Rockdale Resources Corp
Form 10-Q
November 14, 2012

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

FORM 10-Q

x Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended September 30, 2012

o Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from __________ to __________

Commission File Number: 000-52690

ROCKDALE RESOURCES CORPORATION
(Exact name of registrant as specified in its charter)

Colorado	86-1061005
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

11044 Research Blvd., Suite A-200
Austin, Texas 78759
(Address of principal executive offices, including Zip Code)

(512) 795-2300
(Issuer’s telephone number, including area code)

Art Design, Inc.
3636 S. Jason St.
Englewood, CO 80113
(Former name or former address if changed since last report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T

(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). x Yes o No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer	o	Accelerated filer	o
Non-accelerated filer	o	Smaller reporting company	x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

State the number of shares outstanding of each of the issuer’s classes of common equity, as of the latest practicable date: 17,539,748 shares of common stock as of November 14, 2012.

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PART I

Item 1. Financial Statements

ROCKDALE RESOURCES CORPORATION
(FORMERLY ART DESIGN, INC.)
BALANCE SHEETS
(Unaudited)

	September 30, 2012	December 31, 2011
ASSETS		
Current assets		
Cash	$ 1,130,103	$ 392
Accounts receivable-related party, net	16,450	24,800
Other current assets	19,782	-
Total current assets	1,166,335	25,192
Property & equipment		
Oil and gas, on the basis of full cost accounting		
Unproved properties and properties under		
Development, not being amortized	2,000,000	-
Furniture, equipment & software	16,823	13,269
Less accumulated depreciation	(4,024)	(12,914)
Net property and equipment	2,012,799	355
Other Assets	20,000	-
Total Assets	$ 3,199,134	$ 25,547
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities		
Accounts payable	$ 13,809	$ 7,658
Accounts payable - related party	-	2,350
Accrued liabilities	4,338	137
Short term debt	-	3,250
Deferred rent	2,453	-
Note payable - related party	-	42,301
Total current liabilities	20,600	55,696
Deferred Rent	7,929	-
Total Liabilities	28,529	55,696
Stockholders' Equity (Deficit)		
Preferred stock, $.10 par value; 1,000,000 shares authorized;		
No shares issued & outstanding	-	-
Common stock, $.001 par value; 50,000,000 shares authorized;		
17,159,748 and 10,820,600 shares issued and outstanding	17,160	10,821

Additional paid in capital		4,519,856		185,218
Accumulated deficit		(1,366,411)		(226,188)
Total Stockholders' Equity (Deficit)		3,170,605		(30,149)
Total Liabilities and Stockholders' Equity (Deficit)	$	3,199,134	$	25,547

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

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ROCKDALE RESOURCES CORPORATION
(FORMERLY ART DESIGN, INC.)
STATEMENT OF EXPENSES
(Unaudited)

	Three Months Ended September 30 2012	Three Months Ended September 30 2011	Nine Months Ended September 30 2012	Nine Months Ended September 30 2011
Revenues				
Oil and gas sales	$ 39,452	$	$ 39,452	$
Costs and expenses:				
Lease operating expense	16,089		16,089	
Production taxes	1,818		1,818	
Depreciation	2,103	105	4,129	315
Bad debt – related party	-	-	24,800	-
General and administrative	543,011	9,049	1,132,839	21,605
Total costs and expenses	563,021	9,154	1,179,675	21,920
Loss from operations	(523,569)	(9,154)	(1,140,223)	(21,920)
Net loss	$ (523,569)	$ (9,154)	$ (1,140,223)	$ (21,920)
Net loss per share (Basic and fully diluted):	$ (0.03)	$ (0.00)	$ (0.09)	$ (0.00)
Weighted average number of common shares outstanding	16,716,143	10,820,600	13,178,805	10,820,600

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

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ROCKDALE RESOURCES CORPORATION
(FORMERLY ART DESIGN, INC.)
STATEMENTS OF CASH FLOWS
(Unaudited)

	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
Cash Flows From Operating Activities:		
Net loss	$ (1,140,223)	$ (21,920)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	4,129	315
Bad debt expense – related party	24,800	-
Loss on disposal of assets	250	-
Stock-based compensation expense	77,700	-
Changes in operating assets and liabilities:		
Accounts receivable – related party	(16,450)	-
Other assets	(39,782)	-
Accounts payable	6,151	7,300
Accounts payable – related party	(2,350)	2,350
Accrued liabilities	4,201	-
Deferred rent	10,382	-
Net cash used in operating activities	(1,071,192)	(11,955)
Cash Flows From Investing Activities:		
Purchase of property and equipment	(16,823)	-
Purchase of oil and gas properties	(475,000)	-
Capital expenditures on oil and gas properties	(1,525,000)	-
Loan to affiliated company	-	(9,800)
Net cash used in investing activities	(2,016,823)	(9,800)
Cash Flows From Financing Activities:		
Advances from officer	-	-
Short term borrowing from related parties	110,557	3,500
Short term payments to related parties	(156,108)	-
Purchase of treasury stock	(9,126)	-
Proceeds from issuance of common stock	4,272,403	-
Net cash provided by financing activities	4,217,726	3,500
Net Increase (Decrease) In Cash	1,129,711	(18,255)
Cash At The Beginning Of The Period	392	18,766

Cash At The End Of The Period	$	1,130,103	$	511
Non-Cash Transactions				
Conversion of accounts payable into Notes payable	$	-		3,250
Supplemental Disclosure				
Cash paid for interest	$	-	$	-
Cash paid for income taxes	$	-	$	-

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

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ROCKDALE RESOURCES CORPORATION
(FORMERLY ART DESIGN, INC.)
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012
(Unaudited)

NOTE 1. ORGANIZATION, OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Art Design, Inc. was incorporated in the State of Colorado on January 16, 2002. In April 2012 the Company discontinued its prior operations and became involved in the exploration and development of oil and gas. On May 4th 2012, the Company amended its articles of incorporation to change its name to Rockdale Resources Corporation (the "Company").

Basis of Presentation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's latest Annual Report filed with SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the interim periods presented have been reflected herein. The results of operations for such interim periods are not necessarily indicative of operations for a full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year, 2011, as reported in Form 10-K, have been omitted.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect 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 period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

The Company has evaluated all the recent accounting pronouncements through the filing date and believes that none of them will have a material effect on the Company.

NOTE 2. GOING CONCERN

The Company has suffered recurring losses from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company may raise additional capital through the sale of its equity securities, through offerings of debt securities, or through borrowings from financial institutions. Management believes that actions presently being taken to obtain additional funding provide the opportunity for the Company to continue as a going concern.

NOTE 3. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2011, the Company had a note payable to a Company officer. The note is unsecured and payable upon demand. The note bears interest at 8% per annum if not paid promptly upon demand. The outstanding principal balance on the note was $0 and $34,201 at September 30, 2012 and December 31, 2011, respectively. The balance was paid in full during the three months ended June 30, 2012.

During the year ended December 31, 2011, the Company had a note payable to a Company officer. The note is unsecured and payable upon demand. The note bears interest at 8% per annum. The outstanding principal balance on the note was $0 and $8,100 at September 30, 2012 and December 31, 2011, respectively. The balance was paid in full during the three months ended June 30, 2012.

On March 14, 2012 the Company entered into a promissory note with a related party in the amount of $100,000. The note amount bears a 0% interest rate, and was unsecured. The note was paid in full during the three months ended June 30, 2012.

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ROCKDALE RESOURCES CORPORATION
(FORMERLY ART DESIGN, INC.)
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012
(Unaudited)

NOTE 3. RELATED PARTY TRANSACTIONS (Cont'd)

In addition, through June 30, 2012, related parties contributed another $5,044 to the Company for operations. The payable was paid in full during the three months ended June 30, 2012.

During the year ended December 31, 2011, the Company loaned $9,800 to a Company affiliated through common control. The receivable balance was $24,800 at December 31, 2011. The receivable balance was forgiven in connection with the Company's change in control on May 4, 2012. The Company recorded a bad debt expense of $24,800 for the three months ended June 30, 2012.

NOTE 4. EQUITY

In April 2012 the Company purchased 9,125,500 of the Company's common stock from an unrelated third party for $9,126.

During April 2012 the Company issued 210,000 shares of its common stock to an officer and employee of the Company in exchange for services rendered at a price of $0.02 per share.

During April, 2012 we sold 1,000,000 shares of our common stock to a group of private investors for $51,250.

In April 2012 we sold 8,367,850 shares of our common stock to our officers, directors and private investors for $173,902.

Between April 1, 2012 and August 31, 2012 we sold 5,781,798 shares of our common stock, at a price of 0.70 per share, to a group of private investors and one of our directors. A director in the Company purchased 250,000 of these shares.

As a result of the foregoing, a change of control took place, and the Company's ability to use any net operating losses for federal income tax purposes will be significantly restricted.

NOTE 5. OIL AND GAS ACQUISITIONS

In April 2012, the Company entered into a farmout agreement with a related party pertaining to a 200-acre lease in Milam County, Texas at a price of $475,000. As of September 30, 2012, the Company had completed the drilling of six wells on the lease. The total amount incurred for the drilling of the six wells was $1,525,000 as of September 30, 2012.

NOTE 6. COMMITMENTS AND CONTINGENCIES

The Company, as a lessee of oil and gas properties, is subject to various federal, state and local laws and regulations relating to discharge of materials into, and protection of, the environment. These laws and regulations may, among other things, impose liability on the lessee under an oil and gas lease for the cost of pollution clean-up resulting from operations and subject the lessee to liability for pollution damages. In some instances, the Company may be directed to suspend or cease operations in the affected area. The Company is not aware of any environmental claims existing as of September 30, 2012, which have not been provided for, covered by insurance or otherwise have a material impact on its financial position or results of operations. There can be no assurance, however, that current regulatory requirements will not change, or past noncompliance with environmental laws will not be discovered on the Company's properties.

Operating Lease

The Company has a non-cancelable lease for its office in Austin, Texas. The following table summarizes the Company's future minimum payments as of September 30, 2012:

	Total	2012	2013	2014	Thereafter
Office leases	$ 189,903	$ 16,818	$ 68,206	$ 69,608	$ 35,271

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ROCKDALE RESOURCES CORPORATION
(FORMERLY ART DESIGN, INC.)
NOTES TO FINANCIAL STATEMENTS
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2012
(Unaudited)

NOTE 6. COMMITMENTS AND CONTINGENCIES (Cont'd)

Rental expense was approximately $22,841 and $0 for the three months ended September 30, 2012 and 2011, respectively, and $40,039 and $0 for the nine months ended September 30, 2012 and 2011, respectively. Deferred rent was approximately $10,382 as of September 30, 2012.

NOTE 7. SUBSEQUENT EVENTS

In October 2012 the Company purchased 20,000 shares from an unrelated party for $5,000.

In November 2012 the Company and Kingman Operating Company, Inc, a related party, amended their agreement relating to the 300 acre lease such that the Company issued Kingman 400,000 shares of its restricted common stock, valued at $280,000, for the option to acquire the lease at any time on or before January 31, 2012 for $920,000.

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FORWARD LOOKING STATEMENTS

The information contained in this Form 10-Q contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements involve risks and uncertainties, including among other things, statements regarding our capital needs, business strategy and expectations. Any statement which does not contain a historical fact may be deemed to be a forward-looking statement. In some cases, you can identify forward-looking statements by terminology such as "may", "will", "should", "expect", "plan", "intend", "anticipate", "believe", "estimate", "predict", "potential" or "continue", the negative of such terms or other comparable terminology. In evaluating forward looking statements, you should consider various factors outlined in our latest Form 10-K, filed with the U.S. Securities Exchange Commission (“SEC”) on September 30, 2012, and, from time to time, in other reports we file with the SEC. These factors may cause our actual results to differ materially from any forward-looking statement. We disclaim any obligation to publicly update these statements, or disclose any difference between our actual results and those reflected in these statements.

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

Background

We were incorporated in Colorado in January 2002.

We planned to sell custom framed artwork, art accessories, and interior design consulting. However, we generated only limited revenue since inception and have been inactive since 2008.

In February 2012 we decided it would be in the best interests of our shareholders to no longer pursue our original business plan and, instead, to become active in the exploration and development of oil and gas properties. In furtherance of our business plan, the following have taken place:

- During April, 2012 we sold 1,000,000 shares of our common stock to a group of private investors for $51,250.

- In April 2012 we sold 8,367,850 shares of our common stock to our officers, directors and private investors for $173,902.

- Between April 1, 2012 and August 31, 2012 we sold 5,781,798 shares of our common stock, at a price of $0.70 per share, to our directors and private investors.

- On May 4, 2012 we changed our name to Rockdale Resources Corporation.

Minerva-Rockdale Field

The Minerva-Rockdale Field, which is located approximately 30 miles Northeast of Austin, was first discovered in 1921 and is approximately 50 square miles in size. The main producing formation for this field is the Upper Cretaceous Navarro Group of sands and shales. The Navarro is typically subdivided into several producing zones from the uppermost “A” and “B” sands to the lower “C” and “D” sands. The “B” sand is the primary producing zone. These sands ar commonly fine grained and poorly sorted and were deposited close to a shoreline during a cycle of marine regression. The first well in the Minerva-Rockdale field came on producing 7 bbls/day in 1921. As of September 30, 2012 there were over 14,000 wells drilled and the field has produced approximately 8.5 million bbls of oil. The oil is light, paraffin base, and has a API gravity around 40 degrees. Water production in the “B” sands is very low.

In April 2012 we entered into an agreement with Kingman Operating Company, Inc. Pursuant to the terms of the agreement:

- we paid Kingman $475,000 for the assignment of a 100% working interest (75% net revenue interest) in an oil and gas lease covering 200 acres in the Minerva-Rockdale field.

- we paid Kingman $1,375,000 to drill and complete our first five wells.

- we paid Kingman $150,000 to drill and complete our sixth well. We are in the process of completing this well.

- we will pay Kingman $210,000 to drill and complete any additional wells on the 200 acre lease.

- at any time on or before November 1, 2012 we had the right to acquire a 100% working interest (75% net revenue interest) in a lease covering 300 acres, which lease is immediately adjacent to the 200 acre lease referred to above. The cost of this lease will be $1,200,000. If we acquired this lease, we would pay Kingman $210,000 to drill and complete any wells which we choose to drill on the lease.

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In November 2012 we and Kingman amended our agreement relating to the 300 acre lease such that we issued Kingman 400,000 shares of our restricted common stock, valued at $280,000, for the option to acquire the lease at any time on or before January 31, 2012 for $920,000.

As of September 30, 2012 our first five oil wells in the Minerva-Rockdale Field were collectively producing 15 to 20 bbls of oil and 40 bbls of water per day. We have identified drilling sites for forty additional wells on our lease in the Minerva-Rockdale Field.

We plan to drill, and if warranted, complete, additional oil wells in the Minerva-Rockdale Field. Any future wells in the field will be drilled to sufficient depths to test the shallow Navarro B formation (approximate depth of 1,800 feet). Each well will take approximately seven days to drill and complete. Kingman will be the operator for the lease and will be paid $400 per month for each well we drill and complete.

Michael D. Smith, one of our officers and directors, is an officer and director of Kingman Energy, LLC. Kingman Operating Company, Inc. is controlled by Kingman Energy.

Results of Operations/Liquidity and Capital Resources

Since we did not become active until April 2012, a comparison of our operating results for the three and nine months ended September 30, 2012 with the comparable periods in 2011 would not be meaningful.

During the three and nine months ended September 30, 2012:

- Oil and gas sales and lease operating expenses increased as our first wells began producing.
- Bad debt expense resulted from the write-off of a receivable that we determined was no longer collectible,
- General and Administrative expenses increased as a result of our transition to an oil and gas company,

Our sources and (uses) of funds for the nine months ended September 30, 2012 were:

Cash provided (used) in operations	$(1,071,192)
Purchase of properties and equipment	(16,823)
Purchase of oil and gas lease	(475,000)
Drilling and completion costs	(1,525,00)
Advances from related parties	110,557
Repayment of advances from related parties	(156,108)
Purchase of treasury stock	(9,126)
Sale of common stock	4,272,403

Our anticipated capital requirements for the twelve months ending September 30, 2013 are as follows:

Drilling and completion of oil wells	$ 2,475,000
Corporate overhead	525,000
	$ 3,000,000

Plan of Operation

We plan to evaluate undeveloped oil and gas prospects and participate in drilling activities on those prospects which, in the opinion of management, are favorable for the production of oil or gas. If, through our review, a geographical area indicates geological and economic potential, we will attempt to acquire leases or other interests in the area. We may then attempt to sell portions of our leasehold interests in a prospect to third parties, thus sharing the risks and rewards of the exploration and development of the prospect with the other owners. One or more wells may be drilled on a prospect, and if the results indicate the presence of sufficient oil and gas reserves, additional wells may be drilled on the prospect.

Our strategy is to acquire other similar prospects in or adjacent to existing fields with further development potential and minimum risk in the same area.

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We may also:

- acquire a working interest in one or more prospects from others and participate with the other working interest owners in drilling, and if warranted, completing oil or gas wells on a prospect, or
- purchase producing oil or gas properties.

Our activities will primarily be dependent upon available financing.

Title to properties which we may acquire will be subject to royalty, overriding royalty, carried, net profits, working and other similar interests and contractual arrangements customary in the oil and gas industry, to liens for current taxes not yet due and to other encumbrances. As is customary in the industry, in the case of undeveloped properties little investigation of record title will be made at the time of acquisition (other than a preliminary review of local records). However, drilling title opinions may be obtained before commencement of drilling operations.

Michael Smith, one of our officers and directors, is an officer and director of Kingman Energy, LLC. Kingman Operating Company is controlled by Kingman Energy.

Information on leases operated by reliable operators indicate a production decline of 50% in the first two years followed by steady 2-4 bbl/day production that, in some cases, can last for many years.

If, in our sole discretion, the estimated future production from wells drilled on the leases in the Rockdale Field does not warrant further drilling, we plan to attempt to drill wells in other areas.

Trends Affecting Future Operations

The factors that will most significantly affect our results of operations will be (i) the sale prices of crude oil and natural gas, (ii) the amount of production from oil or gas wells in which we have an interest, and (iii) lease operating expenses. Our revenues will also be significantly impacted by our ability to maintain or increase oil or gas production through exploration and development activities.

It is expected that our principal source of cash flow will be from the production and sale of crude oil and natural gas reserves which are depleting assets. Cash flow from the sale of oil and gas production depends upon the quantity of production and the price obtained for the production. An increase in prices will permit us to finance our operations to a greater extent with internally generated funds, may allow us to obtain equity financing more easily or on better terms, and lessens the difficulty of obtaining financing. However, price increases heighten the competition for oil and gas prospects, increase the costs of exploration and development, and, because of potential price declines, increase the risks associated with the purchase of producing properties during times that prices are at higher levels.

A decline in oil and gas prices (i) will reduce the cash flow internally generated by the Company which in turn will reduce the funds available for exploring for and replacing oil and gas reserves, (ii) will increase the difficulty of obtaining equity and debt financing and worsen the terms on which such financing may be obtained, (iii) will reduce the number of oil and gas prospects which have reasonable economic terms, (iv) may cause us to permit leases to expire based upon the value of potential oil and gas reserves in relation to the costs of exploration, (v) may result in marginally productive oil and gas wells being abandoned as non-commercial, and (vi) may increase the difficulty of obtaining financing. However, price declines reduce the competition for oil and gas properties and correspondingly reduce the prices paid for leases and prospects.

Other than the foregoing, we do not know of any trends, events or uncertainties that will have, or are reasonably expected to have, a material impact on our sales, revenues or expenses.

We plan to generate profits by drilling productive oil or gas wells. However, we will need to raise the funds required to drill new wells through the sale of our securities, from loans from third parties or from third parties willing to pay our share of drilling and completing the wells. We do not have any commitments or arrangements from any person to provide us with any additional capital. If additional financing is not available when needed, we may need to cease operations. We may not be successful in raising the capital needed to drill oil or gas wells. Any wells which we may drill may not be productive of oil or gas.

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Contractual Obligations

The following table summarizes our contractual obligations as of September 30, 2012:

	Total	2012	2013	2014	2015
Consulting Agreements	$247,000	$114,000	$133,000	--	-
Office Lease	$189,903	$16,818	$68,206	$69,608	$35,271

Critical Accounting Policies and New Accounting Pronouncements

See Note 1 to the financial statements included as part of our annual report on Form 10-K, filed with the Securities and Exchange Commission on March 27, 2012, for a description of our critical accounting policies and the potential impact of the adoption of any new accounting pronouncements.

Item 4. Controls and Procedures.

(a) We maintain a system of controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended ("1934 Act"), is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is accumulated and communicated to our management, including our Principal Executive and Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of September 30, 2012, our Principal Executive and Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Principal Executive and Financial Officer concluded that our disclosure controls and procedures were effective.

(b) Changes in Internal Controls. There were no changes in our internal control over financial reporting during the quarter ended September 30, 2012 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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PART II

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

See Part I, Item 2 of this report for information concerning the sales of our unregistered securities during the three months ended September 30, 2012.

We relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 with respect to the issuance of these shares. The persons that acquired these shares were sophisticated investors and were provided full information regarding our business and operations. There was no general solicitation in connection with the offer or sale of these shares. The persons who acquired these shares acquired them for their own accounts. The certificates representing these shares bear a restricted legend providing that they cannot be sold except pursuant to an effective registration statement or an exemption from registration. No commission or other form of remuneration was given to any person in connection with the issuance of these shares.

Item 6. Exhibits

Exhibits

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

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SIGNATURES

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

	ROCKDALE RESOURCES CORPORATION	
November 14, 2012	By:	/s/ Michael Smith Michael Smith Chief Executive Officer
	By:	/s/ Marc Spezialy Marc Spezialy Principal Financial and Accounting Officer

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