

PALISADES PETROLEUM CORPORATION

Initial Company Information and Disclosure Statement
Pursuant to Rule 15c2-(11)(a)(5)

December 17, 2010

Part A **General Company Information**

Item I The exact name of the issuer and its predecessor (if any).

Palisades Petroleum Corporation, (hereinafter referred to as the
"Company" or "Palisades").

Item II The address of the issuer's principal executive office.

Palisades Petroleum Corporation
564 South Main Street, Suite 200
Ann Arbor, MI 48104

Telephone / Fax: 248.779.4097

Item III The jurisdiction and date of the issuer's incorporation or
organization.

The Issuer was incorporated in the State of Nevada on December
8, 2003 as Dubrou Corporation. It changed its name to Palisades
Petroleum Corp. in November 2004.

Item IV The exact title and class of securities outstanding.

Security Symbol: PAPT
CUSIP Number: 696416 10 6
Common Stock: 4,500,000,000 authorized
Preferred Stock: None authorized

Part B **Share Structure**

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

Common stock has a par value of \$.001 per share.

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

As of December 8, 2010:

Number of shares authorized:	4,500,000,000
Number of shares outstanding:	4,500,000,000
Public float:	426,846,489
Number of shareholders:	144 (including Cede & Co.)

As of December 31, 2009

Number of shares authorized:	150,000,000
Number of shares outstanding:	114,256,109
Public float:	58,461,489
Number of shareholders:	137 (including Cede & Co.)

Part C Business Information

Item VII The name and address of the transfer agent.

Continental Stock Transfer & Trust Company
17 Battery Place, 8th Floor
New York, NY 10004

Phone: (212) 509-4000
Fax: (212) 509-5150

Continental Stock Transfer is registered under the Exchange Act and is an SEC approved transfer agent.

Item VIII The nature of the issuer's business.

A. Business Development

The Company has transitioned from an oil and gas exploration company to a multi faceted holding company with current holdings in commercial real estate. Those holdings consist of the interests contributed by MCP Group, LLC and consist of profits interests in a portfolio of multifamily and student properties throughout the upper Midwest. The total value of such portfolio is approximately \$50,000,000 of gross asset value. Going forward, the Company intends to pursue additional acquisitions in the commercial real estate space as well as opportunities in operating businesses.

1. The form of organization of the issuer.

Palisades Petroleum Corporation is a Nevada Corporation.

2. The year that the issuer(or any predecessor) was organized.

The issuer was organized by the filing of the Articles of Incorporation with the Nevada Secretary of State on December 8, 2003.

3. Issuer's fiscal year end date.

The fiscal year end is December 31.

4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding.

The Company and/or any predecessor has not and is not in the process of filing bankruptcy, receivership or any similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business.

Over the summer of 2010, the Company transitioned out of the oil and gas exploration business into commercial real estate holdings. The company vended in real estate investments while moving the oil and gas investments out of the Company per the terms of a certain Stock Purchase Agreement with MCP Group, LLC.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issue to make payments.

The Company has not had any default of the terms of any note, loan, lease, or other indebtedness or other financing arrangement requiring the issuer to make payments.

7. Any change of control.

Bradley J. Hayosh has assumed the role of President, CEO and Director of the Company. In addition, his

affiliated entity, MCP Group, LLC now owns a controlling interest in the Company.

8. Any increase of 10% or more of the same class of outstanding equity securities.

The number of authorized common shares was increased from 150,000,000 to 4,500,000,000.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin off, or reorganization.

There are no past, pending or anticipated stock splits, stock dividends, recapitalizations, mergers, spin offs or reorganizations. The Company intends to actively pursue acquisitions as part of its overall growth strategy, however, no acquisitions are currently pending.

10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board.

Palisades Petroleum Corporation's securities have not been de-listed and are not in the process of being de-listed by the Securities Exchange Commission or the NASD.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.

On January 8, 2010, the British Columbia Securities Commission issued a cease trade order for the issuer's securities. It is the Company's understanding that this was issued based upon former Company activities in the oil and gas exploration business in British Columbia. The Company no longer has any business interests in British Columbia, does not promote its stock in British Columbia and, through OTC Markets, is making adequate current information available to the public. Based upon the foregoing, the Company believes the cease trade order should be lifted.

B. Business of Issuer

1. The issuer's primary SIC Code is 6719 – Holding Companies. The secondary SIC Code is 6519 – Real Property Lessors.

Palisades Petroleum Corporation is a growth oriented holding company with its initial holdings in multifamily real estate assets. It is our intention to actively seek new acquisition opportunities in multifamily real estate as well as to broaden our holdings into operating businesses that may provide a more attractive return on capital. However, we see real estate as a core component of our holdings that provide a long term value to the shareholders as well as a hedge against possible future inflation.

The Company is not a shell company.

The Company does not foresee any substantial changes that could adversely affect the Company based upon existing or probable governmental regulations/.

The Company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment.

The Company has one consultant / administrator, Bradley J. Hayosh (MCP Group, LLC), the Company's President and Director. At the property level, there are approximately 50 employees who work for the management company but are not employees of the Company.

C. Investment Policies

When the Company invests in real estate, our primary objective is to seek current yield as opposed to IRR. We believe that a current yield objective provides the highest rate of return as IRR goals tend to be more speculative.

We will consider both fee title investments as well as investments in non performing notes. When we acquire a non performing note, our primary objective is to achieve a quick flip of that note generally to the current borrower. In circumstances where the current borrower is not cooperative or does not have

the resources to effectuate a quick turn of the note, we will seek to acquire title to the asset and position the asset for an eventual sale.

Item IX The nature of products or services offered.

A. Principal products or services and their markets.

The Company has investments in multifamily housing properties that serve both conventional and student markets. These holdings are concentrated in Southern Michigan.

B. Distribution methods of the products or services.

The properties generally seek potential new residents through a variety of marketing channels including the internet, newspaper and referral sources.

C. Status of any publicly announced new product or service.

We have started to solicit business for our consulting and capital markets group that will earn fees by assisting distressed commercial real estate owners and possibly generate new acquisition opportunities.

D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition.

Competition in the commercial real estate market is widespread. As investors seek yield in the current financial market, the opportunity to acquire real estate meeting our yield goal has become more difficult. We believe that we are well positioned to take advantage of off market transactions that present higher yield opportunities because of our many relationships in the brokerage and finance industries.

E. Sources and availability of raw materials and the name of principal suppliers.

Not applicable to the Company.

F. Dependence on one or a few major customers.

The Company does not depend on one or a few major customers. The Company believes that one of the greatest benefits of multifamily real estate is that each property has many residents

with leases generally no longer than one year. This allows each asset to react timely to movements in the overall rental market.

- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration.

Not applicable to the Company.

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

The Company holds a profits interest granted by MCP Group, LLC in the following assets:

- Arbor Pointe Apartments, Lansing, MI – 350 units
- Crossings at Canton Apartments, Canton, MI – 747 units
- Ville Montee Apartments, East Lansing, MI – 214 units
- Arbor Village Apartments, Ann Arbor, MI – 234 units

A profits interest represents an ownership of economic rights beyond a certain preferred return threshold that generally represents a cost of capital concept. Generally speaking, the profits interest represents the sponsor portion of a syndicated real estate transaction. The above properties are encumbered by first mortgages. The properties are managed by professional third party managers.

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer and members of the board of directors.

- A. Executive Officer

Bradley J. Hayosh
564 South Main Street, Suite 200
Ann Arbor, MI 48104

Position: President, Secretary, Treasurer and Director

Brad graduated from the University of Michigan *Summa Cum Laude* as an undergraduate with an honors degree in economics and then went on to complete his law degree from the University of Michigan with a specialization in tax and business law. MCP Group recruited Brad from his previous position as Director of Acquisitions for a private investment company where he grew their multi family division by 200% over a 3 year period. Brad has an extensive

background in multi family and commercial property analysis ranging from the property management level to complex financial modeling. In addition to his expertise in acquisitions and management, Brad has also directed several very successful short term turn around projects. During his career, Brad has been involved in over \$300 million in real estate transactions throughout the country.

Mr. Hayosh does not currently receive a salary from the Company.

MCP Group, LLC, an entity controlled by Mr. Hayosh, owns approximately 3,900,000,000 common shares of the Company.

B. Legal / Disciplinary History

No officer or director of the Company has been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding.

There has been no order, judgment or decree that permanently or temporarily enjoined, barred, suspended or otherwise limited any officer or director of the Company's involvement in any type of business, securities, commodities or banking activities.

There has been no finding or judgment by a court, the Securities Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law.

There has been no entry of an order by a self regulatory organization that permanently or temporarily barred, suspended or otherwise limited any officer or director of the Company from 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 or beneficial owners of more than 5% of any class of the issuer's securities.

D. Disclosure of Related Party Transactions

Brad Hayosh is a director and officer of Palisades Petroleum Corporation which holds a profits interest in various assets via an arrangement with MCP Group, LLC. Mr. Hayosh has interests in MCP Group, LLC as well as interests at the entity level. Mr.

Hayosh believes that any arrangement between the Company and any entity that he has an interest in represents a fair market transaction.

E. Disclosure of Conflicts of Interest

Brad Hayosh is a director and officer of Palisades Petroleum Corporation which holds a profits interest in various assets via an arrangement with MCP Group, LLC. Mr. Hayosh has interests in MCP Group, LLC as well as interests at the entity level. Mr. Hayosh believes that any arrangement between the Company and any entity that he has an interest in represents a fair market transaction.

Item XII Financial Information

Issuer shall post current financial information on the OTC Markets website.

As new financial and disclosure information becomes available, it will be posted on the OTC Markets website. Thereafter, the Company will continue to regularly post its financial information to the OTC Markets website. In addition, the Company intends to update its disclosure statement regularly as various corporate developments and changes occur.

Item XII Whether any quotation is being submitted or published or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and, if so, the name of such person, and the basis for any exemption under federal securities laws for any sales of such securities on behalf of such person.

The issuer has no knowledge of any broker-dealer(s) or associated persons who is/are submitting quotations with respect to the issuer's common stock, who may be associated, directly or indirectly, officer or beneficial owners of more than 10 percent of the common stock that is issued and outstanding.

INFORMATION AND DISCLOSURE STATEMENT

ALL INFORMATION FURNISHED HEREIN HAS BEEN PREPARED FROM THE BOOKS AND RECORDS OBTAINED FROM THE COMPANY IN ACCORDANCE WITH RULE 15C2-11(A)(5) PROMULGATED UNDER THE SECURITIES AND EXCHANGE ACT OF 1934, AS AMENDED.

NO DEALER, SALESMAN OR ANY OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS NOT CONTAINED HEREIN IN CONNECTION WITH THE COMPANY. ANY REPRESENTATIONS NOT CONTAINED HEREIN MUST NOT BE RELIED UPON AS HAVING BEEN MADE OR AUTHORIZED BY THE COMPANY.

The undersigned hereby certifies that the information herein is true, complete, presented fairly, and correct to the best of their knowledge and belief.

Palisades Petroleum Corporation

Certified by: /s/ Bradley J. Hayosh
Bradley J. Hayosh, President