdings, the reporting person may be deemed to have beneficial ownership of all shares of Common Stock of which Fisher Holdings has beneficial ownership. However, the reporting person disclaims beneficial ownership of all shares of Common Stock held by Fisher Holdings except to the extent of his pecuniary interest therein.
- (2) This reflects a gift of limited partnership interests in Fisher Holdings by a trust of which the reporting person is a trustee to beneficiaries of such trust.
- (3)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **INDENT: 0pt; DISPLAY: block">**

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

NEW CONCEPT ENERGY ENERGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(unaudited)

(amounts in thousands)

	March 31, 2011	December 31, 2010
Assets		
Current assets		
Cash and cash equivalents	\$68	\$59
Accounts receivable from oil and gas sales	209	223
Other current assets	106	101
Total current assets	383	383
Note and interest receivable – related party	9,771	10,361
Oil and natural gas properties (full cost accounting method)		
Proved developed and undeveloped oil and gas properties, net of depletion	11,776	11,789
Property and equipment, net of depreciation		
Land, buildings and equipment - oil and gas operations	1,301	1,308
Other	154	156
Total property and equipment	1,455	1,464
Other assets	430	70
Total assets	\$23,815	\$24,067

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

NEW CONCEPT ENERGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS - CONTINUED

(unaudited)

(amounts in thousands, except share amounts)

	March 31, 2011	December 31, 2010
Liabilities and stockholders' equity		
Current liabilities		
Accounts payable - trade	\$ 194	\$ 83
Accrued expenses	67	156
Total current liabilities	261	239
Long-term debt		
Notes payable	1,336	1,308
Payable - related parties	486	953
Asset retirement obligation	2,605	2,573
Other long-term liabilities	760	723
Total liabilities	5,448	5,796
Stockholders' equity		
Preferred stock, Series B	1	1
Common stock, \$.01 par value; authorized, 100,000,000 shares; issued and outstanding, 1,946,935 shares at March 31, 2011 and December 31, 2010	20	20
Additional paid-in capital	58,838	58,838
Accumulated deficit	(40,492)	(40,588)
	18,367	18,271
Total liabilities & equity	\$23,815	\$24,067

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

NEW CONCEPT ENERGY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATION

(unaudited)

(amounts in thousands, except per share data)

	For the Three Months ended March 31,	
	2011	2010
Revenue		
Oil and gas operations, net of royalties	\$280	\$270
Real estate operations	729	703
	1,009	973
Operating expenses		
Oil and gas operations	335	356
Real estate operations	390	325
Lease expense	191	239
Corporate general and administrative	124	199
Accretion of asset retirement obligation	32	30
	1,072	1,149
Operating earnings (loss)	(63)	(176)
Other income (expense)		
Interest income	119	139
Interest expense	(31)	(31)
Gain on sale of assets, net	-	10
Other income (expense), net	72	18
Income/(Expense)	160	136
Net income (loss) applicable to common shares	\$97	\$(40)
Net income (loss) per common share-basic and diluted	\$0.05	\$(0.02)
Weighted average common and equivalent shares outstanding - basic	1,947	1,947

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

NEW CONCEPT ENERGY, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited)

(amounts in thousands)

For the Three Months
Ended
March 31,
2011 2010

Cash flows from operating activities		
Net income/loss	\$97	\$(40)
Adjustments to reconcile net income to net cash provided by (used in) operating activities		
Depreciation, depletion and amortization	88	86
Accretion of asset retirement obligation	32	30
Changes in operating assets and liabilities		
Other current and non-current assets	(102)	(161)
Accounts payable and other liabilities	(312)	104
Interest receivable	305	-
Interest payable	31	-
Net cash provided by (used) in operating activities	139	19
Cash flows from investing activities		
Proceeds from land sale	-	10
Investment in oil and gas properties	-	(44)
Fixed asset additions	(10)	(17)
Net cash provided by (used in) investing activities	(10)	(51)
Cash flows from financing activities		
Repayment of loans to affiliates	(117)	-
Payment on notes payable	(3)	-
Net cash provided by (used in) financing activities	(120)	-
Net increase (decrease) in cash and cash equivalents	9	(32)
Cash and cash equivalents at beginning of year	59	155
Cash and cash equivalents at end of year	\$68	\$123

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

NEW CONCEPT ENERGY, INC. AND SUBSIDIARIES
Notes To Consolidated Financial Statements

NOTE A: BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements include the accounts of New Concept Energy, Inc. and its majority-owned subsidiaries (collectively, "NCE" or the "Company"). All significant intercompany transactions and accounts have been eliminated. Certain 2010 balances have been reclassified to conform to the 2011 presentation.

The unaudited financial statements included herein have been prepared by the Company without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. The financial statements reflect all adjustments that are, in the opinion of management, necessary to fairly present such information. All such adjustments are of a normal recurring nature. Although the Company believes that the disclosures are adequate to make the information presented not misleading, certain information and footnote disclosures, including a description of significant accounting policies normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America, have been condensed or omitted pursuant to such rules and regulations.

These financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2010. Operating results for the three month period ended March 31, 2011 are not necessarily indicative of the results that may be expected for any subsequent quarter or for the fiscal year ending December 31, 2011.

NOTE B: NATURE OF OPERATIONS

The Company operates oil and gas wells and mineral leases in Athens and Meigs Counties in Ohio and in Calhoun, Jackson and Roane Counties in West Virginia through its wholly owned subsidiaries Mountaineer State Energy, LLC and Mountaineer State Operations, LLC.

The Company also leases and operates a retirement community in King City Oregon, with a capacity of 114 residents.

NOTE C: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

We consider accounting policies related to our estimates of depreciation amortization and depletion, segments, oil and gas properties, oil and gas reserves, gas gathering assets, office and field equipment, revenue recognition and gas imbalances, leases, revenue recognition for real estate operations, impairment, and sales of real estate as significant accounting policies. The policies include significant estimates made by management using information available at the time the estimates are made. However, these estimates could change materially if different information or assumptions were used. These policies are summarized in our Annual Report on Form 10-K for the year ended December 31, 2010.

NOTE D: NOTES RECEIVABLE – RELATED PARTY

On March 31, 2011, the Company had a loan receivable plus accrued interest of \$9,771,000 from Prime Income Asset Management, Inc. ("PIAMI") a related party. The loan bears interest at the prime rate plus two percent and is due within 30 days following a demand by the Company. If no demand is made the note will become due on January 31, 2013.

While the notes receivable by their terms are demand notes the Company does not anticipate making demand on such notes during 2011 and has therefore not classified the notes as being a current asset.

In November 2007, the Company entered into an agreement with Eurenergy to provide accounting and administrative services at \$15,000 per month. As of December 31, 2010, Eurenergy owes the Company \$156,900 for such services. In June 2009, the agreement with Eurenergy expired. As of December 31, 2010, the amount receivable from Eurenergy has been fully reserved. The Company entered into a similar agreement with Energy Advisors, LLC in July 2009 which was terminated effective December 31, 2010. As of December 31, 2010, Energy Advisors owes the Company \$270,000 for accounting and administrative services.

NOTE E: CONTINGENCIES

Chesapeake Exploration Limited Partnership and Chesapeake Operating, Inc. (“Chesapeake”)

In January 2006, the Company entered into a joint operating agreement evidencing its acquisition of a 5% interest in two gas wells being drilled and ultimately operated by Chesapeake. The Company relied on the cost projections provided by Chesapeake to make its investment decision. Subsequent to its investment the Company received an invoice from Chesapeake for \$556,217 which, according to Chesapeake, represents the Company’s 5% share of additional costs incurred by Chesapeake in drilling the wells. The Company believes that these additional costs far exceed any reasonable expense that should have been incurred in drilling the two wells and were incurred without notifying the Company of such expenses. The Company has requested an accounting of the additional expenses and a reconciliation of the final costs to the cost estimates previously presented. In April 2007, Chesapeake filed a lawsuit against the Company and others in State District Court in Tarrant County, Texas.

In March 2011, Chesapeake received a summary judgment award for \$686,874 plus legal fees. The Company intends to appeal the judge’s ruling. However, the Company has recorded the investment in the wells and the obligation to Chesapeake.

Yazoo Pipeline Company, LP and Sterling Exploration and Production Company (“Sterling”)

Sterling Exploration and Production Company was an oil and gas exploration and production company with offshore production and Yazoo Pipeline Company transported Sterling’s and others oil and gas to shore for delivery to purchasers. On December 23, 2008 Sterling filed for Chapter 11 bankruptcy relief.

In 2009 we attempted to acquire Sterling and invested a total of approximately \$400,000 including debtor in possession financing paid to Sterling and other expenses. In 2009 we wrote off \$50,000 of our investment. In 2010 the potential acquisition was abandoned and in the second quarter of 2010 we wrote off the balance of our investment. The bankruptcy of Sterling was ultimately converted to a Chapter 7 filing.

In December, 2010 the bankruptcy trustee filed a lawsuit against a number of parties including New Concept Energy, Inc with a variety of allegations including that we conspired with other defendants or aided and abetted others in a breach of fiduciary duty owed to the debtors of Sterling.

We are unaware of any misconduct on our part and see no merit to this case as it pertains to us.

Other

The Company has been named as a defendant in other lawsuits in the ordinary course of business. Management is of the opinion that these lawsuits will not have a material effect on the financial condition, results of operations or cash flows of the Company.

NOTE F: – OPERATING SEGMENTS

The following table reconciles the segment information to the corresponding amounts in the Consolidated Statements of Operations and total assets:

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Three months ended March 31, 2011	Oil and Gas Operations	Retirement Facility	Corporate	Total
Operating revenue	\$280	\$729	\$-	\$1,009
Operating expenses	259	378	124	761
Depreciation, Depletion and Amortization	76	12	-	88
Lease Expense	-	191	-	191
Accretion of Asset Retirement Obligation	32	-	-	32
Total Operating Expenses	367	581	124	1,072
Interest expense	(31)	-	-	(31)
Other income	-	-	72	72
Interest income	-	-	119	119
Segment operating income	\$(118)	\$148	\$67	\$97

Three months ended March 31, 2010	Oil and Gas Operations	Retirement Facility	Corporate	Total
Operating revenue	\$270	\$703	\$-	\$973
Operating expenses	284	315	199	798
Depreciation, Depletion and Amortization	72	10	-	82
Lease Expense	-	239	-	239
Accretion of Asset Retirement Obligation	30	-	-	30
Total Operating Expenses	386	564	199	1,149
Interest expense	(31)	-	-	(31)
Other income	-	-	28	28
Interest income	-	-	139	139
Segment operating income	\$(147)	\$139	\$(32)	\$(40)

NOTE G: – NEWLY ISSUED ACCOUNTING STANDARDS

We have considered all other newly issued accounting guidance that is applicable to our operations and the preparation of our consolidated statements, including that which we have not yet adopted. We do not believe that any such guidance will have a material effect on our financial position or results or operation.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Critical Accounting Policies and Estimates

The Company's discussion and analysis of its financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. Certain of the Company's accounting policies require the application of judgment in selecting the appropriate assumptions for calculating financial estimates. By their nature, these

judgments are subject to an inherent degree of uncertainty. These judgments and estimates are based upon the Company's historical experience, current trends and information available from other sources that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

The Company's significant accounting policies are summarized in Note B to our consolidated financial statements in our annual report on Form 10-K. The Company believes the following critical accounting policies are more significant to the judgments and estimates used in the preparation of its consolidated financial statements. Revisions in such estimates are recorded in the period in which the facts that give rise to the revisions become known.

Oil and Gas Property Accounting

The Company uses the full cost method of accounting for its investment in oil and natural gas properties. Under this method of accounting, all costs of acquisition, exploration and development of oil and natural gas properties (including such costs as leasehold acquisition costs, geological expenditures, dry hole costs, tangible and intangible development costs and direct internal costs) are capitalized as the cost of oil and natural gas properties when incurred.

The full cost method requires the Company to calculate quarterly, by cost center, a “ceiling,” or limitation on the amount of properties that can be capitalized on the balance sheet. To the extent capitalized costs of oil and natural gas properties, less accumulated depletion and related deferred taxes exceed the sum of the discounted future net revenues of proved oil and natural gas reserves, the lower of cost or estimated fair value of unproved properties subject to amortization, the cost of properties not being amortized, and the related tax amounts, such excess capitalized costs are charged to expense. Beginning December 31, 2009, full cost companies use the unweighted arithmetic average first day of the month price for oil and natural gas for the 12-month period preceding the calculation date to calculate the future net revenues of proved reserves. Prior to December 31, 2009, companies used the price in effect at the calculation date and had the option, under certain circumstances, to elect to use subsequent commodity prices if they increased after the calculation date.

The Company assesses any unproved oil and gas properties on an annual basis for possible impairment or reduction in value. The Company assesses properties on an individual basis or as a group if properties are individually insignificant. The assessment includes consideration of the following factors, among others: intent to drill; remaining lease term; geological and geophysical evaluations; drilling results and activity; the assignment of proved reserves; and the economic viability of development if proved reserves are assigned. During any period in which these factors indicate an impairment of unproved properties not subject to amortization, the associated costs incurred to date for such properties are then included in unproved properties subject to amortization.

Oil and Gas Reserves

Our proved oil and gas reserves are estimated by independent petroleum engineers. Reserve engineering is a subjective process that is dependent upon the quality of available data and the interpretation thereof, including evaluations and extrapolations of well flow rates and reservoir pressure. Estimates by different engineers often vary, sometimes significantly. In addition, physical factors such as the results of drilling, testing and production subsequent to the date of an estimate, as well as economic factors such as changes in product prices, may justify revision of such estimates. Because proved reserves are required to be estimated using prices at the date of the evaluation, estimated reserve quantities can be significantly impacted by changes in product prices.

Depreciation, depletion and amortization (“DD&A”) of producing properties is computed on the unit-of-production method based on estimated proved oil and gas reserves. While total DD&A expense for the life of a property is limited to the property’s total cost, proved reserve revisions result in a change in timing of when DD&A expense is recognized. Downward revisions of proved reserves result in an acceleration of DD&A expense, while upward revisions tend to lower the rate of DD&A expense recognition.

The standardized measure of discounted future net cash flows and changes in such cash flows are prepared using assumptions required by the Financial Accounting Standards Board and the Securities and Exchange Commission. Such assumptions include using year-end oil and gas prices and year-end costs for estimated future development and production expenditures. Discounted future net cash flows are calculated using a 10% rate. Changes in any of these assumptions could have a significant impact on the standardized measure. Accordingly, the standardized measure does not represent management’s estimated current market value of proved reserves.

The Company's allowance for doubtful accounts receivable and notes receivable is based on an analysis of the risk of loss on specific accounts. The analysis places particular emphasis on past due accounts. Management considers such information as the nature and age of the receivable, the payment history of the tenant, customer or other debtor and the financial condition of the tenant or other debtor. Management's estimate of the required allowance, which is reviewed on a quarterly basis, is subject to revision as these factors change.

Doubtful Accounts

The Company's allowance for doubtful accounts receivable and notes receivable is based on an analysis of the risk of loss on specific accounts. The analysis places particular emphasis on past due accounts. Management considers such information as the nature and age of the receivable, the payment history of the tenant, customer or other debtor and the financial condition of the tenant or other debtor. Management's estimate of the required allowance, which is reviewed on a quarterly basis, is subject to revision as these factors change.

Deferred Tax Assets

Significant management judgment is required in determining the provision for income taxes, deferred tax assets and liabilities and any valuation allowance recorded against net deferred tax assets. The future recoverability of the Company's net deferred tax assets is dependent upon the generation of future taxable income prior to the expiration of the loss carry forwards. At March 31, 2011, the Company had a deferred tax asset due to tax deductions available to it in future years. However, as management could not determine that it was more likely than not that the benefit of the deferred tax asset would be realized, a 100% valuation allowance was established.

Liquidity and Capital Resources

At March 31, 2011, the Company had current assets of \$383 thousand and current liabilities of \$261 thousand.

Cash and cash equivalents at March 31, 2011 were \$68,000 as compared to \$59,000 at December 31, 2010.

Net cash provided by operating activities was \$139,000 for the three months ended March 31, 2011. During the three-month period, the Company had net income of \$97,000.

Net cash used in investing activities was \$10,000 for the three months ended March 31, 2011, consisting of the purchase of equipment and other capitalized drilling costs at the Company's oil and gas production facility.

Net cash used in financing activities was \$120,000 for the three months ended March 31, 2011, consisting of repayment of loans to an affiliated entity.

Results of Operations

The Company reported a net income of \$97,000 for three months ended March 31, 2011, as compared to a net loss of \$40,000 for 2010.

For the three months ended March 31, 2011, the Company recorded oil and gas revenues of \$280,000 as compared to \$270,000 for the comparable period of 2010. The changes in oil & gas revenue was due changes in the price of oil and gas in the marketplace.

During the same periods in 2011, the Company recorded revenues of \$729,000 for the three months ended March 31, 2011 from its retirement property compared to \$703,000 for the comparable period in 2010. The increase was a rise

in the occupancy rate of the properties from prior periods.

For the three months ended March 31, 2011, the Company recorded oil and gas operating expenses of \$335,000 as compared to \$356,000 for the comparable period of 2010. The decrease was due to a decrease in overall administrative expenses during the year.

For the three months ended March 31, 2011, operating expenses and lease expense at the retirement property were \$581,000 as compared to \$564,000 for the comparable period in 2010. The increase was a rise in the occupancy rate of the properties from prior periods.

For the three months ended March 31, 2011, corporate general & administrative expenses were \$124,000 as compared to \$199,000 for the comparable periods in 2010. The decrease is primarily due to payroll costs and administrative overhead.

For the three months ended March 31, 2011, interest income was \$119,000 as compared to \$139,000 for the comparable period in 2010. The decrease is due to a reduction in the receivable on which interest is computed over the comparable periods.

For the three months ended March 31, 2011 the Company recorded interest expense of \$31,000 as compared to \$31,000 for the comparable periods in 2010.

The Company recorded other expense of \$72,000 for the three months ended March 31, 2011. In 2010 other expense was \$18,000 for the comparable period. The increase is the result of a one-time legal settlement for \$71,000 that was not anticipated.

Forward Looking Statements

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: A number of the matters and subject areas discussed in this filing that are not historical or current facts deal with potential future circumstances, operations and prospects. The discussion of such matters and subject areas is qualified by the inherent risks and uncertainties surrounding future expectations generally, and also may materially differ from the Company’s actual future experience involving any one or more of such matters and subject areas relating to interest rate fluctuations, the ability to obtain adequate debt and equity financing, demand, pricing, competition, construction, licensing, permitting, construction delays on new developments, contractual and licensure, and other delays on the disposition, transition, or restructuring of currently or previously owned, leased or managed properties in the Company’s portfolio, and the ability of the Company to continue managing its costs and cash flow while maintaining high occupancy rates and market rate charges in its retirement community. The Company has attempted to identify, in context, certain of the factors that it currently believes may cause actual future experience and results to differ from the Company’s current expectations regarding the relevant matter of subject area. These and other risks and uncertainties are detailed in the Company’s reports filed with the Securities and Exchange Commission (“SEC”), including the Company’s Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q.

Inflation

The Company’s principal source of revenue is rents from a retirement community and fees for services rendered. The real estate operation is affected by rental rates that are highly dependent upon market conditions and the competitive environment in the areas where the property is located. Compensation to employees and maintenance are the principal cost elements relative to the operation of this property. Although the Company has not historically experienced any adverse effects of inflation on salaries or other operating expenses, there can be no assurance that such trends will continue or that, should inflationary pressures arise, the Company will be able to offset such costs by increasing rental rates in its real estate operation.

Environmental Matters

The Company has conducted environmental assessments on most of its existing owned or leased properties. These assessments have not revealed any environmental liability that the Company believes would have a material adverse affect on the Company's business, assets or results of operations. The Company is not aware of any such environmental liability. The Company believes that all of its properties are in compliance in all material respects with all federal, state and local laws, ordinances and regulations regarding hazardous or toxic substances or petroleum products. The Company has not been notified by any governmental authority and is not otherwise aware of any material non-compliance, liability or claim relating to hazardous or toxic substances or petroleum products in connection with any of its communities.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Nearly all of the Company's debt is financed at fixed rates of interest. Therefore, the Company has minimal risk from exposure to changes in interest rates.

Item 4. CONTROLS AND PROCEDURES

(a) Based on an evaluation by our management (with the participation of our Principal Executive Officer and Principal Financial Officer), as of the end of the period covered by this report, our Principal Executive Officer and Principal Financial Officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")). Were effective to provide reasonable assurance that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and that such information is accumulated and communicated to our management, including our Principal Executive Officer and Principal Financial Officer, to allow timely decisions regarding required disclosures.

(b) There has been no change in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II: OTHER INFORMATION

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

None.

Item 6. Exhibits

The following exhibits are filed herewith or incorporated by reference as indicated below.

Exhibit Designation	Exhibit Description
3.1	Articles of Incorporation of Medical Resource Companies of America (incorporated by reference to Exhibit 3.1 to Registrant's Form S-4 Registration Statement No. 333-55968 dated December 21, 1992)
3.2	Amendment to the Articles of Incorporation of Medical Resource Companies of America (incorporated by reference to Exhibit 3.5 to Registrant's Form 8-K dated April 1, 1993)
3.3	Restated Articles of Incorporation of Greenbriar Corporation (incorporated by reference to Exhibit 3.1.1 to Registrant's Form 10-K dated December 31, 1995)
3.4	Amendment to the Articles of Incorporation of Medical Resource Companies of America (incorporated by reference to Exhibit to Registrant's PRES 14-C dated February 27, 1996)
3.5	Bylaws of Registrant (incorporated by reference to Exhibit 3.2 to Registrant's Form S-4 Registration Statement No. 333-55968 dated December 21, 1992)
3.6	Amendment to Section 3.1 of Bylaws of Registrant adopted October 9, 2003 (incorporated by reference to Exhibit 3.2.1 to Registrant's Form S-4 Registration Statement No. 333-55968 dated December 21, 1992)
3.7	Certificate of Decrease in Authorized and Issued Shares effective November 30, 2001 (incorporated by reference to Exhibit 2.1.7 to Registrant's Form 10-K dated December 31, 2002)
3.8	Certificate of Designations, Preferences and Rights of Preferred Stock dated May 7, 1993 relating to Registrant's Series B Preferred Stock (incorporated by reference to Exhibit 4.1.2 to Registrant's Form S-3 Registration Statement No. 333-64840 dated June 22, 1993)
3.9	Certificate of Voting Powers, Designations, Preferences and Rights of Registrant's Series F Senior Convertible Preferred Stock dated December 31, 1997 (incorporated by reference to Exhibit 2.2.2 of Registrant's Form 10-KSB for the fiscal year ended December 31, 1997)
3.10	Certificate of Voting Powers, Designations, Preferences and Rights of Registrant's Series G Senior Non-Voting Convertible Preferred Stock dated December 31, 1997 (incorporated by reference to Exhibit 2.2.3 of Registrant's Form 10-KSB for the fiscal year ended December 31, 1997)

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| 3.11 | Certificate of Designations dated October 12, 2004 as filed with the Secretary of State of Nevada on October 13, 2004 (incorporated by reference to Exhibit 3.4 of Registrant's Current Report on Form 8-K for event occurring October 12, 2004) |
| 3.12 | Certificate of Amendment to Articles of Incorporation effective February 8, 2005 (incorporated by reference to Exhibit 3.5 of Registrant's Current Report on Form 8-K for event occurring February 8, 2005) |
| 3.13 | Certificate of Amendment to Articles of Incorporation effective March 21, 2007 (incorporated by reference to Exhibit 3.13 of Registrant's Current Report on Form 8-K for event occurring March 21, 2005) |
| 31.1* | Certification pursuant to Rule 13a-14 and 15d-14 under the Securities Exchange Act of 1934, as amended, of Principal Executive Officer and Chief Financial Officer |
| 32.1* | Certification of Principal Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. §1350 |

*Filed herewith.

Signatures

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

New Concept Energy, Inc.

Date: May 13, 2011

By: /s/ Gene Bertcher
Gene S. Bertcher, Principal
Executive
Officer, President and Chief
Financial
Officer

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