

CURRENT REPORT
OF
LIGHTHOUSE PETROLEUM, INC.
(OTC: LHPT)

Date of Report: December 15, 2011

Name of Company: Lighthouse Petroleum, Inc.

State of Incorporation: Delaware

Address of Principal Office: 7 Dey Street, Suite 1503, New York, New York 10007

Company's Telephone Number: (214) 784-3103

Lighthouse Petroleum, Inc., (the "Company")

The Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

12. Changes of Control of the Company

(a) A change in control of the Company has occurred.

- (1) Brinen & Associates, LLC ("Brinen") acquired control from Chief Executive Officer ("CEO") and Sole Director D. Glen Kennedy. Brinen sold control to Barclay Lyons, LLC ("Barclay").
- (2) On November 28, 2011, Brinen instituted a strict foreclosure proceeding on the Series A Preferred Shares ("Series A") of the Company in the name of Mr. Kennedy, as a result of the Company's defaulting on the unpaid balance for legal services Brinen performed for the Company. Mr. Kennedy consented to Brinen's strict foreclosure of the Collateral in partial satisfaction of the obligations owed by Debtor. On December 6, 2011, Brinen sold the Series A to Barclay pursuant to a Stock Purchase Agreement and Promissory Note and Installment Agreement.
- (3) The Series A are the basis of control, as the holder of One (1) share of Series A is entitled to Five Hundred (500) times the vote of a holder of One (1) share of the Company's Common Stock ("Common"). The Series A accounts for Ninety-Nine Percent (99%) of the shareholders' votes.
- (4) Pursuant to a Settlement and Release Agreement, Brinen received the Series A in consideration for releasing Mr. Kennedy of personal liability on the debt obligation the Company and Mr. Kennedy owed to Brinen. Brinen also reduced

the Company's amount due to Brinen by Four Thousand Dollars (\$4,000.00). In addition, Mr. Kennedy transferred to Brinen One Hundred Forty-Five Million (145,000,000) shares of his Common Stock in the Company. Mr. Kennedy was issued a promissory note for unpaid salary in the amount of One Hundred Seventy-Six Thousand Five Hundred Twenty-Eight Dollars and Fifty Cents (176,528.50). Subsequently, Brinen sold the Series A to Barclay Lyons, LLC for Five Thousand Dollars (\$5,000.00).

(5) No funds were exchanged between Mr. Kennedy and Brinen upon the transfer of control. Barclay Lyons, LLC issued Brinen a promissory note for Five Thousand Dollars (\$5,000.00), which Barclay plans to pay for out of its operating expenses bank account.

(6) Company is not a Shell Company.

13. Departure of Director or Principal Officers; Election of Directors; Appointment of Principal Officers

(a) On November 28, 2011, the Directors met to accept the resignation of CEO Kennedy and appointed Mr. David Brinen as interim-CEO. On December 1, 2011, a majority of the shareholders appointed Mr. Brinen as a Director of the Company and accepted the resignation of Mr. Kennedy as a Director of the Company.

(b) On December 5, 2011 Mr. Brinen resigned as CEO and Mr. Violette was appointed in his stead. On December 6, 2011, Director Brinen resigned and Mr. Violette was appointed Director by a majority vote of the shareholders.

(c) The Company appointed a new CEO, Mr. Violette, to act as the Company's new CEO and sole Director.

(1) CEO Violette was appointed on December 5, 2011. Director Violette was appointed on December 6, 2011.

(2) Information described in Item 11:

a. Information for Chief Executive Officer

i. Todd Allen Violette

ii. Business Addresses - 102 NE 2nd Street #265, Boca Raton, Florida 33432 and 2911 Turtle Creek Blvd 3rd Floor, Dallas, Texas 752193.

iii. Employment History – Self-employed last Five (5) years.

iv. Board Members and other affiliations - CEO and Director of the Company. CEO and Director of Barclay. CEO of Apian Way Management, Inc.

v. Compensation by the Company – Salary at base of Ninety-Six Thousand Dollars (\$96,000.00) per year, plus health benefits not to exceed Two Thousand One Hundred Dollars (\$2,100.00) per month

for the family coverage. Cash bonus allowance of up to Seven Percent (7%) of EBITDA paid quarterly.

- vi. Number and class of the Company's securities beneficially owned – Two Million Six Hundred Ten Thousand (2,610,000) shares of Common Stock and Seven Million Five Hundred Thousand (7,500,000) shares of Series A Preferred Stock owned by Barclay Lyons, LLC, of which Mr. Violette is the Managing Director.

b. In the last Five (5) years Mr. Violette has **NOT** been the subject of:

- i. A conviction in criminal proceeding or named as a defendant in a pending criminal proceeding;
- ii. 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;
- iii. 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
- iv. 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. There are no family relationships among and between the Company's directors, officers, persons nominated or chosen by the Company to become directors or officers, or beneficial owners of more than Five Percent (5%) of the any class of the Company's equity securities.

d. Disclosure of Related Party Transactions

- i. BanfiShafer LP loaned Twenty-Five Thousand Dollars (\$25,000.00) to the Company through a One (1) year demand note in September 2010. The loan was to be repaid by Fifteen Percent (15%) of the oil production revenue until the balance was paid off after which Barclay Lyons, LLC would retain the right to a Five Percent (5%) overriding interest in the land. The Company is in default on this note as of October 1, 2011. Mr. Violette is the CEO of Apian Way Management, Inc., which is the managing partner of BanfiShafer LP.

- ii. Barclay Lyons, LLC made a Fifteen Thousand Dollar (\$15,000.00) line of credit available for the Company in 2011. Eight Thousand Dollars (\$8,000.00) is the outstanding balance on the line of credit. The line of credit is secured by Twenty-Five Million (25,000,000) shares of Common Stock in the event of default. The company could request up to Two Thousand Five Hundred Dollars (\$2,500.00) every Two (2) weeks on the line of credit up to a maximum of Fifteen Thousand Dollars (\$15,000.00) outstanding. Each month the company carried a balance on the line of credit. The Company was required to issue Barclay One Million Two Hundred Fifty Thousand (1,250,000) shares of Common Stock. The Company could draw money against the line of credit up to September 15, 2011. The due date on the line of credit was December 15, 2011. Mr. Violette is the managing director of Barclay Lyons, LLC.
- iii. The Company hired Mr. Violette as a Consultant in 2011 and failed to pay his consultant fee of Seven Thousand Five Hundred Dollars (\$7,500.00) per month. The total outstanding balance due to Mr. Violette's for unpaid consulting fees is Sixty Thousand Dollars (\$60,000.00).
- e. Disclosures of Conflicts of Interest – The Chief Executive Officer and Sole Director, Mr. Violette is the owner of the Series A Preferred Stock and Common Stock of the Company. In addition, the Company is indebted to Mr. Violette by virtue of his controlling interests in BanfiShafer LP and Barclay Lyons, LLC.

(3) The Company has not yet entered into a formal employment agreement with Mr. Violette, but the terms as disclosed in this disclosure statement are expected to govern the relationship.

14. Amendments to Certificate of Incorporation; Change in Fiscal Year

(a) The Company amended its Certificate of Incorporation on November 29, 2011 by filing a Certificate of Designation with the State of Delaware to designate restrictions on transferability on a total of Seven Million Five Hundred Thousand (7,500,000) shares of Series A with par value of One-Tenth of One Cent (\$0.001), with a total of Ten Million (10,000,000) shares of Series A authorized. Currently, there are Ten Billion (10,000,000,000) shares of Common Stock authorized.

(b) The Company has not changed its fiscal year.

Lighthouse Petroleum, Inc.,

/s/: Todd Violette

By: _____
Todd Violette
Chief Executive Officer