

BEDFORD SCOTT  
Form 3  
November 21, 2008

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â PENINSULA MASTER FUND, LTD

(Last) (First) (Middle)

C/O PENINSULA CAPITAL MANAGEMENT, LP, Â 235 PINE STREET, SUITE 1600

(Street)

SAN FRANCISCO, Â CA Â 94104

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
10/27/2008

3. Issuer Name and Ticker or Trading Symbol  
EVOLUTION PETROLEUM CORP [EVP]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_ Form filed by One Reporting Person  
\_X\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	2,727,400 <sup>(1)</sup>	D	Â
Common Stock	2,727,400 <sup>(2)</sup>	I	By Peninsula Master Fund, Ltd.
Common Stock	1,969,510 <sup>(3)</sup>	I	Footnote <sup>(3)</sup>

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PENINSULA MASTER FUND, LTD C/O PENINSULA CAPITAL MANAGEMENT, LP 235 PINE STREET, SUITE 1600 SAN FRANCISCO, CA 94104	^	^ X	^	^
PENINSULA CAPITAL MANAGEMENT, LP 235 PINE STREET SUITE 1600 SAN FRANCISCO, CA 94104	^	^ X	^	^
BEDFORD SCOTT 235 PINE STREET SUITE 1600 SAN FRANCISCO, CA 94104	^	^ X	^	^

## Signatures

Peninsula Master Fund, Ltd.(+), By: Peninsula Capital Management, LP, By: /s/ Scott Bedford	11/21/2008
**Signature of Reporting Person	Date
Peninsula Capital Management, LP(+), By: /s/ Scott Bedford	11/21/2008
**Signature of Reporting Person	Date
/s/ Scott Bedford	11/21/2008
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These securities are owned by Peninsula Master Fund, Ltd., which is a Reporting Person.
  - (2) These securities may be deemed to be beneficially owned by Peninsula Capital Management, LP, the investment manager of Peninsula Master Fund, Ltd., and Scott Bedford, the President of Peninsula Capital Management LP's general partner.
  - (3) These securities may be deemed to be beneficially owned by Peninsula Capital Management, LP, the general partner and/or investment manager of certain private investment funds which own such securities.

^  
**Remarks:**

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(+) Each such Reporting Person disclaims beneficial ownership of the reported securities except to a pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is an owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, for the purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.