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

Form 10-QSB

_X_ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITITES EXCHANGE ACT OF 1934. For the quarter ended January 31, 2005

__TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

VTEX ENERGY, INC.

(Name of small business issuer in its charter)

Nevada	**76-0582614**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

8303 Southwest Freeway, Suite 950
Houston, Texas 77074
(Address of principal executive office)

(713) 773-3284
(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes __X__ No ____

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

As of March 9, 2005, there were 9,669,989 shares of common stock, $0.001 par value, outstanding.

Transitional Small Business Disclosure Format (Check one).

Yes ____ No __X__

VTEX ENERGY, INC.
FORM 10-QSB
FOR THE QUARTER ENDED JANUARY 31, 2005

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

VTEX ENERGY, INC.
CONSOLIDATED BALANCE SHEETS

	January 31, 2005 Unaudited	April 30, 2004
ASSETS		
CURRENT ASSETS		
Cash	$ 68,089	$ 156,575
Certificates of deposit	98,917	75,000
Accounts receivable, trade	59,876	165,262
Joint interest billings receivable	82,592	25,865
Note receivable	-	67,000
Advances to related parties	-	10,000
Other current assets	23,370	82,051
Total current assets	332,844	581,753
OIL AND NATURAL GAS PROPERTIES – Full cost method of accounting	18,519,574	16,883,114
Less accumulated depletion, depreciation and amortization	(1,493,283)	(1,341,067)
Oil and natural gas properties, net	17,026,291	15,542,047
OTHER ASSETS		
Other property and equipment, net of accumulated depreciation of $105,661 and $91,720 at January 31, 2005 and April 30, 2004, respectively	52,597	34,941
Long term accounts receivable, net of allowance for doubtful accounts of $135,119 at January 31, 2005 and April 30, 2004	-	28,000
Deferred loan costs, net of accumulated amortization of $324,096 and $126,750 at January 31, 2005 and April 30, 2004, respectively	15,942	134,350
Other assets	46,750	19,277
Total other assets	115,289	216,568
TOTAL ASSETS	$ 17,474,424	$ 16,340,368

The accompanying notes are an integral part of the consolidated financial statements

VTEX ENERGY, INC.
CONSOLIDATED BALANCE SHEETS

	January 31, 2005 Unaudited	April 30, 2004
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Line of credit - related party	$ 1,839,143	$ 1,839,143
Line of credit - bank	246,537	100,000
Notes payable, net of debt discount of $145,381 at January 31, 2005	1,042,096	306,092
Production payments payable - related party	934,518	934,518
Production payments payable	305,503	254,000
Accounts payable - trade	1,310,044	681,744
Royalties payable	752,112	654,191
Working interest revenues payable	69,856	94,232
Taxes payable	201,727	201,478
Advances from related parties	244,906	252,406
Accrued interest	632,946	486,043
Total current liabilities	7,579,388	5,803,847
NONCURRENT LIABILITIES		
Asset retirement obligations	1,209,617	940,337
Total noncurrent liabilities	1,209,617	940,337
COMMITMENTS AND CONTINGENCIES	-	-
STOCKHOLDERS' EQUITY		
Preferred stock class AA-1, cumulative convertible; $0.01 par value per share, 500,000 shares authorized; 395,879 shares issued and outstanding	3,959	3,959
Preferred stock class B, noncumulative nonconvertible; $0.001 par value per share, 500,000 shares authorized; 500,000 shares issued and outstanding	500	500
Common stock, $0.001 par value per share; 150,000,000 shares authorized; 7,540,489 and 5,848,681 shares issued and outstanding at January 31, 2005 and April 30, 2004, respectively	7,540	5,849
Additional paid-in capital	30,660,762	29,894,123
Accumulated deficit	(21,987,342)	(20,308,247)
Total stockholders' equity	8,685,419	9,596,184
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 17,474,424	$ 16,340,368

The accompanying notes are an integral part of the consolidated financial statements

VTEX ENERGY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three Months Ended January 31, 2005	Three Months Ended January 31, 2004 (Restated)
REVENUES		
Oil sales	$ -	$ 53,739
Natural gas sales	140,362	204,624
Total Revenues	140,362	258,363
OPERATING EXPENSES		
Lease operating expense	123,980	141,190
Production taxes	22,811	33,109
Depletion expense	21,701	85,930
General and administrative expense	769,216	190,185
Accretion expense	18,843	13,307
Total operating expenses	956,551	463,721
OTHER INCOME (EXPENSE)		
Other income	4,690	274
Interest expense	(193,324)	(52,435)
Total other expense, net	(188,634)	(52,161)
NET LOSS	$ (1,004,823)	$ (257,519)
NET LOSS PER SHARE – Basic and Diluted	$ (0.14)	$ (0.06)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	7,099,719	4,413,959

The accompanying notes are an integral part of the consolidated financial statements

VTEX ENERGY, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Nine Months Ended January 31, 2005	Nine Months Ended January 31, 2004 (Restated)
REVENUES		
Oil sales	$ 57,321	$ 233,324
Natural gas sales	834,227	737,753
Total Revenues	891,548	971,077
OPERATING EXPENSES		
Lease operating expense	374,529	438,764
Production taxes	101,346	106,803
Depletion expense	152,216	176,923
General and administrative expense	1,519,953	824,156
Accretion expense and revisions	83,493	39,921
Total operating expenses	2,231,537	1,586,567
OTHER INCOME (EXPENSE)		
Other income	12,111	898
Interest expense	(351,217)	(161,740)
Total other expense, net	(339,106)	(160,842)
Loss Before Cumulative Effect of Change in Accounting Principle	(1,679,095)	(776,332)
Cumulative Effect of Change in Accounting Principle	-	(185,514)
NET LOSS	$ (1,679,095)	$ (961,846)
NET LOSS PER SHARE – Basic and Diluted		
Loss Before Cumulative Effect of Change in Accounting Principle	$ (0.25)	$ (0.16)
Cumulative Effect of Change in Accounting Principle	-	(0.03)
Net Loss	$ (0.25)	$ (0.19)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	6,606,306	4,979,108

The accompanying notes are an integral part of the consolidated financial statements

VTEX Energy, Inc.
CONSOLIDATED STATEMENTS OF CASH FLOW
(Unaudited)

	Nine Months Ended January 31, 2005	Nine Months Ended January 31, 2004
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss	$ (1,679,095)	$ (961,846)
Adjustments to reconcile net loss to net cash provided by operating activities		
Cumulative effect of change in accounting principle	-	185,514
Depletion expense	152,216	176,923
Amortization of deferred loan costs and debt discount	333,065	-
Depreciation expense	13,941	10,416
Bad debt expense	28,000	-
Accretion expense and revisions	83,493	39,921
Common stock issued for services	220,350	366,767
Advances to related parties applied to travel costs	92,655	-
Deferred offering costs expensed	156,744	-
Write off option to purchase oil and natural gas properties	215,000	-
Changes in operating assets and liabilities		
Accounts receivable, trade	48,659	85,294
Other assets	31,208	-
Accounts payable – trade	601,242	(2,807)
Royalties and working interest revenues payable	73,545	119,359
Other current liabilities	198,655	171,675
Net cash provided by operating activities	569,678	191,216
CASH FLOWS FROM INVESTING ACTIVITIES		
Investment in certificates of deposit	(23,917)	-
Oil and natural gas capital expenditures	(1,428,173)	(172,426)
Proceeds from sales of oil and natural gas properties	-	5,100
Asset retirement obligations paid	(22,500)	-
Purchase of property and equipment, other	(31,597)	(20,000)
Payments received on note receivable	67,000	-
Advances to related party	(170,155)	-
Payments received on advances to related party	87,500	-
Net cash used in investing activities	(1,521,842)	(187,326)
CASH FLOWS FROM FINANCING ACTIVITIES		
Borrowings on notes payable	1,002,500	184,356
Repayments of notes payable	(121,115)	(144,567)
Borrowings on lines of credit	149,300	25,000
Repayments of lines of credit	(2,763)	(50,000)
Repayments of advances from related parties	(7,500)	(30,000)
Deferred offering costs	(156,744)	-
Proceeds from ssuance of common stock	-	63,750
Net cash provided by financing activities	863,678	48,539
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(88,486)	52,429
CASH AND CASH EQUIVALENTS, BEGINNING OF PERIOD	156,575	14,542
CASH AND CASH EQUIVALENTS, END OF PERIOD	$ 68,089	$ 66,971

The accompanying notes are an integral part of the consolidated financial statements

VTEX Energy, Inc.
Notes to Unaudited Consolidated Financial Statements
October 31, 2004

Note 1. Management's Representation of Interim Financial Information

The accompanying consolidated financial statements have been prepared by management of VTEX Energy, Inc. (Formerly Vector Energy Corporation), a Nevada corporation (together with its subsidiary, Vector Exploration, Inc., the "Company") without audit pursuant to the rules and regulations of the SEC. Certain information and footnote disclosure normally included in the financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted as allowed by such rules and regulations, and management believes that the disclosures are adequate to make the information presented not misleading. These financial statements include all of the adjustments that, in the opinion of management, are necessary for the fair presentation of the financial position and results of operations of the Company. These financial statements should be read in conjunction with the audited consolidated financial statements for the year ended April 30, 2004, which are included in the Company's Form 10-KSB/A filed with the SEC on September 22, 2004.

Business and Organization

The Company was incorporated under the laws of the State of Texas on June 18, 1998 as Vector Energy Corporation. Effective November 15, 2002, the Company was reincorporated into Nevada. The reincorporation was effected by the merger of Vector Energy Corporation with and into a newly created wholly owned subsidiary VTEX Energy, Inc., a Nevada corporation, which became the surviving entity. The Company is primarily engaged in the acquisition, development, production and exploration of oil and natural gas properties in the United States.

Restatement

The Company's financial statements for the quarters ended July 31, 2003, October 31, 2003 and January 31, 2004 reflected $200,000 in income related to forgiveness of debt. Such amount was reflected as additional paid in capital in the financial statements contained in the Company's Form 10-KSB for the year ended April 30, 2004. Accordingly the Company's Consolidate Statements of Operations for the nine months and the three months ended January 31, 2004 have been restated to conform to this presentation.

Going Concern

For the year ended April 30, 2004 our independent registered public accounting firm issued a going concern opinion. As shown in the financial statements, the Company has historically incurred net losses from operations and has incurred net losses of approximately $1,679,000 and $962,000 for the nine months ended January 31, 2005 and 2004, respectively, and losses are expected to be incurred in the near term. Current liabilities exceeded current assets by approximately $7,247,000 and $5,222,000 at January 31, 2005 and April 30, 2004, respectively, and the accumulated deficit is approximately $21,902,000 at January 31, 2005. Amounts outstanding and payable to creditors are in arrears and the Company is in negotiations with creditors to obtain extensions and settlements of outstanding amounts. Management anticipates that significant additional expenditures will be necessary to develop the Company's properties, which consist primarily of proved reserves that are non-producing, before significant positive operating cash flows will be achieved. Without outside investment from the sale of equity securities or debt financing our ability to execute our business plan will be limited. These factors are an indication that the Company may be unable to continue in existence.

Management's plans to alleviate these conditions include the renegotiation of certain trade payables, settlements of debt amounts with stock, deferral of certain scheduled payments, and sales of non core properties, as considered necessary by management. In addition, management is pursuing business partnering arrangements for the acquisition and development of additional properties as well as debt and equity funding through private placements.

The accompanying consolidated financial statements are prepared as if the Company will continue as a going concern. The consolidated financial statements do not contain adjustments, including adjustments to recorded assets and liabilities, which might be necessary if the Company were unable to continue as a going concern.

Note 2. Summary of Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of VTEX Energy, Inc. and its wholly owned subsidiary, Vector Exploration, Inc. All significant intercompany accounts and transactions have been eliminated in consolidation.

Changes in Accounting Principles

Effective May 1, 2003, the Company adopted Statement of Financial Accounting Standards ("SFAS") No. 143, "*Accounting for Asset Retirement Obligations*," which requires a liability for an asset retirement obligation to be recorded at its fair value in the period in which the obligation is incurred and a corresponding increase in the carrying amount of the related long-lived asset (see Note 6).

Revenue Recognition

The Company recognizes oil and natural gas revenue from its interests in producing wells as oil and natural gas is produced and sold from those wells. Oil and natural gas sold by the Company is not significantly different from the Company's share of production.

Oil and Natural Gas Properties

The Company follows the full cost method of accounting for its oil and natural gas properties. All costs associated with property acquisition, exploration, and development activities are capitalized in a single cost center located within the United States. Internal costs directly identified with the acquisition, exploration and development activities of the Company are also capitalized. Capitalized costs are amortized on the unit-of-production basis using proved oil and natural gas reserves. Capitalized costs are subject to a "ceiling test" and limited to the present value of estimated future net revenues less estimated future expenditures using a discount factor of ten percent. Should capitalized costs exceed the present value of our reserves discounted at ten percent the excess is charged to operations. Once incurred, an impairment of oil and natural gas properties can not be reversed at a later date. Impairment of oil and natural gas properties is assessed on a quarterly basis in conjunction with our quarterly filings with the SEC. Sales of proved and unproved oil and natural gas properties are treated as reductions of the capitalized cost pool, unless such adjustments would significantly alter the relationship between capitalized costs and proved reserves. At January 31, 2005 and April 30, 2004, there were no costs of unproved properties or major development projects included in the capitalized cost pool. The depletion rates per Mcfe for the three and nine months ended January 31, 2005 and 2004 were $1.06 and $1.05 and $1.69 and $0.93, respectively.

Other Property and Equipment

Other property and equipment of the Company consists primarily of computer equipment, vehicles and furniture and fixtures, which are depreciated over estimated useful lives, ranging from three to seven years, on a straight-line basis.

Deferred Loan Costs

Deferred loan costs consist of direct costs of securing financing and includes primarily common stock and warrants issued as part of the underlying debt instruments, loan origination fees paid to third parties, extension fees, and legal costs to prepare loan documents. These costs are capitalized and amortized over the life of the loan on a straight line basis.

Asset Retirement Obligations

The Company records a liability for legal obligations associated with the retirement of tangible long-lived assets in the period in which they are incurred in accordance with SFAS No. 143 *"Accounting for Asset Retirement Obligations."* The Company adopted this policy effective May 1, 2003, using a cumulative effect approach to recognize transition amounts for asset retirement obligations ("ARO"), asset retirement costs and accumulated accretion and depletion. Under this method, when liabilities for dismantlement and abandonment costs, excluding salvage values, are initially recorded the carrying amount of the related oil and natural gas properties are increased. Accretion of the liability is recognized each period using the interest method of allocation, and the capitalized cost is depleted over the useful life of the related asset. Revisions to such estimates are recorded as adjustments to the ARO, capitalized asset retirement costs and charges to operations during the periods in which they become known. At the time the abandonment cost is incurred, the Company will be required to recognize a gain or loss if the actual costs do not equal the estimated costs included in ARO (see Note 6).

Stock-Based Compensation

The Company accounts for stock based compensation to employees under the fair value method prescribed by SFAS No. 123, "*Accounting for Stock-Based Compensation.*" Under the fair value method, compensation cost is measured at the grant date of each common stock option or warrant awarded based on the fair value of the award and is recognized over the vesting period, which is usually the service period. For common stock options and warrants, fair value is determined using the Black-Scholes option-pricing model that takes into account the common stock market price at the grant date, the exercise price, the expected life of the common stock option or warrant, the market volatility of the underlying common stock, the dividend yield and the risk-free interest rate over the expected life of the common stock option or warrant. The fair value of a common stock option or warrant is estimated at the grant date and is not subsequently adjusted for changes in the assumptions used.

Loss Per Share

Loss per share has been calculated using the weighted average number of shares outstanding. Outstanding warrants and other potentially dilutive securities have been excluded from the calculation of loss per share, as their effect would be anti-dilutive due to the Company incurring a net loss for all periods presented. At January 31, 2005 and 2004, there are 250,000 warrants that are potentially dilutive common shares.

Income Taxes

The Company accounts for income taxes under the provisions of SFAS No. 109, "*Accounting for Income Taxes,*" which provides for an asset and liability approach for accounting for income taxes. Under this approach, deferred tax assets and liabilities are recognized based on anticipated future tax consequences, using currently enacted tax laws, attributable to differences between financial statement carrying amounts of assets and liabilities and their respective tax bases. Management determined that it is more likely than not that NOL's accumulated during prior years of in excess of $15,000,000 will not be recoverable. Accordingly, a valuation allowance has been provided for the full value of its net tax assets.

Statement of Cash Flows

For purposes of the consolidated statement of cash flows, the Company considers all highly liquid investments purchased with an original maturity of three months or less to be cash and cash equivalents.

The following is a summary of all payments made for interest and significant noncash financing activities for the nine months ended January 31, 2005 and 2004, respectively.

Supplemental Disclosures of Cash Flow Information:

	Nine Months Ended January 31, 2005	Nine Months Ended January 31, 2004
Cash Payments		
Interest	$ 15,816	$ 9,685
Noncash financing activities		
Accrued interest converted into production payments	$ 51,503	$ -
Common stock issued for services	$ 220,350	$ 366,767
Common stock and warrants issued to note holders recorded as debt discounts	$ 261,925	$ -
Common stock and warrants issued for debt extensions and a guarantee	$ 57,313	$ -
Common stock issued to settle accounts payable	$ 13,743	$ -
Common stock warrants issued for option to purchase oil and natural gas properties	$ 215,000	$ -
Stock appreciation rights issued for accrued payroll and advances from related parties	$ -	$ 240,000
Oil and natural gas properties sold for the assumption of accounts payable	$ -	$ 500,278
Common stock issued for the purchase of other assets	$ -	$ 27,500

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual amounts could differ from these estimates.

Significant estimates include volumes of oil and natural gas reserves used in calculating depletion, depreciation and amortization of proved oil and natural gas properties, asset retirement obligations, bad debts, contingencies and litigation. Oil and natural gas reserve estimates, which are the basis for unit-of-production depletion and the ceiling test, have numerous inherent uncertainties. The accuracy of any reserve estimate is a function of the quality of available data and of engineering and geological interpretation and judgment. Results of drilling, testing, and production subsequent to the date of the estimate may justify revision of such estimate (positive or negative). Accordingly, reserve estimates are most often different from the quantities of oil and natural gas that are ultimately recovered. In addition, reserve estimates are vulnerable to changes on wellhead prices of crude oil and natural gas. Such prices have been volatile in the past and can be expected to be volatile in the future.

Note 3. Certificates of Deposit

At January 31, 2005 and April 30, 2004, the Company had certificates of deposit totaling $98,917 and $75,000, respectively. Such certificates bore interest at a rate of approximately 1.1%
at January 31, 2005 and April 30, 2004. The maturity dates of the certificates ranged from February 8, 2005 to March 20, 2005. The certificates of deposit are collateral for letters of credit, with expiration dates corresponding to the maturity dates of the certificates, issued in favor of governmental agencies in states in which the Company operates wells. It is anticipated that such certificates of deposit and the corresponding letters of credit will be renewed at maturity.

Note 4. Acquisitions of Oil and Natural Gas Properties

On July 13, 2004, the Company entered into an option with CLK Energy, Inc. ("CLK"). Under the option, the Company had the right to purchase from CLK 50% of their interest in the Bayou Choctaw Field, located in the Iberville and West Baton Rouge Parishes of Louisiana for $1,250,000 and the assumption of a production payment of $1,500,000 payable contingent upon reaching 110% of payout of the Company's investment. Under the terms of the option, CLK was issued warrants to purchase 500,000 shares of the Company's common stock at an exercise price of $0.50 per share. Such warrants had a fair value of $215,000 which was recorded as a noncurrent asset. The asset was charged to expense during the quarter ended January 31, 2005 due to the expiration of the option. To fund this potential acquisition, the Company was simultaneously in the process of raising capital through a private placement memorandum. The Company incurred offering costs totaling $156,744 relating to this private placement memorandum which was initially capitalized as deferred offering costs to be offset with the proceeds when they are received. Due to the Company not exercising its option to purchase from CLK its 50% interest in the Bayou Choctaw Field the private placement memorandum was abandoned and the deferred offering costs were charged to expense during the quarter ended January 31, 2005.

Note 5. Debt

Total debt at January 31, 2005 and April 30, 2004 consists of the following:

	January 31, 2005	April 30, 2004
Lines-of-credit	$ 2,085,680	$ 1,939,143
Production payments payable	1,240,021	1,188,518
Other notes payable	1,042,096	306,092
	4,367,797	3,433,753
Less current portion	(4,367,797)	(3,433,753)
	$ -	$ -

Lines of Credit

The Company has a $10.0 million revolving credit line with an entity controlled by the brother of the Company's president. The borrowing base under this revolving credit line is $1,839,143 at January 31, 2005, which is equal to the outstanding balance and cannot be increased without the consent of the lender. The line of credit is secured by all of the Company's oil and natural gas properties and bears interest at the rate of 7.5%. Accrued interest on the line of credit totaled $353,069 and $248,767 at January 31, 2005 and April 30, 2004, respectively. Under the currently scheduled reductions in the borrowing base, the principal balance and unpaid interest was due at maturity on January 31, 2005 and is currently due on demand. The Company is currently negotiating with the lender to restructure the terms of the note and extend the maturity date. However, there can be no assurance that such a restructuring will occur, or that its terms will be favorable to the Company.

On April 8, 2004, the Company entered into a $250,000 revolving credit agreement with Hibernia Bank. The note has been guaranteed by a private investor who received 100,000 shares of the Company's common stock with a fair value of $49,000 as consideration for such guarantee. The fair value of the common stock was expensed when incurred. Interest on this note is payable monthly at a floating rate of prime plus 1.097% (6.347% and 5.097% at January 31, 2005 and April 30, 2004, respectively.) The outstanding balance under the note, which was $246,537 and $100,000 at January 31, 2005 and April 30, 2004, respectively, is due upon demand.

Other Notes Payable

Included in other notes payable are unsecured 10% to 13.6% notes issued to vendors in settlement of accounts payable. Certain of the notes are past their due dates and are due on demand. These notes totaled $42,850 at January 31, 2005 and April 30, 2004, respectively.

Also included in other notes payable is a financing obligation for insurance premiums, payable in monthly installments, with interest at 5.57%, through October 2004 and was paid in full. Such obligation had a balance of $63,242 at April 30, 2004.

In November, 2003, the Company issued a note payable for the purchase of seismic data. The note was payable in monthly installments, with interest at 6%, matured on August 21, 2004 and was paid in full in November 2004. Such note had a balance of $10,000 at April 30, 2004.

In March, 2004, the Company issued a $150,000 note payable to Mustang Island Gathering, LLC (the "LLC") for indemnification of litigation settlement costs. Mustang Island Gathering, LLC purchases the natural gas produced from the Company's Mustang Island property, and the Company is an approximate 10% owner in the LLC. The note is payable in monthly installments, with interest at 4.5%, at the rate of $0.03 per MCF of natural gas purchased, beginning with April 2004 production The balance due under the note was $102,127 and $150,000 at January 31, 2005 and April 30, 2004, respectively.

During October and November of 2003, the Company issued a series of 12% notes totaling $40,000 to investors for working capital loans. The Company also issued the investors 40,000 shares of its common stock. The stock issued was recorded at its fair market value of $27,600 and treated as deferred loan cost which is being amortized over six months. The notes were due on dates ranging from April 29, 2004 to May 26, 2004. The Company subsequently reached agreement with the investors to extend the due dates of the notes to dates ranging from May 5, 2005 to May 27, 2005 in return for the issuance of 43,750 shares of its common stock. The stock issued was recorded at its fair market value of $15,313 and treated as deferred loan cost which is being amortized over one year.

During the period June through November of 2004, the Company issued a series of 12% notes totaling $1,002,500 to investors for working capital purposes. The Company also provided for the issuance to the investors of 432,500 shares of its common stock with a fair value of $221,125 and warrants to purchase 190,000 shares of the Company's common stock at $0.50 per share with a fair value of $90,500 which expire on dates ranging from June 18, 2006 to November 22, 2006. The common stock and warrants were recorded at their fair value and treated as a debt discount which is being amortized over the term of the loan. As of January 31, 2005, there were 80,000 shares of the common stock that had not been issued. These shares, with a fair value of $40,800, have been accrued as a current liability and recorded as a debt discount. Interest on the notes is payable quarterly and the principal balances mature on dates ranging from June 18, 2005 to November 22, 2005. Unamortized debt discount was $145,381 at January 31, 2005.

Production Payments Payable

During October and November of 2000, the Company issued 31,687 shares of its common stock and undivided working interests, ranging from 3.7% to 4.4%, in three nonproducing wells in the Mustang Island Field to private investors for total cash consideration of $254,000. The proceeds were used to fund development of the wells. The investors are entitled to recoup their investment out of 100% of the future production, if any, from the wells. These transactions were treated, by the Company, as loans repayable out of production from designated wells for accounting purposes. The stock issued was recorded at its fair market value as a loan cost which has been fully amortized. The production loans began accruing interest on January 1, 2001 at 5.25% and accrued interest on the loans totaled $1,990 and $44,103 at January 31, 2005 and April 30, 2004, respectively. Although certain of the wells covered by the production loans have been producing, the Company has not made any principal payments under the loans. In January and February of 2004, the Company issued the holders of the production loans 100,000 shares of the Company's common stock in return for their forbearance under the production loans until the earlier of the first month following the month in which the Company has positive cash flow or August 1, 2004. The stock issued was recorded at its fair market value of $57,500 and treated as deferred loan cost which was amortized over six months. In December of 2004, the Company reached an agreement with the holders of the loans to increase the interest rate to 6%, begin paying interest monthly on the loans and to convert the accrued interest of $51,503 into principal. Negotiations between the Company and the holders of the loans are being held on further restructuring of the terms of the loans. However, there can be no assurance that any such restructuring will occur.

In December 2000, the Company issued an undivided 10% interest in six wells located in the Mustang Island Field to Old Jersey Oil Ventures, LLC for cash consideration of $1,000,000. The brother of the president of the Company is a principal in Old Jersey Oil Ventures, LLC. Old Jersey Oil Ventures, LLC is entitled to recoup its investment out of future production from the wells in the Mustang Island Field. The transaction was treated, by the Company, as a loan repayable out of production from designated wells for accounting purposes. The production loan began accruing interest on January 1, 2001 at 5.25% and accrued interest on the loan totaled $228,475 and $191,376 at January 31, 2005 and April 30, 2004, respectively. The balance due under the production loan was $934,518 at January 31, 2005 and April 30, 2004. In March, 2004, the Company issued Old Jersey Oil Ventures, LLC 400,000 shares of the Company's common stock in return for forbearance under the production payment until the earlier of the first month following the month in which the Company has positive cash flow or August 1, 2004. The stock issued was recorded at its fair market value of $176,000 and treated as a deferred loan cost which was amortized over five months. Forbearance under the production loan has continued under a verbal agreement between the Company and Old Jersey Oil Ventures, LLC while discussions are being held on restructuring the terms of the loans. However, there can be no assurance that any restructuring will occur.

Note 6. Asset Retirement Obligations

Beginning in fiscal 2004, SFAS No. 143 requires the Company to recognize an estimated liability for the plugging and abandonment of its oil and natural gas wells and associated pipelines, platforms, and equipment. This statement requires the Company to record a liability in the period in which its asset retirement obligation ("ARO") is incurred. Upon initial recognition of the liability, the Company must capitalize a corresponding asset cost equal to the amount of the liability. Upon adoption of SFAS No. 143 the Company recognized (1) a liability for any existing ARO's, (2) corresponding capitalized cost related to the liability, (3) accumulated depletion, depreciation and amortization on that capitalized cost, and (4) a cumulative effect of accounting change.

The estimated liability is based on historical experience in plugging and abandoning wells and associated pipelines, platforms, and equipment, estimated remaining lives of those wells based on reserve estimates and federal and state regulatory requirements. The liability is discounted using an assumed credit-adjusted risk-free rate of 7.5%. Revisions to the liability could occur due to changes in estimates of plugging and abandonment costs, changes in the risk-free rate or remaining lives of the wells, or if federal or state regulators enact new plugging and abandonment requirements. At the time the abandonment cost is incurred, the Company will be required to recognize a gain or loss if the actual costs do not equal the estimated costs included in the ARO.

The adoption of SFAS No. 143 was effective beginning May 1, 2003 and resulted in an adjustment to record (1) an $887,110 ARO, (2) a $736,455 increase in the carrying value of proved properties, (3) a $34,859 increase in accumulated depletion, and (4) a $185,514 one-time cumulative effect of change in accounting principle.

The following table describes all changes to the Company's ARO liability:

	Nine Months Ended January 31, 2005	Nine Months Ended January 31, 2004
Beginning asset retirement obligations	$ 940,337	$ 887,110
Accretion expense	83,493	39,921
Revision of previous estimates	208,287	-
Asset retirement costs incurred	(22,500)	-
Ending asset retirement obligations	$ 1,209,617	$ 927,031

Note 7. Commitments and Contingencies

The Texas Railroad Commission declined a request by the Company for a reduction in bonding requirements which were recently increased by the State of Texas for operators of certain wells located in offshore and bay State of Texas waters. The Company is working on obtaining a bond at this increased level but does not have such bond in place at this time. The Company will request reconsideration by the Texas Railroad Commission of this decision. Until a final decision in this matter, the Company will be allowed to continue its operations under its current bond. Should the Company not be successful in reducing the bond level, or in the alternative obtaining a bond at the increased level, or provide other satisfactory security the Company could outsource offshore operations of the property

In June 2001, the Company entered into a long-term lease for office space with an annual rent of $65,124. Rent expense for the three and nine months ended January 31, 2005 and 2004 was $16,281 and $48,843 and $16,281 and $48,843, respectively. As of January 31, 2005, future minimum lease payments under this lease were as follows:

Fiscal Year Ended April 30,	
2005	$ 16,281
2006	65,124
2007	16,281
Total	$ 97,686

As a member of Mustang Island Gathering, LLC, a Texas limited liability company and pipeline operator, the Company has been required to guarantee a portion of the LLC's bank debt, which is approximately $1.1 million in the aggregate**.** The Company's share of such guarantee is approximately $40,000. Due to positive financial performance of the pipeline, the likelihood that the Company will be required to perform under this guarantee is remote thus no amount is recorded to reflect the obligation under this guarantee.

From time to time, the Company is party to certain legal actions and claims arising in the ordinary course of business. While the outcome of these events cannot be predicted with certainty, management does not expect these matters to have a materially adverse effect on the financial position of the Company.

The operations and financial position of the Company continue to be affected from time to time in varying degrees by domestic and political developments as well as legislation and regulations pertaining to restrictions on oil and natural gas production, natural gas regulation, tax increases, environmental regulations and cancellation of contract rights. Both the likelihood and overall effect of such occurrences on the Company vary greatly and are not predictable.

Note 8. Stockholder's Equity

Preferred Stock

The Company is authorized to issue 3,000 shares of Class A-1 Cumulative Convertible Preferred Stock (Class A-1 Preferred Stock). Class A-1 Preferred Stock was issued for $1,000 per share and is entitled to receive cumulative cash dividends at the annual rate of 8% payable annually in arrears commencing December 1, 2001 when and as declared by the Board of Directors. All shares of Class A-1 Preferred Stock were issued to the Company's secured lender on December 27, 2000 as consideration for a $3,000,000 reduction in the Company's secured indebtedness. On January 16, 2003 all shares of the Class A-1 Preferred Stock, and accrued and unpaid dividends in the amount of $510,000 were converted into 2,361,439 shares of the Company's common stock. On August 8, 2003, the Company completed a transaction with Wachovia Bank whereby the Company acquired all of the bank's holdings in VTEX Energy, Inc. securities, which consisted of 2,369,033 shares of the Company's common stock, and received cancellation of a

$250,000 note payable to the bank in return for a payment of $50,000 and warrants to purchase up to 250,000 shares of the Company's common stock at $0.10 per share until August 8, 2006. The warrants were valued at $200,000, which approximates their fair value using the Black-Scholes option pricing model. These warrants were recorded as additional paid in capital.

The Company is authorized to issue 500,000 shares of Class AA-1 Cumulative Convertible Preferred Stock (Class AA-1 Preferred Stock). Class AA-1 Preferred Stock has a par value of $0.01 per share and is entitled to receive cumulative dividends at the rate of 10% payable annually in shares of Class AA-1 Preferred Stock (or 39,588 shares) when and as declared by the Board of Directors. At January 31, 2005, no dividends have been declared. All shares of Class AA-1 Preferred Stock were issued to holders of judgment liens against the Company, in the amount of $395,879, on April 15, 2004 and remain outstanding. The holders of the Class AA-1 Preferred Stock are, upon the liquidation of the Company, entitled to receive $1.00 per share. Alternatively, and at the sole option of the holders, the holders of the Class AA-1 Preferred Stock, upon the liquidation of the Company, may retain the rights provided under the original judgment liens. The Class AA-1 Preferred Stock is redeemable in whole or in part at any time, at the option of the Company, at $1.00 per share. The holders of the Class AA-1 Preferred Stock are entitled to a 20 day written notice of the Company's intent to redeem and the opportunity to convert the Class AA-1 Preferred Stock into common stock of the Company. The Class AA-1 Preferred Stock is convertible by the holder into common stock of the Company at any time. Each share of Class AA-1 Preferred Stock is convertible into one share of the Company's common stock, adjusted for stock dividends and stock splits. The holders of Class AA-1 Preferred Stock have no voting rights except as expressly required by Nevada law. The Class AA-1 Preferred Stock is senior to all other series of preferred stock and all of the Company's common stock.

The Company is authorized to issue 500,000 shares of Class B Preferred Stock, par value $0.001 per share. The holders of Class B Preferred Stock are not entitled to receive any dividends. As of January 31, 2005 and April 30, 2004, 500,000 shares of the Class B Preferred Stock were issued and outstanding. The Class B Preferred Stock is redeemable in whole, but not in part, at the option of the Company by resolution of the Company's Board of Directors at anytime at $1.00 per share. Each share of Class B Preferred Stock has voting rights equal to 100 shares of the Company's common stock. The holders of Class B shares are entitled to elect at least two directors to the Board of Directors of the Company. The holders of Class B Preferred Stock voting as a class will have the right to remove without cause at any time and replace any director such holders have elected.

Common Stock

The Company has 150,000,000 shares of authorized $0.001 par value common stock, of which 7,540,489 and 5,848,681 shares were issued and outstanding at January 31, 2005 and April 30, 2004, respectively.

During the nine months ended January 31, 2005, the Company issued 579,999 shares of its common stock having a fair value of $220,350 for services and 50,000 shares of the Company's common stock having a fair value of $13,743 to settle outstanding accounts payable.

During the nine months ended January 31, 2005, the Company issued 432,500 shares of its common stock having a fair value of $221,125 to investors under the terms of notes payable. In addition, the Company is obligated to issue an additional 80,000 shares of its common stock to investors under the terms of notes payable. The unissued common stock has a fair value of $40,800 which has been accrued as a liability.

During the nine months ended January 31, 2005, the Company issued 100,000 shares of its common stock having a fair value of $49,000 to a private investor as consideration for providing a guarantee on its line of credit with a bank.

During the nine months ended January 31, 2005, the Company issued 43,750 shares of its common stock having a fair value of $15,313 to investors in order to extend the due dates of notes payable.

Stock Options and Warrants

The Company has granted options to certain key employees to purchase 69,336 shares of the Company's common stock at purchase prices ranging from $4.50 to $6.90 per share. These options expire on dates ranging from August 25, 2005 to March 1, 2006 and are non-transferable. The options, which were issued at a price equal to or exceeding the market value of the underlying stock on the date of the grant, are not intended to qualify as incentive stock options under Internal Revenue Code Section 422. The Company follows the provisions of SFAS No. 123 recording the fair value of common stock options on the date of grant using a Black Scholes option pricing model. The amounts are charged to expense over the vesting period, which is usually the service period.

In August 2003 the Company issued warrants to the former holder of its line of credit to purchase 250,000 shares of the Company's common stock at a purchase price of $0.10 per share. The warrants expire on August 8, 2006 and are transferable.

During the nine months ended January 31, 2005, the Company issued warrants to purchase 190,000 shares of its common stock at $0.50 per share to investors under the terms of notes payable. The warrants had a fair value of $90,500 and expire on dates ranging from June 18, 2006 to November 22, 2006.

Stock Appreciation Rights

On December 5, 2003, the Company granted stock appreciation rights on 1,000,000 shares of the Company's common stock to a former officer and director of the Company in exchange for the cancellation of $503,975 in debt. Such debt consisted of $397,092 in advances made to the Company and $106,883 in accrued salary. The stock appreciation rights are fully vested, have a grant price of $0.10 per share and expire on December 5, 2013. The exercise price of the stock appreciation rights is equal to the average of the means between the high and low trading prices of the Company's common stock for the ten consecutive trading days immediately preceding the date of exercise. Upon the exercise of the stock appreciation rights, the grantee is due the difference between the exercise price and the grant price multiplied by the number of stock appreciation rights being exercised. The Company, at its sole option, may elect to pay the grantee in shares of the Company's common stock valued at the exercise price. The stock appreciation rights were valued at $240,000, on the date of grant, using the Black-Scholes option pricing model. The difference between the value of the stock appreciation rights and the debt cancelled has been recorded as a contribution of capital. During the nine months ended January 31, 2005, the grantee has exercised 652,833 stock appreciation rights receiving 528,653 shares of the Company's common stock in lieu of cash settlement. As of January 31, 2005, there remains no stock appreciation rights to be exercised. The Company has elected to pay all of the stock appreciation rights by the issuance of the Company's common stock. The Company also issued an additional 56,906 shares of common stock with a fair value of $28,453 to the grantee as consideration for services.

Note 9. Related Party Transactions

From time to time, officers, directors and shareholders of the Company make unsecured advances to the Company and receive advances from the Company. The Company made repayments of such advances in the amount of $7,500 and $30,000 during the nine months ended January 31, 2005 and 2004, respectively. The balance of advances from related parties was $244,906 and $252,406 at January 31, 2005 and April 30, 2004, respectively. Additionally, during the nine months ended January 31, 2005, the Company received repayment of advances to related parties of $35,000 and made advances to related parties of $170,155. During the nine months ended January 31, 2005, advances to a related party of $92,655 was utilized to reimburse travel costs and was charged to expense.

The Company is obligated under a line of credit to an entity controlled by the brother of the Company's president. At January 31, 2005 and April 30, 2004, the balance due under line of credit was $1,839,143. The line of credit bears interest at the rate of 7.5% and was due on January 31, 2005. Accrued interest on the loan totaled $353,069 and $248,767 at January 31, 2005 and April 30, 2004, respectively. The Company is currently negotiating with the lender to restructure the terms of the note and extend the maturity date. However, there can be no assurance that such a restructuring will occur, or that its terms will be favorable to the Company.

The Company is obligated under a production payment to an entity whose principal is the brother of the Company's president. At January 31, 2005 and April 30, 2004, the balance due under such production payment was $934,518. Such production loan began accruing interest on January 1, 2001 at 5.25%. Accrued interest on the loan totaled $228,475 and $191,376 at January 31, 2005 and April 30, 2004, respectively.

In March, 2004, the Company issued a $150,000 note payable to Mustang Island Gathering, LLC for indemnification of litigation settlement costs. Mustang Island Gathering, LLC purchases the natural gas produced from the Company's Mustang Island property, and the Company is an approximate 10% owner in the LLC. The note is payable in monthly installments, with interest at 4.5%, at the rate of $0.03 per MCF of natural gas purchased, beginning with April 2004 production. The balance due under the note was $102,127 and $150,000 at January 31, 2005 and April 30, 2004, respectively.

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

The following is management's discussion and analysis of significant factors that have affected certain aspects of our financial position and operating results during the periods included in the accompanying unaudited condensed consolidated financial statements. This discussion should be read in conjunction with the accompanying unaudited condensed consolidated financial statements included elsewhere in this Form 10-QSB and with Management's Discussion and Analysis of Financial Condition and Results of Operations and our audited consolidated financial statements included in our annual report on Form 10-KSB/A for the year ended April 30, 2004.

Forward-Looking Statements

The statements contained in all parts of this document, including, but not limited to, those relating to our outlook, including any expectations regarding increases in our liquidity or available credit, our ability to access the capital markets to raise additional capital, our drilling plans, capital expenditures, future capabilities, the sufficiency of capital resources and liquidity to support working capital and capital expenditure requirements, reinvestment of cash flows, use of NOLs, tax rates, the outcome of litigation and audits, and any other statements regarding future operations, financial results, business plans, sources of liquidity and cash needs and other statements that are not historical facts are forward looking statements. When used in this document, the words "anticipate," "estimate," "expect," "may," "project," "believe," "budgeted," "intend," "plan," "potential," "forecast," "might," "predict," "should" and similar expressions are intended to be among the statements that identify forward looking statements. Such statements involve risks and uncertainties, including, but not limited to, those relating to the results of and our dependence on our exploratory and development drilling activities, the volatility of oil and natural gas prices, the need to replace reserves depleted by production, operating risks of oil and natural gas operations, our dependence on key personnel, our reliance on technological development and possible obsolescence of the technology currently used by us, the significant capital requirements of our exploration and development and technology development programs, the potential impact of government regulations and liability for environmental matters, results of litigation and audits, expansion of our capital budgets, our ability to manage our growth and achieve our business strategy, competition from larger oil and natural gas companies, the uncertainty of reserve information and future net revenue estimates, property acquisition risks and other factors detailed in this Form 10QSB for the quarterly period ended January 31, 2005 and in our Form 10-KSB/A for the year ended April 30, 2004 and other filings with the SEC ("SEC"). Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated. All subsequent written and oral forward-looking statements attributable to the Company or the persons acting on its behalf are expressly qualified in their entirety by the reference to these risks and uncertainties.

General Overview

VTEX Energy, Inc., a Nevada corporation (the "Company"), is an independent oil and natural gas company engaged in acquiring, exploiting, developing and operating oil and natural gas properties, with a focus on Texas and Louisiana. The Company has one wholly owned subsidiary, Vector Exploration, Inc., and is headquartered in Houston, Texas.

The Company was incorporated under the laws of the State of Texas on June 18, 1998 as Vector Energy Corporation ("Vector") which was a wholly owned subsidiary of Sunburst Acquisitions II, Inc. ("Sunburst"). Vector was formed for the purpose of completing a reverse merger with Sunburst in order to change Sunburst's name to Vector Energy Corporation and its state of incorporation from Colorado to Texas. This merger was completed on June 19, 1998. Effective November 15, 2002, the Company was reincorporated in Nevada. The reincorporation was effected by the merger of Vector with and into a newly created, wholly owned subsidiary, VTEX Energy, Inc., a Nevada Corporation, which became the surviving entity (the "Company").

From its inception through March 2000, the Company consummated a series of oil and natural gas property acquisitions in Texas, Louisiana and Oklahoma. These acquisitions were funded primarily through the issuance of the Company's stock and the Company's assumption of debt and other liabilities. The properties acquired were a combination of producing properties and properties considered to have future development potential.

A lack of working capital and the service requirements of the debt assumed by the Company in its acquisitions prevented the Company from fully developing the properties it had acquired. Accordingly, the Company identified those properties that had the most potential for future development, and beginning in July 2002 began selling its non core non strategic oil and natural gas properties. The proceeds from the property sales allowed the Company to reduce and restructure its debt, while retaining enough capital to begin development of the properties retained.

The estimated proved oil and natural gas reserves of the Company at April 30, 2004 were 84,000 barrels of crude oil and condensate and 15,516,000 Mcf (thousand cubic feet) of natural gas of which 69,000 barrels of oil and 14,872,000 Mcf of natural gas relate to properties that are not currently producing. It is expected that a majority of these properties can be brought on-line after conducting workovers, recompletions or offset drilling. These reserves (producing and non-producing) have an estimated $44 million in future net cash flow, discounted at 10%, and are all considered to be proved developed. The Company's reserves are located in two fields, Bateman Lake and Mustang Island 818-L.

Field	Location	Percent of April 30, 2004 Estimated Future Net Cash Flows Discounted at 10%	Percent of Revenue Nine Months Ended January 31, 2005	Percent of Revenue Nine Months Ended January 31, 2004
Bateman Lake	St. Mary Parish, Louisiana	66.62%	18.50%	20.66%
Mustang Island 818-L	State Waters Offshore Texas	33.38%	81.50%	53.71%
Properties Sold	Various	-	-	25.63%

Results of Operations

Three Months Ended January 31, 2005 Compared to Three Months Ended January 31, 2004

Oil and natural gas revenues for the three months ended January 31, 2005 decreased 46% to $140,362, compared to $258,363 for the same period in fiscal 2004. Production volumes for natural gas during the three months ended January 31, 2005 decreased 49%, to 20,421 Mcf, compared to 39,670 Mcf for the three months ended January 31, 2004. Average natural gas prices for the three months ended January 31, 2005 increased 33% to $6.87 per Mcf, compared to $5.16 per Mcf for the same period in fiscal 2004. Production volumes for oil for the three months ended January 31, 2005 decreased 100% from 1,867 barrels produced during the three months ended January 31, 2004. Average oil prices for the three months ended January 31, 2004 were $28.78 per barrel. The decrease in oil and natural gas production was primarily due to declines in production from the main oil producing well at the Bateman Lake Field, which was partially offset by the increase in natural gas prices.

The following table summarizes production volumes, average sales prices and operating revenues for the Company's oil and natural gas operations for the three months ended January 31, 2005 and 2004.

	Quarter Ended January 31,		2005 Period Compared to 2004 Period	
	2005	2004	Increase (Decrease)	% Increase (Decrease)
Production volumes -				
Oil (Bbls)	-	1,867	(1,867)	(100%)
Natural Gas (Mcf)	20,421	39,670	(19,249)	(49%)
Average sales prices -				
Oil (per Bbl)	$ -	$ 28.78	$ (28.78)	(100%)
Natural gas (per Mcf)	6.87	5.16	1.71	33%
Operating revenue				
Oil	$ -	$ 53,739	$ (53,739)	(100%)
Natural gas	140,362	204,624	(64,262)	(31%)
	$ 140,362	$ 258,363	$ (118,001)	(46%)

Production expenses for the three months ended January 31, 2005 decreased 16% to $146,791 compared to $174,299 for the same period in fiscal 2004. Production expense per equivalent unit increased to $7.20 per Mcfe for the three months ended January 31, 2005 compared to $3.45 in the same period in fiscal 2004. This increase in production expense per Mcfe is caused by the effect of fixed lease operating expenses combined with a significant decrease in production volumes.

Depletion expense decreased from $85,930 for the three months ended January 31, 2004 to $21,701 for the three months ended January 31, 2005. This 75% decrease was primarily due to a 60% decrease in Mcfe production volumes and a positive revision in reserve volume estimates since April 30, 2003 which decreased the depletion rate on an Mcfe basis.

General and Administrative expenses for the three months ended January 31, 2005 increased by $579,031 to $769,216 compared to $190,185 for the three months ended January 31, 2004. The increase was primarily due to the value of warrants issued for an option to purchase oil and natural gas properties of $215,000 and deferred offering costs of $156,744, both of which were expensed in the third quarter of fiscal 2005. Contract services incurred by the Company increased from $62,699 for the three months ended January 31, 2004 to $213,479 for the three months ended January 31, 2005.

Accretion expense for the three months ended January 31, 2005 increased by $5,536 to $18,843 compared to $13,307 for the three months ended January 31, 2004. This increase was due to the normal compound effect of the discount factor.

Interest expense for the three months ended January 31, 2005 increased by 267% to $193,324 from $52,435 for the same period in fiscal 2004. The increase was due primarily to the addition of a $250,000 line of credit with a bank in April 2004 and the addition of $950,000 in notes payable to investors during the current fiscal year. In addition, included in interest expense for the three months ended January 31, 2005 is $110,782 in amortization of debt discount. There was no comparable amount in 2004.

Nine Months Ended January 31, 2005 Compared to Nine Months Ended January 31, 2004

Oil and natural gas revenues for the nine months ended January 31, 2005 decreased 8% to $891,548, compared to $971,077 for the same period in fiscal 2004. Production volumes for natural gas during the nine months ended January 31, 2004 decreased 4%, to 135,882 Mcf, compared to 142,064 Mcf for the nine months ended January 31, 2004. Average natural gas prices for the nine months ended January 31, 2005 increased 18% to $6.14 per Mcf, compared to $5.19 per Mcf for the same period in fiscal 2004. Production volumes for oil for the nine months ended January 31, 2005 decreased 80% to 1,628 barrels compared to 8,128 barrels in the same period in fiscal 2004. The decrease in oil production was primarily due to declines in production from the main oil producing well at the Bateman Lake Field. Average oil prices for the nine months ended January 31, 2005 increased 23% to $35.21 per barrel, compared to $28.71 per barrel for the same period in fiscal 2004.

The following table summarizes production volumes, average sales prices and operating revenues for the Company's oil and natural gas operations for the nine months ended January 31, 2005 and 2004.

	Nine Months Ended January 31,		2005 Period Compared to 2004 Period	
	2005	2004	Increase (Decrease)	% Increase (Decrease)
Production volumes -				
Oil (Bbls)	1,628	8,128	(6,500)	(80%)
Natural Gas (Mcf)	135,882	142,064	(6,182)	(4%)
Average sales prices -				
Oil (per Bbl)	$ 35.21	$ 28.71	$ 6.50	23%
Natural gas (per Mcf)	6.14	5.19	0.95	18%
Operating revenue				
Oil	$ 57,321	$ 233,324	$ (176,003)	(75%)
Natural gas	834,227	737,753	96,474	13%
	$ 891,548	$ 971,077	$ (79,529)	(8%)

Production expenses for the nine months ended January 31, 2005 decreased 13% to $475,875, compared to $545,567for the same period in fiscal 2004. Production expense per equivalent unit increased by 14% to $3.27 per Mcfe for the nine months ended January 31, 2005 compared to $2.86 in the same period in fiscal 2004.

Depletion expense decreased from $176,923 for the nine months ended January 31, 2004 to $152,216 for the nine months ended January 31, 2005. This 14% decrease was primarily due to a 24% decrease in Mcfe production volumes partially offset by an increase in the depletion rate per Mcfe.

General and Administrative expenses for the nine months ended January 31, 2005 increased by $695,797 to $1,519,953 compared to $824,156 for the nine months ended January 31, 2004. The increase was primarily due to the value of warrants issued for an option to purchase oil and natural gas properties of $215,000 and deferred offering costs of $156,744, both of which were expensed in the third quarter of fiscal 2005. In addition during the nine months ended January 31, 2005, the Company incurred $149,406 in travel costs relating to fund raising efforts and $35,961 in costs to a vendor associated with the settlement of a dispute over past due accounts payable. These increases were partially offset by a reduction in contract services incurred by the Company which decreased by $87,493 during the nine months ended January 31, 2005. To conserve cash the Company paid $220,350 and $366,767 of consulting expense by the issuance of common stock for the nine months ended January 31, 2005 and 2004, respectively.

Accretion expense for the nine months ended January 31, 2005 increased by $43,572 to $83,493 compared to $39,921 for the nine months ended January 31, 2004. This increase was primarily due to a revision in the asset retirement obligation which resulted in a charge to expense of $27,997 during the nine months ended January 31, 2005.

Interest expense for the nine months ended January 31, 2005 increased by 127% to $367,546 from $161,740 for the same period in fiscal 2004. The increase was due primarily to the addition of a $250,000 line of credit with a bank in April 2004 and the addition of $950,000 in notes payable to investors during the current fiscal year. In addition, included in interest expense for the nine months ended January 31, 2005 is $152,052 in amortization of debt discount. There is no comparable amount in 2004.

We adopted SFAS No. 143 effective May 1, 2003 and recorded a cumulative effect of change in accounting principle of $185,514 during the nine months ended January 31, 2004.

Financial Condition and Capital Resources

Since its inception, the Company has suffered recurring losses from operations and has been dependent on existing stockholders and new investors to provide the cash resources to sustain its operations. During the nine months ended January 31, 2005 and 2004, the Company reported losses of approximately $1,679,000 and $962,000, respectively. The Company's continuing negative operating results have produced a working capital deficit of approximately $7,247,000 at January 31, 2005. These factors raise substantial doubt about the Company's ability to continue as a going concern. The Company's long-term viability as a going concern is dependent upon the Company's ability to obtain sources of outside financing to support near term operations and to allow the Company to make strategic investments in new oil and natural gas prospects which will provide the Company the ability to increase profitability and sustain a cash flow level that will ensure support for continuing operations.

For the past nine months, the Company's oil and natural gas revenues have been sufficient to satisfy its oil and natural gas operating expenses and general and administrative expenses. The Company has funded the development of its oil and natural gas properties through additional borrowings under its line of credit and through short term investor notes. Additional equity funding will be required in the near term to meet the capital needs of the Company. The Company is evaluating various financing alternatives such as the issuance of debt, private placements of its common and preferred stock, sales of undivided interests in some of its oil and natural gas properties and joint ventures with industry partners. There is no guarantee that the Company will be successful in obtaining such financing, or that the terms of any financing obtained will be on terms favorable to the Company. Any inability of the Company to raise additional capital will limit the development of most of its oil and natural gas properties and may prevent the Company from meeting its cash requirements. If the wells which are currently being brought into production through development and workovers perform as expected additional cash flows may be available; however, there is no assurance that such cash flows will in fact be available or that the wells will, in fact, perform as expected. In the absence of such well performance or financing, the company will not be able to meet its financial obligations.

The Texas Railroad Commission declined a request by the Company for a reduction in bonding requirements which were recently increased by the State of Texas for operators of certain wells located in offshore and bay State of Texas waters. The Company is working on obtaining a bond at this increased level but does not have such bond in place at this time. The Company will request reconsideration by the Texas Railroad Commission of this decision. Until a final decision in this matter, the Company will be allowed to continue its operations under its current bond. Should the Company not be successful in reducing the bond level, or in the alternative obtaining a bond at the increased level, or provide other satisfactory security the Company could outsource offshore operations of the property

The Company is currently negotiating with many of the vendors for which accounts payable were assumed in prior asset acquisition transactions, and believes that a significant portion of these payables can be satisfied through the issuance of common stock.

Financing Arrangements

The Company has a $10.0 million revolving credit line with an entity controlled by the brother of the Company's president. However, the borrowing base under the revolving credit line is $1,839,143 at January 31, 2005, which is equal to the outstanding balance. The borrowing base cannot be increased without the consent of the lender. This principal balance plus unpaid interest was due at maturity on January 31, 2005. The Company is currently negotiating with the lender to restructure the terms of the note and extend the maturity date. However, there can be no assurance that such a restructuring will occur, or that its terms will be favorable to the Company. The Company also has a $250,000 line of credit with a bank. The outstanding balance under this line of credit is $246,537 at January 31, 2005, and is due upon demand.

The Company has outstanding production payments in the amount of $1,240,021 at January 31, 2005. The holders of such production payments have agreed to a temporary forbearance of the Company's obligation. If such forbearance is not continued, the Company will be required to remit the revenue from a substantial portion of the Company's production.

From time to time the Company incurs notes payable to settle outstanding accounts payable and other liabilities, finance expenditures and generate working capital. The balances of such notes payable were $956,929 and $306,092 at January 31, 2005 and April 30, 2004, respectively.

As a member of Mustang Island Gathering, LLC (the "LLC"), a Texas limited liability company and pipeline operator, the Company has been required to guarantee a portion of the LLC's bank debt, which is approximately $1.1 million in the aggregate**.** The Company's share of such guarantee is approximately $40,000. Due to the financial performance of the pipeline, the likelihood that the Company will be required to perform under this guarantee is remote thus no amount is recorded to reflect the obligation under this guarantee.

Net Cash Provided by Operating Activities

Cash flows provided by operating activities were $569,678 for the nine months ended January 31, 2005 as compared to $191,216 for the nine months ended January 31, 2004. This increase was primarily due to the Company deferring payment of operating costs and the issuance of common stock and warrants in lieu of settling obligations with cash.

Net Cash Used in Investing Activities

Cash flows used in investing activities increased to $1,521,842 for the nine months ended January 31, 2005 from $187,326 for the nine months ended January 31, 2004. This increase was due primarily to $1,428,173 in oil and natural gas capital expenditures incurred related to workovers and a recompletion performed on three wells in the Bateman Lake field.

Net Cash Provided by Financing Activities

Net cash flows provided by financing activities totaled $863,678 for the nine months ended January 31, 2005 primarily from borrowings under a new line of credit from a bank and notes payable to investors totaling $1,002,500 offset by offering costs incurred of $156,774 as a result of a private placement that we elected to not complete. Net cash provided from financing activities totaled $48,539 for the nine months ended January 31, 2004 primarily from the sales of the Company's common stock totaling $63,750 offset by the net repayments of debt totaling $15,211.

Critical Accounting Policies

The following summarizes several of our critical accounting policies:

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ from these estimates. The use of these estimates significantly affects natural gas and oil properties through depletion and the full cost ceiling test, as discussed in more detail below.

Oil and Natural Gas Properties

We account for investments in natural gas and oil properties using the full-cost method of accounting. All costs directly associated with the acquisition, exploration and development of natural gas and oil properties are capitalized. These costs include lease acquisitions, seismic surveys, and drilling and completion equipment. We expense maintenance and repairs as they are incurred.

We amortize natural gas and oil properties based on the unit-of-production method using estimates of proved reserve quantities. The amortizable base includes estimated future development costs and, where significant, dismantlement, restoration and abandonment costs, net of estimated salvage values. The depletion rates per Mcfe for the three and nine months ended January 31, 2005 and 2004 were $1.06 and $1.05 and $1.69 and $0.93, respectively.

We account for dispositions of natural gas and oil properties as adjustments to capitalized costs with no gain or loss recognized, unless such adjustments would significantly alter the relationship between capitalized costs and proved reserves. We have not had any transactions that significantly alter that relationship.

The net capitalized costs of proved oil and natural gas properties are subject to a "ceiling test" which limits such costs to the estimated present value, discounted at a 10% interest rate, of future net revenues from proved reserves, based on current economic and operating conditions. If net capitalized costs exceed this limit, the excess is charged to operations through depletion, depreciation and amortization.

Oil and Natural Gas Reserve Estimates

The reserve data included in this document for the fiscal year ended April 30, 2004 and thereafter are estimates prepared by D. Raymond Perry, Jr., Independent Petroleum Engineer. Reserve engineering is a subjective process of estimating underground accumulations of hydrocarbons that cannot be measured in an exact manner. The process relies on interpretation of available geologic, geophysical, engineering and production data. The extent, quality and reliability of this data can vary. The process also requires certain economic assumptions regarding drilling and operating expense, capital expenditures, taxes and availability of funds. The SEC mandates some of these assumptions such as oil and natural gas prices and the present value discount rate.

You should not assume that the present value of future net cash flows is the current market value of our estimated proved reserves. In accordance with SEC requirements, we based the estimated discounted future net cash flows from proved reserves on prices and costs on the date of the estimate.

Our rate of recording depreciation, depletion and amortization expense for proved properties depends on our estimate of proved reserves. If these reserve estimates decline, the rate at which we record these expenses will increase.

Asset Retirement Obligations

The Company records a liability for legal obligations associated with the retirement of tangible long-lived assets in the period in which they are incurred in accordance with SFAS No. 143, "Accounting for Asset Retirement Obligations." The Company adopted this policy effective May 1, 2003, using a cumulative effect approach to recognize transition amounts for asset retirement obligations, asset retirement costs and accumulated accretion and depletion. Under this method, when liabilities for dismantlement and abandonment costs, excluding salvage values, are initially recorded, the carrying amount of the related oil and natural gas properties are increased. Accretion of the liability is recognized each period using the interest method of allocation, and the capitalized cost is depleted over the useful life of the related asset.

Contingencies

Liabilities and other contingencies are recognized upon determination of an exposure, which when analyzed indicates that it is both probable that an asset has been impaired or that a liability has been incurred and that the amount of such loss is reasonably estimable.

Volatility of Oil and Natural Gas Prices

Our revenues, future rate of growth, results of operations, financial condition and ability to borrow funds or obtain additional capital, as well as the carrying value of our properties, are substantially dependent upon prevailing prices of oil and natural gas.

Acquisition of Oil and Natural Gas Properties

On July 13, 2004, the Company entered into an option with CLK Energy, Inc. ("CLK"). Under the option, the Company had the right to purchase from CLK 50% of their interest in the Bayou Choctaw Field, located in the Iberville and West Baton Rouge Parishes of Louisiana for $1,250,000 and the assumption of a production payment of $1,500,000 payable contingent upon reaching 110% of payout of the Company's investment. Under the terms of the option, CLK was issued warrants to purchase 500,000 shares of the Company's common stock at an exercise price of $0.50 per share. Such warrants had a fair value of $215,000 which was originally recorded as a noncurrent asset which when expired was charged to expense during the quarter ended January 31, 2005. To fund this potential acquisition, the Company was simultaneously in the process of raising capital through a private placement memorandum. The Company incurred offering costs totaling $156,744 relating to this private placement memorandum which was capitalized as deferred offering costs. Due to the Company not exercising its option to purchase from CLK its 50% interest in the Bayou Choctaw Field the private placement memorandum was abandoned and the deferred offering costs were charged to expense during the quarter ended January 31, 2005.

Item 3. Controls and Procedures

In accordance with Exchange Act Rules 13a-15 and 15d-15, we carried out an evaluation, under the supervision and with the participation of management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, except as provided below, our disclosure controls and procedures were effective as of January 31, 2005 to provide reasonable assurance that information required to be disclosed in our reports filed or submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

During the course of conducting the January 31, 2005 review of the financial statements, several accounting adjustments were identified that individually and in the aggregate were not material. However, these accounting adjustments are an indication of significant deficiencies in our internal control. Management has implemented additional procedures to assess operational activities so they can be accounted for accurately in a timely manner.

There has been no change in our internal controls over financial reporting that occurred during the nine months ended January 31, 2005 that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

The Company is involved from time to time in various claims, lawsuits and administrative proceedings incidental to its business. In the opinion of management, the ultimate liability, if any, will not have a materially adverse effect on the financial condition or results of operations of the Company

Item 2. Changes in Securities and Use of Proceeds

In May 2004, the Company issued 50,000 shares of its common stock to Samuel M. Skipper in return for the assumption of $13,743 of the Company's accounts payable.

In May and June of 2004, the Company issued a total of 50,000 shares of its common stock to Arcoa Advisors, LLC in exchange for services valued at $28,250.

In May, July and September of 2004, the Company issued a total of 528,653 shares of its common stock to Samuel M. Skipper under its Stock Appreciation Rights Plan.

In June and December of 2004, the Company issued 196,666 shares of its common stock to Marshall Smith in exchange for services valued at $75,433.

In September of 2004, the Company issued a total of 56,906 shares of its common stock to Samuel M. Skipper as consideration for services valued at $28,453.

In October 2004, the Company issued 100,000 shares of its common stock to the Bargus Partnership as consideration under the terms of a loan agreement.

In October 2004, the Company issued 60,000 shares of its common stock to W. Douglas Moreland as consideration under the terms of a loan agreement.

In October 2004, the Company issued 100,000 shares of its common stock to W. Ray Nesbitt as consideration for a loan guarantee.

In December 2004, the Company issued 5,000 shares of its common stock to Larry Gussman as consideration under the terms of a loan extension agreement.

In December 2004, the Company issued 5,000 shares of its common stock to the Carl Hannah Corporation as consideration under the terms of a loan extension agreement.

In December 2004, the Company issued 5,000 shares of its common stock to Ben Louviere as consideration under the terms of a loan extension agreement.

In December 2004, the Company issued 5,000 shares of its common stock to the Talisman Production Company, Inc. as consideration under the terms of a loan extension agreement.

In December 2004, the Company issued 3,750 shares of its common stock to Ned Fowler as consideration under the terms of a loan extension agreement.

In December 2004, the Company issued 10,000 shares of its common stock to Robert J. LeBlanc as consideration under the terms of a loan agreement.

In December 2004, the Company issued 10,000 shares of its common stock to Giovanni Muccicciaro as consideration under the terms of a loan agreement.

In December 2004, the Company issued 112,500 shares of its common stock to Star Investments, Ltd. as consideration under the terms of loan agreements.

In December 2004, the Company issued 40,000 shares of its common stock to Select Properties, Ltd. as consideration under the terms of a loan agreement.

In December 2004, the Company issued 20,000 shares of its common stock to Daniel Murphy as consideration under the terms of a loan agreement.

In December 2004, the Company issued 166,666 shares of its common stock to W. Ray Nesbitt in exchange for services valued at $58,333.

In December 2004, the Company issued 166,667 shares of its common stock to Wynden Energy, Inc. in exchange for services valued at $58,333.

In each of the aforementioned cases, the Company issued the shares of its common stock in reliance upon the exemption from registration under Section 4(2) of the Securities Act of 1933, as amended. The Company did not engage any underwriters in connection with their issuances.

Item 3. Defaults Upon Senior Securities

The Company has a $10.0 million revolving credit line with an entity controlled by the brother of the Company's president. The borrowing base under this revolving credit line is $1,839,143 at January 31, 2005, which is equal to the outstanding balance and cannot be increased without the consent of the lender. The line of credit is secured by all of the Company's oil and natural gas properties and bears interest at the rate of 7.5%. Accrued interest on the line of credit totaled $353,069 at January 31, 2005 and is currently due on demand. Under the currently scheduled reductions in the borrowing base, the principal balance and unpaid interest was due at maturity on January 31, 2005. The Company is currently negotiating with the lender to restructure the terms of the note and extend the maturity date. However, there can be no assurance that such a restructuring will occur, or that its terms will be favorable to the Company.

Item 4. Submission of Matters to a Vote of Security Holders

None

Item 5. Other Information

None

Item 6. Exhibits and Reports on Form 8-K

(a) Additional Exhibits

Exhibit 31.1 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 31.2 Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

Exhibit 32.1 Certifications of the Chief Executive Officer and President and Chief Financial Officer of the Company, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

The Company filed a Current Report on Form 8-K on November 1, 2004 announcing an extension of the option agreement with CLK.

The Company filed a Current Report on Form 8-K on November 23, 2004 announcing an extension of the option agreement with CLK.

The Company filed a Current Report on Form 8-K on December 1, 2004 announcing an extension of the option agreement with CLK.

The Company filed a Current Report on Form 8-K on December 15, 2004 announcing its intention not to exercise the option agreement with CLK.

The Company filed a Current Report on Form 8-K on January 3, 2005 announcing its unregistered sales of equity securities.

The Company filed a Current Report on Form 8-K on January 20, 2005 announcing a definitive agreement with ARCOA Oil & Gas, Inc..

SIGNATURES

In accordance with the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

VTEX Energy, Inc.
(Registrant)

By */S/* Stephen F. Noser
Stephen F. Noser
President
Principal Executive Officer
Date: April 14, 2005

By */S/* Randal B. McDonald, Jr.
Randal B. McDonald, Jr.
Chief Financial Officer
Principal Financial and Accounting Officer
Date: April 14, 2005

Exhibit 31.1

CERTIFICATIONS
Chief Executive Officer

I, Stephen F. Noser, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of VTEX Energy, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and have:

    a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b) Omitted

    c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

    a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

    b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 14, 2005 By: /s/ Stephen F. Noser
Stephen F. Noser
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS
Chief Financial Officer

I, Randal B. McDonald, Jr., certify that:

1. I have reviewed this quarterly report on Form 10-QSB of VTEX Energy, Inc.;

2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e) for the small business issuer and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Omitted

   c) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: April 14, 2005 By: /s/ Randal B. McDonald, Jr.
Randal B. McDonald, Jr.
Chief Financial Officer

Exhibit 32.1

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

In connection with the Quarterly Report of VTEX Energy, Inc. (the "Company") on Form 10-QSB for the period ending January 31, 2005 (the "Report"), I, Stephen F. Noser, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1) The Report fully complies with the requirement of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the Company's financial position and results of operations.

/s/Stephen F. Noser
Stephen F. Noser
Chief Executive Officer
April 14, 2005

Exhibit 32.2

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

In connection with the Quarterly Report of VTEX Energy, Inc. (the "Company") on Form 10-QSB for the period ending January 31, 2005 (the "Report"), I, Randal B. McDonald, Jr., Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1) The Report fully complies with the requirement of Section 13(a) or 15 (d) of the Securities Exchange Act of 1934; and

2) The information contained in the Report fairly presents, in all material respects, the Company's financial position and results of operations.

/s/Randal B. McDonald, Jr.
Randal B. McDonald, Jr.
Chief Financial Officer
April 14, 2005