

Initial Company Information and Disclosure Statement

Part A: General Company Information

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

Issuer: *Strategic Environmental & Energy Resources, Inc.*

Predecessor: *Satellite Organizing Solutions, Inc. (changed Jan. 2008)*

Except as otherwise indicated, the Company has been known by no other name in the past five (5) years.

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

7801 Brighton Road

Commerce City, CO 80022

T: 303.295.6297

F: 303.295.6498

www.seer-corp.com

www.regs-llc.com

www.mvseer.com

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

State of Incorporation: *Nevada*

Date: *February 22, 2002*

Part B: Share Structure

Item IV The exact title and class of securities outstanding.

Title/Class: *Common*

CUSIP Number: *86271N 10 0*

Trading Symbol: *SENR*

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

A. Par or Stated Value of Common Stock: *None*

B. Common Stock

1. For common equity, describe any dividend, voting and preemption rights. *No dividends issued to date and no special voting or preemption rights granted.*

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund. *N/A*
3. Describe any other material rights of common or preferred stock. *N/A*
4. Describe any provision in the issuer's charter or bylaws that would delay, defer or prevent a change in control of the issuer. *N/A*

Item VI The number of shares or total amount of the securities outstanding and securities authorized.

- (i) Period end date: As of March 31, 2012
 - (ii) Number of common shares authorized: *70,000,000*
Number of Preferred Shares authorized: *5,000,000*
 - (iii) Number of common shares outstanding: *approximately 25,874,073*
Number of Preferred Shares outstanding: *0*
 - (iv) Freely tradable common shares (public float): *approximately 1,899,231*
 - (v) Total number of beneficial shareholders: *34*
 - (vi) Total number of shareholders of record: *95*
-
- (i) Period end date: As of December 31, 2011
 - (ii) Number of common shares authorized: *70,000,000*
Number of Preferred Shares authorized: *5,000,000*
 - (iii) Number of common shares outstanding: *approximately 25,574,073*
Number of Preferred Shares outstanding: *0*
 - (iv) Freely tradable common shares (public float): *approximately 1,899,231*
 - (v) Total number of beneficial shareholders: *33*
 - (vi) Total number of shareholders of record: *94*

Item VII The name and address of the transfer agent.

Interwest Transfer Company, Inc.
1981 East Murray Holladay Road, Suite 100
P.O. Box 17136
Salt Lake City, Utah 84117
Phone: 801.272.9292
Fax: 801.277.3147
www.interwesttc.com

Interwest Transfer Company, Inc., is a registered transfer agent under regulatory authority of the Securities & Exchange Commission (Reg. #084-00273).

Part C: Business Information

Item VIII The nature of the issuer's business.

A. Business Development

Strategic Environmental & Energy Resources, Inc. is a company dedicated to assembling complementary service and best available technology (BAT) product businesses that provide the safest, most innovative, cost effective, and profitable solutions in the oil & gas, environmental and renewable energy industries. SEER's operating companies have 18 years of real-world, field operations experience servicing many types of industrial and petroleum customers all over the country.

The company now owns and manages four operating entities.

- **REGS, LLC** d/b/s Resource Environmental Group Services: (operating since 1994) provides general industrial cleaning services and waste management into many industry sectors but the bulk of its revenues come from customers in oil & gas production (upstream) and refineries (downstream).
- **Tactical Cleaning Company, LLC:** (operating since 2005) provides cleaning services to the tanker rail car industry with service locations in two states and a focus on both food-grade and petroleum based products, *i.e.*, fuel oil and asphalt.
- **MV, LLC:** (operating since 2003) MV designs and sells odor, vapor, and emission control systems for use in oil & gas production and refining and the Biogas generating (renewable energy) industries that include landfill management, waste water treatment, and food, beverage and agricultural processing.
- **Paragon Waste Solutions, LLC:** PWS is a newly formed operating company, owned 60% by SEER and 40% by Blackstone Management (technology developer) that is developing specific opportunities to deploy and commercialize its patent-pending technologies for a cold plasma oxidation process that makes possible the clean destruction of hazardous chemical and biological waste (*i.e.*, hospital red bag waste) without traditional incineration that is accompanied by harmful emissions.

The Company's domestic strategy is to grow organically through SEER's existing operating subsidiaries that have well established revenue streams and provide an existing customer base ready for new technologies; and, in parallel, acquire complementary domestic businesses that also serve the markets for environmental and oil & gas services. SEER intends to increase sales of new technologies into the fast growing markets of vapor/emission capture and control, as well as renewable Biogas capture and use or sale. Most all of SEER's current operating companies share customers and cross utilize internal resources.

Domestically, SEER believes it is well positioned for growth as a result of the growing regulatory compliance requirements being imposed on virtually every industry. The Company is focused particularly on oil & gas field water treatment, Biogas (renewable energy) generation, and emission and odor control in both the upstream and downstream petroleum industries, and believes it will benefit from several large current market dynamics including: the increase in exploration and production in the oil & gas sector resulting in an unprecedented need to handle and treat both Produced Water and Frac Water (especially in the western U.S. fields and

formations); the recent nation-wide increase in rail car traffic; and the rapidly increasing interest in Biogas capture and utilization.

The Company also is working with one of the largest hospital groups in the U.S., and expects to deploy its second generation cold plasma waste destruction system on a pilot basis in 2012. If successful, the company believes it will revolutionize how the medical industry approaches its waste handling and disposal needs.

SEER's management consists of many experienced executives with corporate, legal and engineering backgrounds coupled with significant operating experience.

1. Form of organization of the issuer: *Corporation*
2. Year that the issuer was organized: *2002*
3. Issuer's fiscal year end date: *December 31*
4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding: *N/A*
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets: *Issuer merged into predecessor in January, 2008.*
6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: *See Debt Schedule in posted financial statements.*
7. Any change of control: *N/A*
8. Any increase of 10% or more of the same class of outstanding equity securities. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: *predecessor accomplished a 4:1 reverse stock split as part of the merger consummated in January, 2008.*
9. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board: *N/A*
10. 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: *During 2009 and 2010, the Company negotiated with the IRS regarding payment of past due payroll taxes for that period. These amounts are specifically disclosed on the Company's balance sheet. In late 2010, the company entered into a written installment agreement with the IRS requiring the company to make monthly payments through mid 2013. At which time the parties will negotiate a revised settlement approach for the remaining balance due. The Company made those scheduled payments during 2011 and thus far in 2012.*

B. Business of Issuer

Strategic Environmental & Energy Resources, Inc. is a leading provider of proprietary vapor and emission control technologies and technology-based industrial services in the environmental, oil & gas field, renewable energy, and rail sectors.

1. The issuer's primary and secondary SIC Codes: 1389, 3533, 3743, 4955, 4991, 8060, 8711, 8744.
2. The issuer *is currently* conducting operations.
3. The issuer is or has at any time been a shell company – *The issuer is not currently a shell company, however, the predecessor entity into which the Company merged was a shell company.*

We previously were a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction.

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership: *Subsidiaries include: REGS, LLC, Tactical Cleaning Company, LLC, MV, LLC, and Paragon Waste Solutions, LLC. All subsidiaries are owned 100% by the issuer, except PWC, which is 60% owned by the Company.*
5. The effect of existing or probable governmental regulations on the business: *It is believed by management that any future state or federal regulations that may be instituted or enacted will likely have the effect of increasing the need for the company's services and/or technologies.*
6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers: *The Company has not historically recorded R&D expense. The company is currently planning to initiate formal R&D budget allocations and expense recording based on an increasing demand for its existing technologies by current customers and both political and "green" market drivers for renewable energy sources.*
7. Costs and effects of compliance with environmental laws (federal, state and local): *Two of the company's subsidiaries, REGS, LLC and MV, LLC, are environmental companies. Consequently, the company has vertically integrated its own divisions that address the company's environmental needs and requirements such as compliance and safety. Other than insurance premiums and minimal outside third-party costs, there are no other material costs.*
8. As of March 31, 2012, *there were approximately 50 full-time employees. Use of part time and day laborers varies depending on current job requirements.*

Item IX The nature of products or services offered.

- A. Principal products or services and their markets.

The Companies commercial operations are conducted through its four operating companies.

- **REGS, LLC** *d/b/s Resource Environmental Group Services: (operating since 1994) provides general industrial cleaning services and waste management into many industry sectors but the bulk of its revenues come from customers in oil & gas production (upstream) and refineries (downstream).*
- **Tactical Cleaning Company, LLC:** *(operating since 2005) provides cleaning services to the tanker rail car industry with offices in two states and a focus on both food-grade and petroleum based products, i.e., fuel oil and asphalt.*
- **MV, LLC:** *(operating since 2003) MV designs and sells odor, vapor, and emission control systems for use in oil & gas production and refining and the Biogas generating (renewable energy) industries that include landfill management, waste water treatment, and food, beverage and agricultural processing.*
- **Paragon Waste Solutions, LLC:** *PWS is a newly formed operating company, owned 60% by SEER and 40% by Blackstone Management (technology developer) that is developing specific opportunities to deploy and commercialize the patent-pending technologies for a cold plasma oxidation process that makes possible the clean destruction of hazardous chemical and biological waste (i.e., hospital red bag waste) without traditional incineration with harmful emissions.*

B. Distribution methods of the products or services.

REGS and MV LLC primarily provide services directly to their clients. In some cases, both organizations will operate in a sub-contractor supply situation. Both organizations use direct sales and agency relationships for business development.

Tactical Cleaning Company provides services directly to its clients. 95% + of the sales of its services are made through a third party marketing organization CRMS, which is compensated through a commission on revenue basis.

Paragon Waste Solutions has not yet determined its method of distribution.

C. Status of any publicly announced new product or service. N/A

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

In all its businesses, the Company holds a very small part of a very large market. MV LLC competes by providing superior service life on its products. REGS and Tactical compete by offering superior customer response and lowest total cost of service to their client base.

- E. Sources of availability of raw materials and the names of principal suppliers.

The only raw material used by the company that is not a commodity is iron sponge which is available from two U.S., suppliers.

- F. Dependence on one of a few major customers.

The REGS business is currently heavily dependent on Holly Petroleum and Suncor Pipeline for approximately 50% of its revenue.

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

The Company, through MV LLC, and Paragon Waste Solutions has a number of Patents in various stages of application, but none yet awarded.

- H. The need for any governmental approval of principal products or services and the status of any requested government approvals.

The Company does not rely on special government approvals to conduct its businesses. Local permits and licenses are regularly secured where and when necessary.

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

REGS' principal offices are located in Commerce City Colorado. REGS leases its facility pursuant to a long-term, triple-net lease with a fixed lease payment. Tactical Cleaning Co. leases all of its facilities for its rail operations and currently has sites in Denver, CO., and El Dorado, KS. Both are fixed payment leases. MV also leases its offices located in Golden, CO.

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. Listing of Officers & Directors

Joseph John Combs III, Esq.

CEO, Chairman, and President

7801 Brighton Road

Commerce City, CO 80022

T: 303.295.6297

F: 303.295.6498

Employment History:

SEER Founder, Chairman and CEO

- Vice President of REGS since 2004

- Founder and President of Tactical Cleaning since 2005
- Over the last 28 years served as an officer and director of various size corporations, both public and private
- Law practice – 1983 until 2003 (when established what is now SEER) engaged in large law firm to private practice - specialized in corporate maintenance, international finance, and business litigation
- B.A. from the University of Colorado, with honors, and a *Juris Doctorate* from Duke University School of Law in 1983

Board Memberships and other affiliations: *None at present.*

Annual Salary: \$120,000/yr

Number of common shares held as of March 31, 2012: 6,456,315 shares

Christopher H. Dieterich, Esq.

Board Secretary

7801 Brighton Road

Commerce City, CO 80022

T: 303.295.6297

F: 303.295.6498

Employment History:

Secretary & Director

- Founder and managing partner of Dieterich & Mazarei, a litigation and commercial law firm based in Los Angeles, California; providing legal services to entrepreneurial and emerging technology companies for 33 years
- Specializes in venture capital and private equity financings, as well as in SEC compliance issues for public companies

Board Memberships and other affiliations: *None at present.*

Annual Salary: N/A

Number of common shares held as of March 31, 2012: 200,000

John Jenkins

Executive Vice President and Director

7801 Brighton Road

Commerce City, CO 80022

T: 303.295.6297

F: 303.295.6498

Employment History:

SEER_E.V.P. and Director

- Strong background of leadership experience in small public companies addressing high growth opportunities in technology markets
- As CEO of two public companies he led the organizations through dramatic increase in top line revenues and improvement in bottom line performance; in both cases, acquisitions were complementary to organic growth
- Concurrently serves as CEO of IdeaFabrik Plc
- B.S. Mechanical Engineering from the University of Washington and a *Juris Doctorate* from the University of Denver

Board Memberships and other affiliations: *None at present.*

Annual Salary: \$75,000

Number of common shares held as of March 31, 2012: None

B. Legal/Disciplinary History

None of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
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 or otherwise limited such person's involvement in any type of business, 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

None.

D. Disclosure of Related Party Transactions

None.

E. Disclosure of Conflicts of Interest

None.

Item XII Financial information for Issuer's most recent fiscal period.

Financial statements are incorporated by referencing the OTC Disclosure and New Service and viewing them by following the Annual Report and Quarterly Report links. The financial statements for the period ending March 31, 2012, are listed as "Quarter End Financials" and were filed with the OTC Markets Group on May 14, 2012. The statements that can be found in this location include:

- 1) Balance Sheet;
- 2) Statement of Income;
- 3) Statement of Cash Flows;

- 4) Statement of Changes in Stockholders' Equity;
- 5) Debt Schedule; and
- 6) Audit letter, if audited.

Item XIII Similar information for such part of the two preceding fiscal years.

Financial statements are incorporated by referencing the OTC Disclosure and New Service and viewing them by following the Annual Report and Quarterly Report links. The unaudited financial statements for the year ended December 31, 2011 are listed as "Annual Report" and were filed with the OTC Markets Group on March 29, 2012. The financial statements for the year ended December 31, 2010 are listed as "Interim Financial Report" and were filed with the OTC Markets Group on February 19, 2012. The statements that can be found in this location include:

- 1) Balance Sheet;
- 2) Statement of Income;
- 3) Statement of Cash Flows;
- 4) Statement of Changes in Stockholders' Equity;
- 5) Financial Notes; and
- 6) Audit letter, if audited.

Item XIV Beneficial Owners.

Beneficial Owners	Ownership	Address
Joseph John Combs	26.20%	7801 Brighton Road, Commerce City, CO 80022
Michael Cardillo	26.20%	7801 Brighton Road, Commerce City, CO 80022
Nigel Hunter	8.89%	7801 Brighton Road, Commerce City, CO 80022
Ahmed Al Neama	6.17%	7801 Brighton Road, Commerce City, CO 80022

The above table is based on 25,874,073 shares issued and outstanding as of March 31, 2012.

Item XV Outside providers.

Accountant /Auditor:
 GHP Horwath
 Contact: Angela Parsons
 1670 Broadway, Suite 3000
 Denver, CO 80202
 303.831.5000
www.ghphorwath.com

Securities Counsel:
 Dieterich & Mazarei, LP
 Contact: Christopher Dieterich
 11300 West Olympic Blvd., Suite 800
 Los Angeles, CA 90064
 310.312.6888

www.dieterichandmazarei.com

Investor Relations:
Contact the Company

Transfer Agent:
Interwest Transfer Company, Inc.
1981 East Murray Holladay Road, Suite 100
P.O. Box 17136
Salt Lake City, Utah 84117
Phone: 801 272 9292
Fax: 801 277 3147
www.interwesttc.com

Item XVI Management's Discussion and Analysis or Plan of Operation.

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

The Company has completed an audit for fiscal year 2009, and expects to complete an audit for fiscal year 2010 in early 2012 and will begin, as appropriate, to take steps to commence being fully in compliance with all applicable SEC reporting requirements thereafter.

The following discussions are based on the consolidated financial statements as of March 31, 2012 and notes thereto, filed with the OTC Markets Group on May 14, 2012. The Company calculates EBITDA* by adding back depreciation and amortization expense and non-cash stock-compensation expense to the Operating Gain (Loss).

	Analysis of Operations	
	Quarter Ended Mar 31, 2012	Quarter Ended Mar 31, 2011
Revenues	\$1,112,839	\$1,691,738
Cost of Revenues	652,870	1,212,600
Gross Profit	459,969	479,138
Total Operating Expenses	797,645	805,374
Net Loss	(378,584)	(367,589)
EBITDA*	(137,519)	(147,195)

Revenues and Cost of Revenues

Our service and product revenue for the three months ending March 31, 2012 (Q1 2012) declined by \$578,900 when compared to the same period in 2011. The drop in revenue was due in part to action taken during 2011 to close some of our Tactical Cleaning facilities as we re-structured the business to improve profitability. Revenue at REGS and MV was also down in Q1 2012 over the

same period in 2011 due to delays in new project bookings and starts. While our Gross Profit decreased quarter over quarter by \$19,169, we recorded an overall significant increase in Gross Margin of 13%. The Gross Margin improvement was primarily attributable to closure of the underperforming operations in our Tactical Cleaning business.

Operating Expense/Net Income (Loss)

Our Operating Expenses for the quarter ended March 31, 2012, were essentially level with the quarter ended March 31, 2011. Reductions in expenses associated with the site shutdowns at Tactical Cleaning were offset by planned increases in business development expense in our MV business, audit expense and increased commitment to financial reporting.

Liquidity and Capital Resources

Balance Sheet Information Summary as of March 31, 2012:

Total Assets \$2,261,098

Total Liabilities \$4,113,491

Total Stockholders' Deficit (\$1,852,393)

We have assets of \$2,261,098 consisting of \$41,436 in cash, \$407,680 in accounts receivable (net of allowance for doubtful accounts), \$8,718 in inventory, \$80,681 in prepaid expenses and deposits, \$223,164 in Costs in Excess of Billings on uncompleted contracts, \$914,764 in net property and equipment, and net intangible assets of \$506,590.

The Company currently has \$ \$1,574,183 in Notes Payable and accrued interest; a Federal Withholding Tax liability, including interest and penalties of \$916,642 and trade Accounts payable of \$1,622,666.

Cash Flows from Operations

The Company consumed (\$340,658) cash in operations during the quarter ended March 31, 2012, compared to \$88,906 generated during the quarter ended March 31, 2011.

Investing Activities

The change generated by investing activities was (\$143,892) during the quarter ended March 31, 2012 compared to (\$3,091) generated during the quarter ended March 31, 2011.

Financing Activities

The Company generated \$470,444 in financing activities during the quarter ended March 31, 2012, compared to (\$33,696) during the quarter ended March 31, 2011.

Net Cash Flow

Net cash flow for the quarter ended March 31, 2012 was (\$14,106) compared to \$52,119 for the quarter ended March 31, 2011, a decrease of (\$66,225).

Last Two Fiscal Years (2011 and 2010):

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the Issuer's short-term or long-term liquidity:

General market and economic downturn in both the national and regional markets for industrial services, particularly in the market for rail car cleaning has had an adverse impact on the company's revenue and income from 2010 through 2011. That, in turn, had negative impact on the Company's short and long-term liquidity. This has adversely affected the Company's working capital and constrained its ability to grow. The company is uncertain how long this trend will continue, but has taken steps in 2011 to close under-performing operations and concentrate its resources where they can produce the best financial returns.

ii. Internal and external sources of liquidity:

Internal sources of liquidity included careful management of Accounts Receivable and Accounts payable.

As reflected in the Company's capital table, in Q1 2012 the Company sought and received equity funding from outside investors; and as reflected on the Company's balance sheet for the same period, the Company continued to refinance some of its debt and increase its borrowings.

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures:

Not applicable.

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations:

General market and economic downturn in both the national and regional markets for industrial services, particularly in the market for rail car cleaning has had an adverse impact on the company's revenue and income from 2010 through 2011. That, in turn, had negative impact on the Company's short and long-term liquidity. This has adversely affected the Company's working capital and constrained its ability to grow. The company is uncertain how long this trend will continue, but has taken steps in 2011 to close under-performing operations and concentrate its resources where they can produce the best financial returns.

v. Any significant elements of income or loss that do not arise from the Issuer's continuing operation:

The effect of the IRS obligation has been fully recorded in the Company's balance sheet. If the Company fails to meet its current settlement obligations or is able to negotiate a favorable

settlement of the outstanding liability, the Company would record changes to its income statement and balance sheet.

vi. The causes for any material changes from period to period in one or more line items of the Issuer's financial statements:

Not applicable.

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation:

Historically, winter season service activities can be negatively impacted if and when storms mandate the shutdown of field crews. In some instances, the Company experiences increases in service work requests when customers are spending remaining capital budgeted for annual service. In other instances, the Company experiences decreases in service work requests when customers have consumed or exceeded their annual budget for service work.

B. Off-Balance Sheet Arrangements:

i. The nature and business purpose to the issuer of such off-balance sheet arrangements:

Not Applicable.

ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits:

Not Applicable.

iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise:

Not Applicable.

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances:

Not Applicable.

Part E Issuance History

Item XVIII List of securities offerings and shares issued for services in the past two years.

All shares listed below are restricted, have legend, and are not registered under the Securities Act. There are no jurisdictions where the offering(s) were registered or qualified.

<u>Date</u>	<u>Issued to</u>	<u>Type</u>	<u>No. of Shares</u>	<u>Nature of Offering</u>
May-10	Corporate Capital Group	Warrants	42,000	For Service
Jun-10	Corporate Capital Group	Common Shares	62,500	For Service
	Maine Consulting & Real			
May-10	Estate	Warrants	42,000	For Service
	Maine Consulting & Real			
May-10	Estate	Common Shares	62,500	For Service
May-10	BC Ltd	Warrants	50,000	Debt Conversion
Sep-10	Board Advisor	Common Shares	40,000	For Service
Dec-10	Nigel Hunter	Common Shares	400,000	Debt Conversion
		<u>Total</u>	<u>699,000</u>	
Jan-11	Board Advisor	Common Shares	80,000	For Service
Feb-11	BC Ltd	Common Shares	240,753	Debt Conversion
Feb-11	John Jenkins	Warrants	25,000	For Service
	Maine Consulting & Real			
May-11	Estate	Common Shares	320,000	For Service
May-11	Employees	Options	30,000	\$0 Stock Incentive Plan
Jun-11	Whitney C Traylor	Common Shares	60,000	For Service
Jun-11	Craig Bargowski	Options	8,000	For Service
Jul-11	Chaparral Systems	Options	50,000	For Service
Aug-11	Employees	Options	12,000	\$0 Stock Incentive Plan
Aug-11	Employees	Options	90,000	\$0 Stock Incentive Plan
		<u>Total</u>	<u>915,753</u>	

Part F Exhibits

Item XVIII Material Contracts

Not Applicable.

Item XIX Articles of Incorporation and Bylaws

Articles of Incorporation are available through the Nevada Secretary of State. In addition, the Company's Articles and Bylaws will be available in its OTC Markets filings and attached hereto.

Item XX Purchases of Equity Securities by the Issuer

Not Applicable.

Item XXI Issuer's Certifications

I, J. John Combs III, certify that:

1. I have reviewed this initial disclosure statement of Strategic Environmental & Energy Resources, Inc.;
2. Based on my knowledge and information available to me as of the time the Disclosure Statement was prepared, 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(s) covered by this disclosure statement; and
3. Based on my knowledge and information available to me as of the time the Disclosure Statement was prepared, 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 cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

May 14, 2012



J. John Combs III, CEO and Chairman

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.

CONSOLIDATED BALANCE SHEET

FOR 3 MONTHS ENDED MARCH 31, 2012

ASSETS

	3/31/2012	3/31/2011
Current assets:		
Cash	\$ 41,436	124,898
Accounts receivable, net of allowance of \$291,794	407,680	855,442
Inventory	8,718	17,901
Costs in excess of billings on uncompleted contracts	223,164	-
Prepaid expenses and other	80,681	78,364
Total current assets	<u>761,679</u>	<u>1,076,606</u>
Property and equipment, net	914,764	1,133,432
Intangible assets, net	506,590	506,412
Other assets	78,065	64,886
Total assets	<u>\$ 2,261,098</u>	<u>2,781,337</u>

LIABILITIES AND STOCKHOLDERS' DEFICIT

LIABILITIES:

Current liabilities:		
Accounts payable	\$ 1,307,130	1,452,083
Accrued liabilities	315,536	215,521
Convertible debt	225,000	-
Current portion of notes payable	1,077,300	840,022
Notes payable - related parties, including accrued interest of \$11,115	113,145	125,593
Billings in excess of revenue on uncompleted contracts	-	95,809
Total current liabilities	<u>3,038,112</u>	<u>2,729,028</u>
Payroll taxes payable	916,642	1,057,802
Notes payable, net of current portion	158,738	225,806
Total liabilities	<u>4,113,491</u>	<u>4,012,636</u>

Commitments and contingencies

STOCKHOLDERS' DEFICIT:

Preferred stock; no par value; 5,000,000 shares authorized; no shares issued and outstanding	-	-
Common stock; no par value; 70,000,000 shares authorized; 25,874,073 shares issued and outstanding	8,381,104	7,682,867
Treasury stock at cost; 120,000 shares	(120,000)	(120,000)
Accumulated deficit	<u>(10,113,497)</u>	<u>(8,794,166)</u>
Total stockholders' deficit	<u>(1,852,393)</u>	<u>(1,231,299)</u>
Total liabilities and stockholders' deficit	<u>\$ 2,261,098</u>	<u>2,781,337</u>

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.

CONSOLIDATED STATEMENT OF OPERATIONS

FOR THREE MONTHS ENDED MARCH 31, 2012

Revenue:		3/31/2012	3/31/2011
Product	\$	206,690	542,634
Service		906,148	1,149,105
Total revenue		<u>1,112,839</u>	<u>1,691,738</u>
 Cost of revenue:			
Product		144,339	381,468
Service		508,530	831,132
Total cost of revenue		<u>652,870</u>	<u>1,212,600</u>
Gross margin		<u>459,969</u>	<u>479,138</u>
 Operating expenses:			
Selling, general and administrative		695,989	696,948
Depreciation and amortization		101,656	108,425
		<u>797,645</u>	<u>805,374</u>
Loss from operations		<u>(337,676)</u>	<u>(326,236)</u>
 Other income (expense):			
Interest and other, net		(40,908)	(41,353)
Gain/(Loss) on sale of property and equipment		-	-
		<u>(40,908)</u>	<u>(41,353)</u>
Net loss	\$	<u>(378,584)</u>	<u>(367,589)</u>
 Weighted average number of common shares outstanding:			
Basic and diluted		<u>25,874,073</u>	<u>25,244,073</u>
 Net loss per share:			
Basic and diluted	\$	<u>(0.01)</u>	<u>(0.01)</u>
 NON-GAAP Disclosure:			
EBITDA+S (1)	\$	(137,519)	(147,195)

(1) The company calculates EBITDA+S by adding back depreciation and amortization expense and non cash stock-compensation expense to the Operating Loss.

(2) Prior year results may not be indicative of future performance.

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
FOR THREE MONTHS ENDED MARCH 31, 2012

	No Par Common Stock		Treasury stock	Accumulated deficit	Total
	Shares	Amount			
Balances, January 1, 2012	25,574,073	\$ 8,182,503	\$ (120,000)	\$ (9,734,913)	\$ (1,672,410)
Sale of Common Stock (net of offering costs)	200,000	100,000			100,000
Stock-based compensation expense	100,000	98,601		-	98,601
Net loss				(378,584)	(378,584)
Balances, March 31, 2012	<u>25,874,073</u>	<u>\$ 8,381,104</u>	<u>\$ (120,000)</u>	<u>\$ (10,113,497)</u>	<u>\$ (1,852,393)</u>

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

STRATEGIC ENVIRONMENTAL & ENERGY RESOURCES, INC.

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THREE MONTHS ENDED MARCH 31, 2012

	3/31/2012	3/31/2011
Cash flows from operating activities:		
Net loss	\$ (378,584)	(367,589)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	101,656	108,425
Stock-based compensation expense	98,601	78,789
Changes in operating assets and liabilities:		
Accounts receivable	91,829	64,538
Inventory	0	2,492
Prepaid expenses and other	(28,938)	46,382
Accrued payroll taxes	(38,246)	(55,509)
Accounts payable and accrued liabilities	(157,148)	153,981
Billings in excess of revenue on uncompleted contracts	(29,828)	57,397
Net cash provided by operating activities	(340,658)	88,906
 Cash flows from investing activities:		
Acquisition of property and equipment	(143,892)	(3,091)
Proceeds from the issuance of a Notes Receivable	0	0
Proceeds from the sale of fixed assets	0	0
Net cash used in investing activities	(143,892)	(3,091)
 Cash flows from financing activities:		
Borrowings under note payable agreements	293,908	83,280
Repayments under note payable agreements	(40,411)	(114,519)
Borrowings under capital lease obligations	121,265	0
Payments of capital lease obligations	(4,318)	(2,457)
Purchase of common stock	100,000	0
Net cash used in financing activities	470,444	(33,696)
 Net increase in cash	(14,106)	52,119
Cash at the beginning of period	55,542	72,779
Cash at the end of period	\$ 41,436	124,898
 Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 11,718	59,953
 Supplemental disclosure of noncash financing and investing activities:		
Conversion of Accounts Payable to Note Payable	\$ 56,305	0
Conversion of Note Payable to Equity	\$	144,452
Assets acquired under Lease Payable	\$ 121,265	0