

INTERCONTINENTAL RESOURCES, INC

Form 10QSB

November 19, 2007

**Table of Contents**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-QSB**

**Ⓟ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended September 30, 2007**

**○ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT  
Commission file number 000-28481  
INTERCONTINENTAL RESOURCES, INC.**

(Exact name of small business issuer as specified in its charter)

**NEVADA**

**86-0891931**

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

**9454 Wilshire Blvd., Suite 301, Beverly Hills, California 90212**

(Address of principal executive offices)

**(310) 887-4416**

(Issuer's telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO

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

**APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY  
PROCEEDINGS DURING THE PRECEDING FIVE YEARS**

Check whether the registrant filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court.  YES  NO

**APPLICABLE ONLY TO CORPORATE ISSUERS**

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date:

Class	Outstanding as of November 16, 2007
Common Stock, \$.001	105,641
Transitional Small Business Disclosure Format:	<input type="checkbox"/> YES <input type="checkbox"/> NO



**TABLE OF CONTENTS**

**PART I FINANCIAL INFORMATION**

Item 1. Financial Statements

Balance Sheet 3

Statements of Operations 4

Statements of Cash Flows 5

Notes to Consolidated Financial Statements 7

Item 2. Management's Discussion and Analysis or Plan of Operation 12

Item 3. Controls and Procedures 13

**PART II OTHER INFORMATION**

Item 1. Legal Proceedings 14

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 14

Item 3. Defaults Upon Senior Securities 14

Item 4. Submission of Matters to a Vote of Security Holders 14

Item 5. Other Information 14

Item 6. Exhibits 14

SIGNATURES 15

Exhibit 31.1

Exhibit 31.2

Exhibit 32.1

Exhibit 32.2

**Table of Contents**

Intercontinental Resources, Inc.  
(A Company in the Development Stage)  
Balance Sheet  
(Unaudited)  
ASSETS

	September 30, 2007
Current Assets	
Cash	\$ 47
 Total current assets	 47
 Total assets	 47
 <b>LIABILITIES AND STOCKHOLDERS DEFICIT</b>	
Current Liabilities	
Accrued expenses	\$ 79,187
Accrued compensation	942,876
Interest payable	14,261
Note payable - current	28,343
Advances - related party	89,761
 Total current and total liabilities	 1,154,428
 Commitments and contingencies	
 Stockholders' Deficit	
Common Stock, \$.001 Par Value, 300,000,000 Shares Authorized; 105,641 Shares Issued and Outstanding, retroactively restated	105
Additional paid-in capital	4,700,795
Deficit accumulated during development stage	(5,855,281)
 Total Stockholders' deficit	 (1,154,381)
 Total liabilities and stockholders' deficit	 \$ 47

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





Loss per common share basic  
and fully diluted

Weighted average common  
shares

103,802

38,683,027

86,304

38,683,027

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



Edgar Filing: INTERCONTINENTAL RESOURCES, INC - Form 10QSB

Payment on line of credit			(842,156)
Proceeds received from a note payable			28,343
Proceeds received from line of credit			870,413
Net cash provided by (used in) financing activities	55,848	(10)	600,997

**Table of Contents**

Intercontinental Resources, Inc.  
(A Company in the Development Stage)  
Statements of Cash Flows  
(Unaudited)

	For the Nine Months Ended September 30,		Cumulative During the Development Stage August 1, 1997 (inception) to September 30,
	2007	2006	2007
Net decrease in cash	\$ (41)	\$	\$ (41)
Cash and cash equivalents at (Inception) December 31, 2006	86		86
Cash and cash equivalents at September 30, 2007 and 2006	\$ 45	\$ 25	\$ 45
Supplemental Cash Flow Information		For the Nine Months Ended September 30,	
Cash paid for:		2007	2006
Interest			
Taxes			

**Supplementary Information**

In June 2007, the Board of Directors approved a resolution to effect a one for five hundred (1:500) reverse split of our issued and outstanding shares of common stock ( Reverse Stock Split ). The Reverse Stock Split was approved by the Company s shareholders on June 15, 2007, and was effective on September 10, 2007. Prior to the Reverse Stock Split, the Company had 52,820,458 shares outstanding, which number of shares was reduced to 105,641 shares outstanding as a result of the Reverse Stock Split. The Reverse Stock Split has been presented as a retroactive restatement of issued stock on the statement of stockholders deficit. The respective relative voting rights and other rights that accompany the common stock were not altered by the Reverse Stock Split, and the common stock continues to have a par value of \$.001 per share. Consummation of the Reverse Stock Split did not alter the number of our authorized shares of common stock, which remains at 300,000,000.

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













**Table of Contents**

Plan of Operation

We are in the development stage and have no revenues from operations, nor do we expect revenues for the foreseeable future. To date, we have funded our various business activities through advances from officers and stockholders and through the issuance of equity stock. Our officers are under no obligation to continue to provide advances to the us. We have no material cash or cash equivalent resources, no lines of credit, nor any other source of funds.

In April 2005 we terminated our proposed activities in mineral exploration in the Republic of Tajikistan because of our inability to secure funding, and are currently exploring other business opportunities. Our ability to acquire or start another business or to enter into a business combination with an operating company will likely depend upon our success in raising capital through stock sales or some other means, of which we cannot be certain, or our ability to find a suitable operating company with which to combine. We have no present plan, proposal or arrangement with respect to any business acquisition or opportunity.

As the Company is inactive, management expects that the Company will continue to sustain losses from operations in the foreseeable future which are substantially similar to those sustained for the three- and nine-month periods ended September 30, 2007. The Company's ability to meet its continuing operating expenses depends on its ability to continue to receive loans from its sole officer and director and to pay his compensation in the Company's common stock in lieu of cash compensation.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements and has not entered into any transaction involving unconsolidated limited purpose entities.

Item 3. Controls and Procedures

Our Chief Executive Officer, who is our principal executive officer and also serves as our interim principal accounting officer, conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as of the end of the period covered by this report (the evaluation date). Based on this evaluation, the officer has concluded that our disclosure controls and procedures are effective for the purpose of insuring that material information required to be in this quarterly report is made known to him by others on a timely basis. There have been no changes in the Company's internal control over financial reporting that occurred during the Company's second quarter that have materially affected, or are reasonably likely to affect, the Company's internal control over financial reporting.

**Table of Contents**

**PART II OTHER INFORMATION**

Item 1. Legal Proceedings

The Company was sued by Merrill Lynch Canada, Inc., in British Columbia, Canada, in July 2000. Other than initial pleadings, the plaintiff did not proceed with the suit since it was filed. The Company believes that the suit is without merit. The Company settled an action by a bank regarding an overdraft. The settlement carried an interest rate of 9.0% and twelve monthly payments of \$3,321. The Company made three payments before defaulting on this settlement. The amount due as of September 30, 2007 is \$28,343. Related interest of \$14,261 has also been accrued by the Company.

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

On June 12, 2007, the Company issued Matthew Markin, its sole officer and director, 1,000,000 common shares in payment of \$10,000 of indebtedness to him. The sale of these shares was exempt from the registration provisions of the Securities Act of 1933, as amended, pursuant to Section 4(2) thereof.

Item 3. Defaults Upon Senior Securities

None

Item 4. Submission of Matters to a Vote of Security Holders

On June 12, 2007, our sole director voted to amend our Articles of Incorporation to reverse split our outstanding shares of common stock at the rate of one (1) share for each five hundred (500) shares outstanding. The reverse split was approved on the same date by the holder of approximately 50.04% of the total shares then outstanding. The amendment was effective on September 10, 2007.

Item 5. Other Information

None

Item 6. Exhibits

Exhibit 31.1 Section 302 Certificate of Chief Executive Officer

Exhibit 31.2 Section 302 Certificate of Chief Financial Officer

Exhibit 32.1 Section 906 Certificate of Chief Executive Officer

Exhibit 32.2 Section 906 Certificate of Chief Financial Officer

**Table of Contents**

**SIGNATURES**

In accordance with the requirements of the Exchange Act, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTERCONTINENTAL RESOURCES, INC.

Dated: November 16, 2007

By: /s/ Matthew Markin  
Matthew Markin, President, Acting  
Chief Financial Officer

**Table of Contents**

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 31.1	Section 302 Certificate of Chief Executive Officer
Exhibit 31.2	Section 302 Certificate of Chief Financial Officer
Exhibit 32.1	Section 906 Certificate of Chief Executive Officer
Exhibit 32.2	Section 906 Certificate of Chief Financial Officer