

**INITIAL INFORMATION AND DISCLOSURE STATEMENT FOR  
PARADIGM OIL AND GAS, INC.**

**June 29, 2012**

**Trading Symbol: PDGO**

## **Section One: Issuer's Initial Disclosure Obligations**

### **Part A General Company Information**

**Item I            The exact name of the issuer and its predecessors**

**Paradigm Oil and Gas, Inc.**

The Company was originally incorporated as Paradigm Enterprises, Inc. in Nevada on July 15, 2002 and changed its name to Paradigm Oil and Gas, Inc., on February 7, 2005.

**Item II           The address of its principle executive offices.**

- (i)    100 Meredith Street  
      PO Box 280  
      Eustace, Texas 75124

Phone 214-784-3103

- (ii)   website: [www.ParadigmOilInc.com](http://www.ParadigmOilInc.com).

- (iii)   Investor Relations: N/A

**Item III          The jurisdiction(s) and date of the issuer's incorporation or organization**

The Issuer was originally incorporated in Nevada as Paradigm Enterprises, Inc., on June 15, 2002.

### **Part B Share Structure**

**Item IV          The exact title and class of securities outstanding**

Paradigm Oil and Gas, Inc.

Common Stock: 300,000,000 shares authorized

CUSIP:

Trading Symbol – PDGO

Preferred Stock: 10,000,000 shares authorized

Series A: 1,000,000 designated as Series A Preferred

Undesignated and unissued: 9,000,000 shares of Preferred Stock

**Item V           Par or stated value and description of the security**

- A.    Par Value of Common and Preferred Stock is \$.001 per share

- B.1.   Class: Common Stock

**Par value:** \$.001

**Dividend:** No fixed dividend policy, no dividends have been paid during the last two financial years

**Voting Rights:** Yes

**Preemption:** No

**Class:** Preferred Stock, Series A Preferred 1,000,000 designated and authorized

**Par value:** \$.001

**Dividend:** No dividend

**Voting Rights:** each share of Series A Preferred Stock shall have Five Thousand (5,000) votes of Common Stock and may vote on any action requiring any class of shares to vote.

**Preemption:** No

**Item VI      The number of shares or total amount of the securities outstanding for each class of securities authorized.**

Common Stock:

- (i) At the end of the most recent fiscal quarter:
  - (i) March 31, 2012
  - (ii) 300,000,000 shares of common stock authorized
  - (iii) 97,256,530 shares of common stock outstanding
  - (iv) 64,780,194 shares of common stock in the public float
  - (v) beneficial shareholder(s): This information is not available without the Company incurring a significant expense and delay this filing as the Company would have to obtain a Non-Objecting Beneficial Owner list.
  - (vi) 43 shareholders of record (this number does not include the number of shareholders that hold their shares in "street" form or deposited with a broker or depository company)
- (ii) At the end of the end of the Issuer's last two fiscal years:
  - (i) December 31, 2011
    - (i) 300,000,000 shares of common stock authorized
    - (ii) 73,074,026 shares of common stock outstanding
    - (iii) 38,239,424 shares of common stock in the public float
    - (v) beneficial shareholder(s) This information is not available without the Company incurring a significant expense and delay this filing as the Company would have to obtain a Non-Objecting Beneficial Owner list.
    - (vi) 44 shareholders of record (this number does not include the number of shareholders that hold their shares in "street" form or deposited with a broker or depository company)
  - (i) December 31, 2010
    - (i) 300,000,000 shares of common stock authorized
    - (ii) 51,188,058 shares of common stock outstanding
    - (iv) 19,611,722 shares of common stock in the public float

- (v) 3 known beneficial shareholder(s) per the 10-K filed for the year ending 12/31/2010. Any additional information is not available without the Company incurring a significant expense and delay this filing as the Company would have to obtain a Non-Objecting Beneficial Owner list.
- (vi) 40 shareholders of record (this number does not include the number of shareholders that hold their shares in "street" form or deposited with a broker or depository company)

**Item VII      The name and address of the transfer agent**

Pacific Stock Transfer Co.  
4045 South Spencer Street, Suite 403  
Las Vegas, Nevada 89119  
Telephone: (702) 361-3033  
Fax: (702) 433-1979

Pacific Stock Transfer Co., is registered under the Exchange Act with the Securities Exchange Commission as a Registrar and Transfer Agent and is registered with the Securities Transfer Association, Inc.

**PART C      BUSINESS INFORMATION**

**Item VIII      The Nature of the issuer's business**

**A.    Business Development**

1. Nevada corporation
2. Paradigm Enterprises, Inc., was incorporated in Nevada on July 15, 2002. The name of the Issuer was changed on February 7, 2005 to Paradigm Oil and Gas, Inc.
3. The fiscal year ends December 31.
4. No.
5. Material reclassifications, mergers, consolidations, purchases or sales of a significant amount of shares:

On January 28, 2010, Paradigm Oil and Gas, Inc., entered into a Share Exchange Agreement with the shareholders of Intergrated Oil and Gas Solutions, Inc., a Texas corporation whereby Paradigm acquired all of the outstanding shares of Intergrated in exchange for the issuance of Forty-Two Million (42,000,000) shares of common stock which represented Eighty-Two Percent (82%) of the outstanding shares. Intergrated is now a wholly-owned subsidiary of the Company. The transaction was considered to be a reverse acquisition.

In June 2012, the Company amended the Articles of Incorporation to designate a series of Preferred Stock. The Company has Ten Million (10,000,000) shares of Preferred Stock authorized and One Million (1,000,000) designated as Series A Preferred Stock.

6. Defaults of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: The new management is currently reviewing the outstanding notes, loans and other indebtedness of the Company to determine this information.
7. On June 11, 2012 Mr. Todd Violette became the controlling shareholder when he was hired as President and Chief Executive Officer. As compensation for these positions, Mr. Violette will receive One Million (1,000,000) shares of Series A Preferred Stock, Twenty Million (20,000,000) shares of restricted common stock and an annual salary of Two Hundred Forty Thousand Dollars (\$240,000.00).
8. The Company issued One Million (1,000,000) shares of Series A Preferred Stock to Mr. Violette. Prior to this issuance, the Company had not issued any shares of its Preferred Stock.
9. N/A
10. The Company is not current with its filings with the Securities and Exchange Commission and filed a Form 15 Certification and Notice of Termination of Registration under Section 12(g) of the Securities Exchange Act of 1934 or Suspension of Duty to File Reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934. The Company intends to become fully audited again and at which time it intends to seek fully reporting status.
11. There is no current threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuers, business, financial condition, or operations and any current, past or pending suspensions by a securities regulator to the current management's knowledge.

**B. Business of Issuer**

Paradigm is an exploration company focused on developing North American oil and natural gas reserves. The Company's current focus is on exploration of our land portfolio comprised of working interests in highly prospective acreage in the State of Texas and in the Southern Albertan Foothills area in Canada and in North Central Alberta, Canada.

The Company's subsidiary, Paradigm Integrated Technology Solutions Inc., entered into a Transfer of Technology and Know How Agreement for the world wide marketing rights for the Transportable Enhanced Oil Recovery Platform. The first system was received on September 29, 2010 and has been fully tested and is now commissioned for production use.

The Transportable Enhanced Oil Recovery Platform is a portable production system than can be easily and economically moved from well to well and quickly installed to remove oil from the existing well bore. This allows for quick oil recovery without the time and expense currently required to implement the infrastructure need to produce oil today. By utilizing this system, wells can be produced from immediately and monitored as to flow rates to determine which wells are suitable for making additional investment for a more permanent operational infrastructure. The company has begun to utilize this technology on its existing properties and is in the process to introduce this technology to the marketplace.

1. The issuer's primary SIC Code is: 1311.
2. The issuer is not in the development state and is currently operating.
3. The issuer is not, nor has been a "shell company."
4. The Company has two subsidiaries, Intergrated Oil and Gas, Inc., a Texas corporation and Paradigm Integrated Technology Solutions, Inc., a Texas corporation. The financial information for the subsidiaries is consolidated with the financial information for the Issuer.
5. Effect of existing or probable government regulations on the Issuer:

We monitor and comply with current government regulations that affect our activities, although our operations may be adversely affected by changes in government policy, regulations or taxation. There can be no assurance that we will be able to obtain all of the necessary licenses and permits that may be required to carry out our exploration and development programs. It is not expected that any of these controls or regulations will affect our operations in a manner materially different than they would affect other natural gas and oil companies operating in the areas in which we operate.

#### Canadian Government Regulation and State of Texas Regulation

The natural gas and oil industry is subject to extensive controls and regulations imposed by various levels of government. It is not expected that any of these controls or regulations will affect our operations in a manner materially different than they would affect other natural gas and oil companies of similar size.

#### Pricing and Marketing Natural Gas

In the United States in the State of Texas, we are focused on oil production. Oil is sold to refineries at spot prices. In Canada, the price of natural gas sold in interprovincial and international trade is determined by negotiation between buyers and sellers. Natural gas exported from Canada is subject to regulation by the NEB and the Government of Canada. Exporters are free to negotiate prices and other terms with purchasers, provided that the export contracts continue to meet certain criteria prescribed by the NEB and the Government of Canada. Natural gas exports for a term of less than two years or for a term of two to 20 years (in quantities of not more than 30,000 m<sup>3</sup>/day) must be made pursuant to an NEB order. Any natural gas export to be made pursuant to a contract of longer duration (to a maximum of 25 years) or a larger quantity requires an exporter to obtain an export license from the NEB and the issue of such a license requires the approval of the Governor in Council.

The government of Alberta also regulates the volume of natural gas that may be removed from the province for consumption elsewhere based on such factors as reserve availability, transportation arrangements and market considerations.

#### Land Tenure

Crude natural gas and oil located in the western provinces is owned predominantly by the respective provincial governments. Provincial governments grant rights to explore for and produce natural gas and oil pursuant to leases, licenses and permits for varying terms from two years and on conditions set forth in provincial legislation including requirements to perform specific work or make payments. Natural gas and oil located in such provinces can also be privately owned and rights to explore for and produce such natural gas and oil are granted by lease on such terms and conditions as may be negotiated. In the United States in the State of Texas, mineral owners sell and lease those rights to operators who provide the infrastructure and support to develop and produce from the property. Leases usually remain in effect as long as work is being performed on the property or they are held by production.

6. Research and development costs: N/A
7. Cost and effects of compliance with environmental laws (federal, state, local):

We did not incur any costs in connection with the compliance with any federal, state, or local environmental laws. However, costs could occur at any time through industrial accident or in connection with a terrorist act or a new project. Costs could extend into the millions of dollars for which we could be totally liable. In the event of liability, we would be entitled to contribution from other owners so that our percentage share of a particular project would be the percentage share of our liability on that project. However, other owners may not be willing or able to share in the cost of the liability. Even if liability is limited to our percentage share, any significant liability would wipe out our assets and resources.

8. The Company has 2 full time employees.

**Additional Disclosure for Issuers Engaged in Oil and Gas Producing Activities**

Please see Exhibit #8 attached to this Initial Disclosure Statement.

1. Production
2. Productive Wells and Acreage
3. Undeveloped Acreage
4. Drilling Activity
5. Present Activities
6. Delivery Commitments

**Item IX            The nature of products or services offered**

- A. Paradigm is an exploration company focused on developing North American oil and natural gas reserves. The Company's current focus is on exploration of [our land portfolio comprised of working interests in highly prospective acreage in the State of Texas and in the Southern Albertan Foothills area in Canada and in North Central Alberta, Canada.

The Company's subsidiary, Paradigm Integrated Technology Solutions Inc., entered into a Transfer of Technology and Know How Agreement for the world wide marketing rights for the Transportable Enhanced Oil Recovery Platform. The first system was received on September 29, 2010 and has been fully tested and is now commissioned for production use.

The Transportable Enhanced Oil Recovery Platform is a portable production system than can be easily and economically moved from well to well and quickly installed to remove oil from the existing well bore. This allows for quick oil recovery without the time and expense currently required to implement the infrastructure need to produce oil today. By utilizing this system, wells can be produced from immediately and monitored as to flow rates to determine which wells are suitable for making additional investment for a more permanent operational infrastructure. The company has begun to utilize this technology on its existing properties and is in the process to introduce this technology to the marketplace.

B. N/A

C. N/A



- D. The oil producing properties and exploratory drilling prospects, and gas industry is highly competitive in all its phases. Properties in which we have an interest will encounter strong competition from many other oil and gas producers, including many that possess substantial financial resources, in acquiring economically desirable producing properties and exploratory drilling prospects, and in obtaining equipment and labor to operate and maintain their properties.
- E. N/A
- F. TBD
- G. The Company does not anticipate being dependent on a few major customers.
- H. N/A

**Item X            The nature and extent of the issuer's facilities**

Assets:

The Transportable Enhanced Oil Recovery Platform is a portable production system that can be easily and economically moved from well to well and quickly installed to remove oil from the existing well bore. This allows for quick oil recovery without the time and expense currently required to implement the infrastructure need to produce oil today. By utilizing this system, wells can be produced from immediately and monitored as to flow rates to determine which wells are suitable for making additional investment for a more permanent operational infrastructure. The company has begun to utilize this technology on its existing properties and is in the process to introduce this technology to the marketplace.

Oil and Gas Leases and Wells: Please reference the chart of the Company's well interests attached hereto.

**Part D            Management Structure and Financial Information**

**Item XI           The name of the Chief Executive Officer, Members of the Board of Directors, as well as Control Persons.**

**A.    Officers and Directors**

1. Mr. Todd Violette
2. 100 Meredith Street, Eustace, Texas 75124
3. Employment History: Mr. Violette has been self-employed for the past 15 years.
4. Board Memberships and Other Affiliations: Mr. Violette is the Chief Executive Officer of Lighthouse Petroleum, Inc., a publicly traded company
5. Compensation: \$240,000

6. Securities Beneficially Owned: 20,000,000 shares of common stock and 1,000,000 shares of Series A Preferred Stock. Mr. Violette is the sole owner of Barclay Lyons, LLC. The Company has an outstanding balance on a promissory note issued to Barclay Lyons on July 20, 2011.

Ms. Terry Rutter resigned from the Board of Directors in June 2012 and appointed Mr. Todd Violette as a director concurrently with her departure to fill her vacancy pursuant to the Company's Bylaws and the Nevada Corporations Code.

**A. Legal/Disciplinary History**

1. N/A
2. N/A
3. N/A
4. N/A

**B. Disclosure of Family Relationships**

N/A

**C. Disclosure of Related Party Transactions**

N/A

**D. Disclosure of Conflicts of Interest**

N/A

**B. Legal/Disciplinary History**

None of the above named person(s) have been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding within the past five years
2. The entry of an order, judgment or decree not subsequently reversed, suspended or vacated by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended, securities, commodities, or banking activities.
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended or vacated or,
4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

**C. Disclosure of Family Relationships**

There are no family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of any class of the issuer's equity securities.

**D. Disclosure of Related Party Transactions.**

The Issuer has not participated in any related party transactions within the past two years.

**Item XII      Financial Information for the Issuer's most recent fiscal period**

Financial information will be posted on the OTC Markets Disclosure systems.

**Item XIII      Similar financial information for such part of the preceding fiscal years as the issuer or its predecessor has been in business.**

Financial information for 2010 and 2011 is attached hereto.

**Item XIV      Beneficial owners**

1. Name: Todd Violette  
Address: 100 Meredith Street, Eustace, Texas 75124  
Shares Held: 20,000,000 Common; 1,000,000 shares of Series A Preferred Stock  
Percentage: 17.65%

TOTAL SHARES OUTSTANDING

**Item XV      The name, address, telephone number, and email address of each of the following outside providers that advises the issuer on matters relating to operations, business development and disclosures.**

**1. Investment Banker**

None at this time

**2. Promoters**

None at this time

**3. Counsel**

Brinen & Associates, LLC  
7 Dey Street, Suite 1503  
New York, New York 10007  
Telephone (212) 330-8151  
Facsimile (212) 227-0201

**4. Accountant or Auditor**

The Company's auditors:  
Turner Stone & Company, LLP

12700 Park Central Drive, Suite 1400  
Dallas, Texas 7525

David Taylor  
Assisted with the preparations of the financial statements

**5. Public Relations Consultants**

None at this time.

**6. Investor Relations Consultant**

None at this time.

**Item XVI Management's Discussion and Analysis of Plan of Operations**

**A. Plan of Operation**

For the current fiscal year we will concentrate our efforts on our projects in the petroleum sector. The Company will continue to rework the current wells that have been acquired on the leases the Company controls. Furthermore effort will be spent on marketing and signing agreements that utilize the Transportable Enhanced Oil Recovery Portable Platform to generate revenue. We do not expect any changes or more hiring of employees since contracts will be given to consultants and sub-contractor specialists in specific fields of expertise for the exploration work. Following industry trends and demands, we are also considering the acquisition of other petroleum properties or an interest in such projects. In either situation, a new public offering would be needed.

Presently, our revenues are not sufficient to meet operating and capital expenses. We have incurred operating losses since inception, and this is likely to continue through fiscal 2012. Management forecasts that we will require additional capital to fund our ongoing operating expenses and working capital requirements for the next twelve months.

We plan to raise the additional capital required to meet the balance of our estimated funding requirements for the next twelve months, primarily through the private placement of our securities, loans, the sale of interests in successful projects and/or through cash flows. We do not anticipate that we will be able to satisfy any of these funding requirements internally until we significantly increase our revenues.

There can be no assurance that the Company would be successful in raising additional capital to funds these operations.

**C. Off-Balance Sheet Arrangements**

The Issuer has no off-balance sheet arrangements.

**Part E Issuance History**

The Company's share issuances from January 1, 2010 until May 9, 2012 are included as an attachment hereto.

**Part F**      **Exhibits**

Item VIII	Chart of oil and gas interests and production information as required by the Additional Disclosure Guidelines for Issuers Engaged in Oil and Gas Producing Activities.
Item XVI	Chart of Company's issuances of common stock from January 1, 2010 through May 9, 2012.
Item XVIII	Employment Agreement posted on the SEC's EDGAR system as an attachment to the Form 8-K filed on June 15, 2012 and is incorporated herein by reference.
Item XIX	Articles of Incorporation and Bylaws were posted on the SEC's EDGAR system as attachments to the Form SB-2 Registration Statement Under the Securities Act of 1933 on March 13, 2003 and are incorporated herein by reference.
Item XX	N/A
Item XXI	Issuer's Certifications

**I, Todd Violette, hereby certify that:**

1. I have reviewed this Initial Disclosure Statement of Paradigm Oil and Gas, Inc.;
2. Based on my knowledge, this disclosure statement 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 disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and balance sheets of the issuer as of, and for the periods presented in this disclosure statement.

Date: June 29, 2012

/s/ Todd Violette  
President, Chief Executive Officer

**Paradigm Oil & Gas, Inc**  
**Balance Sheet**  
As of December 31, 2011

	Dec 31, 11	Dec 31, 10
<b>ASSETS</b>		
Current Assets		
Checking/Savings		
10000 · Cash and Bank	4,683	68,644
Total Checking/Savings	4,683	68,644
Accounts Receivable		
12000 · Accounts receivable	54,807	45,807
12500 · Employee Receivable	0	7,059
Total Accounts Receivable	54,807	52,866
Other Current Assets		
Inventory	0	7,823
Note Receivable	0	25,050
130000 · Prepaid expenses	210,000	0
Total Other Current Assets	210,000	32,873
Total Current Assets	269,490	154,383
Fixed Assets		
15000 · Leasehold Interests		
15010 · Equipment	196,124	196,124
15000 · Leasehold Interests - Other	214,813	624,171
Total 15000 · Leasehold Interests	410,937	820,295
17000 · Accumulated Depreciation	-23,301	0
Total Fixed Assets	387,636	820,295
Other Assets		
18000 · Bond	50,000	52,500
18100 · Lease receivables	35,754	0
Total Other Assets	85,754	52,500
<b>TOTAL ASSETS</b>	<b>742,880</b>	<b>1,027,178</b>

**LIABILITIES & EQUITY**

Liabilities

Current Liabilities

Accounts Payable

20000 · Accounts payable and Accrued 229,241 168,210

Total Accounts Payable 229,241 168,210

Other Current Liabilities

22000 · Short Term Convertible Notes 377,114 143,885

**Paradigm Oil & Gas, Inc**  
**Balance Sheet**  
**As of December 31, 2011**

	Dec 31, 11	Dec 31, 10
23500 · Shareholder Advances	0	76,546
<b>Total Other Current Liabilities</b>	<b>377,114</b>	<b>220,431</b>
 <b>Total Current Liabilities</b>	 <b>606,355</b>	 <b>388,641</b>
 <b>Long Term Liabilities</b>		
28000 · Notes payable	107,006	96,066
<b>Total Long Term Liabilities</b>	<b>107,006</b>	<b>96,066</b>
 <b>Total Liabilities</b>	 <b>713,361</b>	 <b>484,707</b>
 <b>Equity</b>		
30100 · Capital Stock	73,034	53,288
30150 · AdditionalPaid in Capital	3,926,532	2,981,174
32000 · Retained Earnings	-2,491,991	-803
Net Income	-1,478,056	-2,491,188
<b>Total Equity</b>	<b>29,519</b>	<b>542,471</b>
 <b>TOTAL LIABILITIES &amp; EQUITY</b>	 <b>742,880</b>	 <b>1,027,178</b>

**Paradigm Oil & Gas, Inc**  
**Statement of Cash Flows**  
**January through December 2011**  
Jan - Dec 11

**OPERATING ACTIVITIES**

Net Income	-1,478,056
Adjustments to reconcile Net Income	
to net cash provided by operations:	
12000 · Accounts receivable	-9,000
12500 · Employee Receivable	7,059
Inventory	7,823
Note Receivable	25,050
130000 · Prepaid expenses	-210,000
20000 · Accounts payable and Accrued	61,031
22000 · Short Term Convertible Notes	233,229
23500 · Shareholder Advances	-76,546
Net cash provided by Operating Activities	-1,439,410

**INVESTING ACTIVITIES**

15000 · Leasehold Interests	409,358
17000 · Accumulated Depreciation	23,301
18000 · Bond	2,500
18100 · Lease receivables	-35,754
Net cash provided by Investing Activities	399,405

**FINANCING ACTIVITIES**

28000 · Notes payable	10,940
30100 · Capital Stock	19,746
30150 · AdditionalPaid in Capital	945,358
Net cash provided by Financing Activities	976,044

Net cash increase for period -63,961

Cash at beginning of period 68,644

Cash at end of period 4,683



**Paradigm Oil & Gas, Inc**  
**Statement of Cash Flows**  
January through December 2010  
Jan - Dec 10

**OPERATING ACTIVITIES**

Net Income	-2,491,188
Adjustments to reconcile Net Income to net cash provided by operations:	
12000 · Accounts receivable	-45,807
12500 · Employee Receivable	-7,059
Inventory	-7,823
Note Receivable	-25,050
20000 · Accounts payable and Accrued	168,210
22000 · Short Term Convetible Notes	143,885
23500 · Shareholder Advances	76,546
Net cash provided by Operating Activities	<u>-2,188,286</u>

**INVESTING ACTIVITIES**

15000 · Leasehold Interests	-624,171
15000 · Leasehold Interests:15010 · Equipment	-196,124
18000 · Bond	-52,500
Net cash provided by Investing Activities	<u>-872,795</u>

**FINANCING ACTIVITIES**

28000 · Notes payable	96,066
30100 · Capital Stock	53,288
30150 · AdditionalPaid in Capital	2,981,174
32000 · Retained Earnings	-803
Net cash provided by Financing Activities	<u>3,129,725</u>

Net cash increase for period	<u>68,644</u>
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Cash at end of period	<u><u>68,644</u></u>
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**Paradigm Oil & Gas, Inc**  
**Profit & Loss**  
January through December 2011

	Jan - Dec 11	Jan - Dec 10
<b>Ordinary Income/Expense</b>		
Income		
40000 · Service Income	4,497	0
40100 · Other Income	7,606	0
Total Income	12,103	0
 Cost of Goods Sold		
50000 · Oil And gas expense	208,663	122,720
Total COGS	208,663	122,720
 Gross Profit	-196,560	-122,720
 Expense		
60100 · General & Administrative	478,118	316,797
62400 · Depreciation Expense	23,301	0
63400 · Interest Expense	228,472	6,105
Total Expense	729,891	322,902
 Net Ordinary Income	-926,451	-445,622
 Other Income/Expense		
Other Expense		
80100 · Gain or Loss on debt conversion	195,396	1,398,005
80200 · Impairment expense	359,763	0
80300 · Currency gain or loss	-3,554	14,282
80400 · Assumption of Debt	0	633,279
Total Other Expense	551,605	2,045,566
 Net Other Income	-551,605	-2,045,566
 Net Income	-1,478,056	-2,491,188

API#	P	Operator	Lease	Well#	County	Prac. IP (HCP/D)	Prac. IP (MCF/D)	First Prod.	Avg. [R/C/D]	Avg. [HCP/D]	Est. Res.	Cumulative Prod.	Cumulative Res.
42-349-31103	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	3A	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-31104	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	2A	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-31105	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	1A	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-82938	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	4	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-82936	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	1	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-00880	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	2	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-82937	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	3	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-82939	N	INTERGRATED O & G SOLUTIONS CORP	KNOTTS, FLOYD	11	Navarro	2.9	0	Oct-65	0.06	0	Oct-11	6,879	243
42-349-32640	N	INTERGRATED O & G SOLUTIONS CORP	CORSICANA INDUSTRIAL "A"	1	Navarro	15.67	0.03	Oct-82	0.26	0	Jul-10	11,358	118
42-349-32633	N	INTERGRATED O & G SOLUTIONS CORP	CORSICANA INDUSTRIAL "A"	7	Navarro	15.67	0.03	Oct-82	0.26	0	Jul-10	11,358	118
42-349-32634	N	INTERGRATED O & G SOLUTIONS CORP	CORSICANA INDUSTRIAL "A"	5	Navarro	15.67	0.03	Oct-82	0.26	0	Jul-10	11,358	118
42-349-32644	N	INTERGRATED O & G SOLUTIONS CORP	CORSICANA INDUSTRIAL "A"	6	Navarro	15.67	0.03	Oct-82	0.26	0	Jul-10	11,358	118
42-349-32645	N	INTERGRATED O & G SOLUTIONS CORP	CORSICANA INDUSTRIAL "A"	3	Navarro	15.67	0.03	Oct-82	0.26	0	Jul-10	11,358	118
42-349-32646	N	INTERGRATED O & G SOLUTIONS CORP	CORSICANA INDUSTRIAL "A"	4	Navarro	15.67	0.03	Oct-82	0.26	0	Jul-10	11,358	118
42-349-30262	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT, J. E.	6	Navarro	14.68	0	Apr-64	0.03	0	Mar-10	32,100	248
42-349-30291	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT, J. E.	7	Navarro	14.68	0	Apr-64	0.03	0	Mar-10	32,100	248
42-349-82794	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT, J. E.	3	Navarro	14.68	0	Apr-64	0.03	0	Mar-10	32,100	248
42-349-82795	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT, J. E.	4D	Navarro	14.68	0	Apr-64	0.03	0	Mar-10	32,100	248
42-349-31991	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	5	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31272	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	9	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31274	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	7	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31275	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	6	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31662	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	21	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31661	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	11	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31995	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	1	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31996	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	2-R	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31997	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	3-R	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31999	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	12	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-34086	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	3A	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-34088	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	2A	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-34089	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	1A	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-82991	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	1	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-82992	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	2	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-82993	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	3	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-82994	N	INTERGRATED O & G SOLUTIONS CORP	BLANKENSHIP	4	Navarro	3.23	0.03	Apr-77	0.03	0	Mar-10	26,944	202
42-349-31076	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	2	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31077	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	3	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31078	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	4	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31079	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	5	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31080	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	6	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31317	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	8	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31318	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	9	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-32014	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	10	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-32015	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	11	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-32016	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	7	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-32017	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	1R	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-82995	N	INTERGRATED O & G SOLUTIONS CORP	GLASGOW	1	Navarro	1.1	0.03	Apr-77	0.03	0	Mar-10	35,793	207
42-349-31249	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT -B-	2	Navarro	1.17	0.03	Aug-80	0.03	0	Mar-10	3,763	164
42-349-31250	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT -B-	1	Navarro	1.17	0.03	Aug-80	0.03	0	Mar-10	3,763	164
42-349-31360	N	INTERGRATED O & G SOLUTIONS CORP	DAVANT -B-	11	Navarro	1.17	0.03	Aug-80	0.03	0	Mar-10	3,763	164
42-349-33091	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	1	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33092	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	2	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33093	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	3	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33094	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	4	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33095	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	6	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33096	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	5	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33097	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	7	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33098	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	8	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-33105	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	9	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-83121	N	INTERGRATED O & G SOLUTIONS CORP	CIF "C"	10	Navarro	10.68	0.03	Jun-83	0.06	0	Dec-09	12,787	126
42-349-32921	N	INTERGRATED O & G SOLUTIONS CORP	CIF	10	Navarro	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
42-349-32922	N	INTERGRATED O & G SOLUTIONS CORP	CIF	9	Navarro	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106

CIF	42-349-32923	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32924	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32925	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32874	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32873	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32872	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32871	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32870	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32997	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-32998	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33000	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33001	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33002	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33003	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33134	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33153	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33558	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33360	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33565	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33366	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33367	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33376	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33377	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33378	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33391	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33393	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33409	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33421	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33433	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-33436	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
CIF	42-349-34008	N	INTERGRATED O & G SOLUTIONS CORP	25.87	0.03	Sep-85	0.13	0	Dec-09	31,286	106
TILTON	42-349-83062	N	INTERGRATED O & G SOLUTIONS CORP	0.97	0.03	Apr-83	0.03	0	Jun-04	822	135
CHILSON, LILYAN, B-	42-485-36506	N	INTERGRATED O & G SOLUTIONS CORP	2.77	0.03	Feb-74	0.1	0.03	Aug-01	7,276	234
CHILSON, LILYAN, B-	42-485-31755	N	INTERGRATED O & G SOLUTIONS CORP	3.9	0.03	Feb-74	0.1	0.03	Aug-01	7,276	234



# PARADIGM OIL AND GAS INC.

Transact Date		Name	Number of Shares
<b>NEW ISSUES</b>			
02/08/10	New Issue	ASIAN INVESTMENT REAL ESTATE G	2,100,000 * New
02/08/10	New Issue	BRIAN KENNEDY	2,100,000 * New
02/08/10	New Issue	TAHERA QURBAN ALI	2,100,000 * New
02/08/10	New Issue	BLACK PEARL PETROLEUM LLC	25,200,000 * New
02/08/10	New Issue	DAVID ROFF	500,000 New
02/08/10	New Issue	BRICE SCHESCHUK	500,000 New
02/08/10	New Issue	MANMOHAN AHLUWALIA	500,000 New
02/08/10	New Issue	FIRST AMERICAN INVESTMENT CORP	500,000 New
02/18/10	New Issue	JOHN BRIDGE	2,200,000 New
02/18/10	New Issue	WHITE FROG LIMITED	2,300,000 New
02/18/10	New Issue	QUEENSWAY HOLDINGS LIMITED	2,500,000 New
04/25/11	New Issue	ASHER ENTERPRISES INC	100,874 New
04/28/11	New Issue	NEW MARKET ENTERPRISES INC	500,000 * New
04/28/11	New Issue	NEW MARKET ENTERPRISES INC	500,000 * New

# PS036 - PARADIGM OIL AND GAS INC.

Transact Date	Name	Number of Shares
NEW ISSUES		
04/28/11	NEW MARKET ENTERPRISES INC	500,000 *
04/28/11	NEW MARKET ENTERPRISES INC	500,000 *
04/28/11	NEW MARKET ENTERPRISES INC	99,768 *
04/28/11	ASHER ENTERPRISES INC	120,096
04/29/11	ASHER ENTERPRISES INC	96,077
05/05/11	ASHER ENTERPRISES INC	82,508
05/25/11	ASHER ENTERPRISES INC	131,926
05/27/11	CEDE & CO (DWAC)	58,594
06/01/11	ASHER ENTERPRISES INC	141,110
06/03/11	CEDE & CO (DWAC)	83,333
06/06/11	ASHER ENTERPRISES INC	117,172
06/14/11	CEDE & CO (DWAC)	102,005
06/24/11	ASHER ENTERPRISES INC	213,675
07/01/11	ASHER ENTERPRISES INC	267,994
07/13/11	ASHER ENTERPRISES INC	210,158

# PS036 - PARADIGM OIL AND GAS INC.

Transact Date		Name	Number of How Shares Aqr
NEW ISSUE			
07/18/11	ew/issue	ASHER ENTERPRISES INC	191,288 New
07/25/11	ew/issue	NACCARATO & ASSOCIATES	1,000,000 * New
07/25/11	ew/issue	NACCARATO & ASSOCIATES	1,000,000 * New
07/25/11	ew/issue	NACCARATO & ASSOCIATES	1,000,000 * New
07/25/11	ew/issue	HAPA CAPITAL LLC	2,000,000 * New
07/25/11	ew/issue	HAPA CAPITAL LLC	1,000,000 * New
07/26/11	ew/issue	CEDE & CO (DWAC)	1,474,642 New
08/01/11	ew/issue	CEDE & CO (DWAC)	1,474,642 New
08/05/11	ew/issue	ASHER ENTERPRISES INC	343,840 New
08/11/11	ew/issue	ASHER ENTERPRISES INC	275,482 New
08/24/11	ew/issue	CEDE & CO (DWAC)	1,069,519 New
08/26/11	ew/issue	ASHER ENTERPRISES INC	429,185 New
09/13/11	ew/issue	ASHER ENTERPRISES INC	197,309 New
09/23/11	ew/issue	ASHER ENTERPRISES INC	662,252 New
10/12/11	ew/issue	ASHER ENTERPRISES INC	1,126,761 New
11/16/11	ew/issue	ASHER ENTERPRISES INC	967,742 New



# PARADIGM OIL AND GAS INC.

Transact Date	Holder ID	Name	Number of Shares	How Aqr
NEW ISSUE				
11/18/11	New Issue	VISTA CAPITAL INVESTMENTS LLC	1,538,462	New
11/28/11	New Issue	ASHER ENTERPRISES INC	1,102,362	New
12/07/11	New Issue	ASHER ENTERPRISES INC	742,857	New
12/27/11	New Issue	VISTA CAPITAL INVESTMENTS LLC	2,564,103	New
01/30/12	New Issue	VISTA CAPITAL INVESTMENTS LLC	2,179,487	New
02/09/12	New Issue	WAR CHEST MULTI-STRATEGY FUND	2,806,361	New
03/07/12	New Issue	WAGNA GROUP LLC	1,515,152	New
03/08/12	New Issue	ASHER ENTERPRISES INC	3,000,000	New
03/14/12	New Issue	VISTA CAPITAL INVESTMENTS LLC	3,418,803	New
03/16/12	New Issue	ASHER ENTERPRISES INC	2,777,778	New
03/22/12	New Issue	WAGNA GROUP LLC	4,484,923	New
03/23/12	New Issue	WAR CHEST MULTI-STRATEGY FUND	4,000,000	New
04/04/12	New Issue	VISTA CAPITAL INVESTMENTS LLC	3,451,677	New
04/05/12	New Issue	ASHER ENTERPRISES INC	2,777,778	New