UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

☒ Quarterly Report Pursuant To Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **March 31, 2014**

☐ Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from __________ to __________

Commission File Number: **000-52690**

ROCKDALE RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

Colorado	**86-1061005**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

5114 Balcones Woods Dr., Suite 307-511	
Austin, Texas	**78759**
(Address of principal executive offices)	(Zip Code)

(512) 537-2257

(Issuer's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Name of each exchange on which registered**
None	

Securities registered pursuant to Section 12(g) of the Act:

Common Stock

(Title of class)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 12 months (or for such shorter period that the issuer 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 has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 16,986,413 shares of common stock as of May 13, 2014.

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PART I

Item 1. Financial Statements

ROCKDALE RESOURCES CORPORATION
BALANCE SHEETS
(Unaudited)

	March 31, 2014	December 31, 2013
ASSETS		
Current assets		
Cash	$ 291,623	$ 122,162
Accounts receivable	44,603	58,472
Other current assets	44,554	53,680
Total current assets	380,780	234,314
Property & equipment		
Oil and gas, on the basis of full cost accounting		
Evaluated properties	3,279,531	2,954,854
Furniture, equipment & software	87,955	82,051
Less accumulated depreciation	(160,912)	(126,642)
Net property and equipment	3,206,574	2,910,263
Total Assets	$ 3,587,354	$ 3,144,577
LIABILITIES & STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	$ 111,013	$ 50,939
Accrued liabilities	107,396	9,916
Current maturities of installment notes payable	7,745	7,625
Deferred rent	4,375	4,061
Total current liabilities	230,529	72,541
Deferred rent	1,790	2,926
Asset retirement obligations	14,890	12,804
Convertible debt - related party, net of discount of $387,215 and $410,677	162,785	139,323
Installment note payable	30,067	34,011
Total Liabilities	440,061	261,605
Stockholders' Equity		
Preferred stock, $.10 par value; 1,000,000 shares authorized; No shares issued & outstanding	-	-
Common stock, $.001 par value; 50,000,000 shares authorized; 16,569,738 and 14,178,041 shares issued and outstanding	16,570	14,179
Additional paid in capital	6,282,073	5,429,487
Accumulated deficit	(3,151,350)	(2,560,694)
Total Stockholders' Equity	3,147,293	2,882,972
Total Liabilities and Stockholders' Equity	$ 3,587,354	$ 3,144,577

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

ROCKDALE RESOURCES CORPORATION
STATEMENT OF OPERATIONS
(Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Oil and gas sales	$ 124,870	$ 55,877
Operating expenses		
Lease operating expense	98,182	36,281
Production tax	5,207	2,575
General and administrative expenses	544,621	367,124
Depreciation, depletion and amortization	34,270	20,235
Asset retirement obligation accretion	150	1,595
Total operating expenses	682,430	427,810
Loss from operations	(557,560)	(371,933)
Interest (expense)	(33,096)	-
Net loss from continuing operations before taxes	(590,656)	(371,933)
Net loss	$ (590,656)	$ (371,933)
Loss per share		
(Basic and fully diluted)	$ (0.04)	$ (0.02)
Weighted average number of common shares outstanding, basic and diluted	15,437,313	16,900,079

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

ROCKDALE RESOURCES CORPORATION
STATEMENTS OF CASH FLOWS
(Unaudited)

	Three Months Ended March 31, 2014	Three Months Ended March 31, 2013
Cash Flows from Operating Activities		
Net loss	$ (590,656)	$ (371,933)
Adjustment to reconcile net loss to net cash provided by/(used in) operating activities:		
Depreciation and amortization	34,270	20,235
Accretion expense	23,462	-
ARO accretion	150	1,595
Stock-based compensation expense - employees	19,973	-
Stock-based compensation expense – consultants	380,000	-
Changes in operating assets and liabilities		
Accounts receivable - related party	-	4,805
Accounts receivable	13,869	-
Other assets	9,126	(8,744)
Accounts payable	21,115	(13,906)
Accounts payable - related party	-	3,561
Accrued liabilities	97,480	42,571
Deferred rent	(821)	(498)
Net cash flows from operating activities	7,968	(322,314)
Cash Flows from Investing Activities		
Capital expenditures on oil and gas properties	(289,686)	(3,318)
Cash flows from investing activities	(289,686)	(3,318)
Cash Flows from Financing Activities		
Proceeds from issuance of common stock	455,004	-
Payments on notes payable	(3,825)	-
Cash flows from financing activities	451,179	-
Net change in cash and cash equivalents	169,461	(325,632)
Cash and cash equivalents		
Beginning of period	122,162	731,043
End of period	$ 291,623	$ 405,411

SUPPLEMENTAL DISCLOSURES		
Interest Paid	$ 9,634	$ -
NON-CASH INVESTING AND FINANCIAL DISCLOSURES		
Accrual for purchase of treasury shares	$ -	$ 900
Change in accounts payable for expenditures on oil and gas properties	38,958	-
Cancellation of treasury shares	-	5,000
Initial recognition of asset retirement obligations	$ 1,936	$ -

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

ROCKDALE RESOURCES CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2014
(Unaudited)

NOTE 1. ORGANIZATION AND BASIS OF PRESENTATION:

Rockdale Resources Corporation ("we", "us", the "Company") was formed for the purpose of oil and gas exploration, development, and production. The financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC").

Basis of Presentation

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's latest Annual Report filed with the SEC on Form 10-K. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of the results of operations for the interim periods presented have been reflected herein. The results of operations for such interim periods are not necessarily indicative of operations for a full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year, 2013, as reported in Form 10-K, have been omitted.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of the significant accounting policies applied in the preparation of the accompanying financial statements follows.

Management Estimates—The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Recent Accounting Pronouncements

The Company has evaluated all the recent accounting pronouncements through the filing date and believes that none of them will have a material effect on the Company.

NOTE 3. GOING CONCERN

The Company has suffered recurring losses from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The Company plans to generate profits by drilling productive oil or gas wells. However, the Company will need to raise the funds required to drill new wells through the sale of its securities, through loans from third parties or from third parties willing to pay the Company's share of drilling and completing the wells. The Company does not have any commitments or arrangements from any person to provide the Company with any additional capital. If additional financing is not available when needed, the Company may need to cease operations. The Company may not be successful in raising the capital needed to drill oil or gas wells. Any wells which the Company may drill may not be productive of oil or gas. Management believes that actions presently being taken to obtain additional funding provide the opportunity for the Company to continue as a going concern. We have plans to finance our activities through private offerings of our securities, issuance of corporate bonds and/or joint venture agreements. The accompanying financial statements have been prepared assuming the Company will continue as a going concern; no adjustments to the financial statements have been made to account for this uncertainty.

NOTE 4. EQUITY

Preferred Stock – 1,000,000 shares authorized, none issued or outstanding.

In the first quarter of 2014, the Company sold 1,516,697 shares to private investors as part of the private placement detailed in the 8-K filed on February 14, 2014. The shares were all purchased at a price of $0.30 per share and include warrants to purchase additional shares (one-for-one) at $0.75 per share any time before August 5, 2019. The purchasers included David Baker, who joined our Board of Directors after the end of the reporting period on May 8, 2014. The Company evaluated the warrants for derivative accounting consideration under ASC Topic 815-40, Derivatives and Hedging – Contracts in Entity's own stock. We concluded that the warrants meet the criteria for classification in stockholders' equity. Therefore, derivative accounting is not applicable for the warrants.

75,000 shares related to stock compensation for employees and directors vested during the first quarter of 2014. Stock based compensation expense relating to these shares was $19,973 and $0 for the quarters ended March 31, 2014 and 2013, respectively.

As of March 31, 2014, we had $192,107 of total unrecognized compensation expense associated with restricted shares granted to employees. Of that amount, $30,107 (150,000 unvested shares) will be recognized over a five month period.

The remainder is subject to performance conditions and is not currently being amortized. As of March 31, 2014, there were 600,000 unvested shares subject to performance conditions. All of the aforementioned shares had a grant-date fair value, as determined by closing stock prices on August 5, 2013, of $0.27 per share.

As reported on Form 8-K filed January 31, 2014, on January 27, 2014, 800,000 shares were granted to David Baker in the first quarter of 2014 as consideration for his services as a consultant. The consulting agreement can be found in the 8-K filed on January 27, 2014. The shares granted to David Baker resulted in $380,000 of general and administrative expense in the first quarter of 2014.

ROCKDALE RESOURCES CORPORATION
NOTES TO FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2014
(Unaudited)

Summary information regarding common stock warrants issued and outstanding as of March 31, 2014, is as follows:

	Warrants	Weighted Average Exercise Price	Aggregate intrinsic value	Weighted average remaining contractual life (years)
Outstanding at year ended December 31, 2013	1,570,000	$ 0.80	$ -	9.6
Granted	1,516,697	0.75	-	5.4
Exercised	-	-	-	
Expired	-	-	-	
Outstanding at quarter ended March 31, 2014	3,086,697	$ 0.78	$ -	7.4

NOTE 5. COMMITMENTS AND CONTINGENCIES

The Company, as a lessee of oil and gas properties, is subject to various federal, state and local laws and regulations relating to discharge of materials into, and protection of, the environment. These laws and regulations may, among other things, impose liability on the Company for the cost of pollution clean-up resulting from operations and subject the Company to liability for pollution damages. In some instances, the Company may be directed to suspend or cease operations in the affected area. The Company is not aware of any environmental claims existing as of March 31, 2014, which have not been provided for, or covered by insurance or which may have a material impact on its financial position or results of operations. There can be no assurance, however, that current regulatory requirements will not change, or past noncompliance with environmental laws will not be discovered on the Company's properties.

Office Lease – The Company has a non-cancelable lease for its office in Austin, Texas. Rent expense on this lease for the 3 months ended March 31, 2014 totaled $16,543, but was completely offset by payments from the Company's sublease. Deferred rent at March 31, 2014 was $6,165. Future minimum payments on the office lease will be nearly completely offset by payments due from the sublessee. The Company's lease ends in June of 2015.

NOTE 6. SUBSEQUENT EVENTS

Between April 1, 2014 and May 13, 2014 the Company sold 416,675 shares to private investors as part of the private placement detailed in the 8-K filed on February 14, 2014. The shares were all purchased at a price of $0.30 per share and include warrants to purchase additional shares (one-for-one) at $0.75 any time before August 5, 2019.

In April 2014 the Company completed three wells that were drilled as of March 31, 2014.

FORWARD LOOKING STATEMENTS

This report contains statements which, to the extent that they do not recite historical fact, constitute forward-looking statements. These statements can be identified by the fact that they do not relate strictly to historical or current facts and may include the words ''may,'' ''will,'' ''could,'' ''should,'' ''would,'' ''believe,'' ''expect,'' ''anticipate,'' ''estimate,'' ''intend,'' ''plan'' or other words or expressions of similar meaning. We have based these forward-looking statements on our current expectations about future events. The forward-looking statements include statements that reflect management's beliefs, plans, objectives, goals, expectations, anticipations and intentions with respect to our financial condition, results of operations, future performance and business, including statements relating to our business strategy and our current and future development plans.

The potential risks and uncertainties that could cause our actual financial condition, results of operations and future performance to differ materially from those expressed or implied in this report include:

- The sale prices of crude oil;
- The amount of production from oil wells in which we have an interest;
- Lease operating expenses;
- International conflict or acts of terrorism;
- General economic conditions; and
- Other factors disclosed in this report.

Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Many factors discussed in this report, some of which are beyond our control, will be important in determining our future performance. Consequently, actual results may differ materially from those that might be anticipated from the forward-looking statements. In light of these and other uncertainties, you should not regard the inclusion of a forward-looking statement in this report as a representation by us that our plans and objectives will be achieved, and you should not place undue reliance on such forward-looking statements. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Background

We were incorporated in Colorado on January 16, 2002.

We planned to sell custom framed artwork, art accessories, and interior design consulting. However, we generated only limited revenue since inception and have been inactive since 2008.

In February 2012 we decided it would be in the best interests of our shareholders to no longer pursue our original business plan and, in April 2012 we became active in the exploration and development of oil and gas properties.

On May 4, 2012 we amended our articles of incorporation and changed our name to Rockdale Resources Corporation.

Plan of Operation

We evaluate undeveloped oil and gas prospects and participate in drilling activities on those prospects which, in the opinion of management, are favorable for the production of oil or gas. If, through our review, a geographical area indicates geological and economic potential, we will attempt to acquire leases or other interests in the area. We may then attempt to sell portions of our leasehold interests in a prospect to third parties, thus sharing the risks and rewards of the exploration and development of the prospect with the other owners. One or more wells may be drilled on a prospect, and if the results indicate the presence of sufficient oil and gas reserves, additional wells may be drilled on the prospect.

Our strategy is to acquire other similar prospects in or adjacent to existing fields with further development potential and minimum risk in the same area.

We may also acquire a working interest in one or more prospects from others and participate with the other working interest owners in drilling, and if warranted, completing oil or gas wells on a prospect.

Our activities will primarily be dependent upon available financing.

Oil and gas leases are considered real property. Title to properties which we may acquire will be subject to landowner's royalties, overriding royalties, carried working and other similar interests and contractual arrangements customary in the oil and gas industry, to liens for current taxes not yet due, liens for amounts owing to persons operating wells, and to other encumbrances. As is customary in the industry, in the case of undeveloped properties little investigation of record title will be made at the time of acquisition (other than a preliminary review of local records). However, drilling title opinions may be obtained before commencement of drilling operations.

Minerva-Rockdale Field

The Minerva-Rockdale Field, which is located approximately 30 miles Northeast of Austin, was first discovered in 1921 and is approximately 50 square miles in size. The main producing formation for this field is the Upper Cretaceous Navarro Group of sands and shales. The Navarro is typically subdivided into several producing zones from the uppermost "A" and "B" sands to the lower "C" and "D" sands. The "B" sand is the primary producing zone. These sands are commonly fine grained and poorly sorted and were deposited close to a shoreline during a cycle of marine regression.

The cost to drill and complete the first five wells on the 200 acre lease was $275,000 per well. The cost to drill and complete the sixth well on the 200 acre lease was $191,000.

In April 2013, the Company entered into a lease pertaining to a 423 acre tract in Milam County, Texas, which is adjacent to the Company's original 200 acre lease. The Company issued 500,000 shares of its common stock as consideration for a 100% working interest (75% net revenue interest) in such lease.

In June 2013 we drilled two wells at approximately $120,000 each.

In August 2013, we became an oil and gas operator and took over the operating of 100% of our wells. We will work independently with vendors to drill wells on our lease with the supervision of the Company's director, Matthew Ferguson.

In August 2013 we drilled one well at a cost of approximately $120,000 and converted one existing well to an injection well.

On October 2, 2013, the Company executed a Paid Up Oil and Gas Lease (the "New Lease") between Noack Farms, LLC ("Noack"), as Lessor, and the Company, as Lessee. Under the New Lease, Noack leased to the Company 623.29 acres in Milam County, Texas, for the purpose of exploring for, developing, producing, and marketing oil and gas, along with all hydrocarbon and hydrocarbon substances produced in association therewith. The New Lease provides for royalties of 1/6th of the production from the leased premises to be paid to Noack.

The land described in the New Lease was subject to a pre-existing Paid Up Oil and Gas Lease dated June 20, 2011, from Noack, as Lessor, to Ardent 1, LLC, as Lessee (the "Prior Lease"). The New Lease provided that it was subordinate to the Prior Lease, and that it would not become effective until the termination or release of the Prior Lease.

By virtue of a series of assignments, the Prior Lease previously had been assigned to the Company as Lessee effective as of March 20, 2012. (The assignment to the Company is filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the period ended June 30, 2013, filed with the Securities and Exchange Commission on August 14, 2013, and the Prior Lease is filed as Exhibit 10.8 to such Quarterly Report.) All of the Company's current wells are drilled on the 623.29 acres that constitute the leased premises under the New Lease and the Prior Lease.

On October 24, 2013, the Company filed a release of the Prior Lease.

In January 2014 the Company drilled one well at a cost of approximately $120,000.

In March 2014 the Company drilled three additional wells but did not complete them by March 31, 2014. Total cost per well is approximately $120,000.

The cost to drill and complete any remaining wells on the 623 acre lease will be approximately $120,000 per well.

As of March 31, 2014, we had drilled thirteen wells, eight of which were actively producing at a rate of approximately 22bbls of oil and 34bbls of water per day. As of May 13, 2014, we had completed the drilling of three additional wells, and we are producing approximately 50bbls of oil and 70bbls of water per day.

We are currently in the process of raising funds through the private placement discussed in our 8-K filed on February 14, 2014, with plans of using funds raised to drill additional wells on our lease in the Minerva-Rockdale field.

The wells will be drilled to sufficient depths to test the shallow Navarro B formation (approximate depth of 1,800 feet). Each well will take approximately seven days to drill and complete.

If, in our sole discretion, the estimated future production from wells drilled on the leases in the Minerva-Rockdale Field does not warrant further drilling, we plan to drill wells in other areas.

Results of Operations/Liquidity and Capital Resources

Revenues

Our total revenue reported for the quarter ended March 31, 2014 was $124,870, an increase of $68,993 from the prior year quarter. Our increased revenue for the quarter ended March, 31, 2014 as compared with the prior year quarter is a result of drilling and completing four new wells.

Operating Expenses

Operating expenses increased to $682,430 for the quarter ended March 31, 2014 from $427,810 for the quarter ended March 31, 2013. Our major expenses for the quarter ended March 31, 2014 were stock-based contract labor of $380,000, lease operating expenses of $98,182 legal and professional fees of $68,238 and salaries and wages of $45,000. In comparison, major operating expenses for the quarter ended March 31, 2013 were salaries and wages of $131,575, legal and professional expenses of $110,898 and lease operating expenses of $36,281.

Our lease operating expenses increased as we drilled additional wells. Our lease operating expenses was higher than we expected for the quarter ended March 31, 2014 due to non-reoccurring maintenance issues with the wells and cold weather related production issues. Our general and administrative expenses decreased as a result of our efforts to operate more efficiently, offset by the $380,000 in stock based-based contract labor.

Other Income/Expenses

Other expenses were $33,096 for the quarter ended March 31, 2014, an increase from other expenses of $0 for the same period ended 2013. We had $33,096 of interest expenses in 2014, which accounted for the difference.

Net Loss

Net loss for the quarter ended March 31, 2014 was $590,656 compared to a net loss of $371,933 for the quarter ended March 31, 2013 due to the factors described above.

Our sources and (uses) of funds for the three months ended March 31, 2014 were:

Cash provided (used) in operations	$	7,968
Capital expenditures on oil and gas properties		(289,686)
Proceeds from issuance of common stock		455,004
Payments on notes payable		(3,825)

Critical Accounting Policies and New Accounting Pronouncements

See Note 2 to the financial statements included as part of our Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 31, 2014 for a description of our critical accounting policies and the potential impact of the adoption of any new accounting pronouncements.

Item 4. Controls and Procedures.

(a) We maintain a system of controls and procedures designed to ensure that information required to be disclosed in reports filed or submitted under the Securities Exchange Act of 1934, as amended ("1934 Act"), is recorded, processed, summarized and reported within time periods specified in the SEC's rules and forms and to ensure that information required to be disclosed by us in the reports that we file or submit under the 1934 Act is accumulated and communicated to our management, including our Principal Executive and Financial Officer, as appropriate to allow timely decisions regarding required disclosure. As of March 31, 2013, our Principal Executive and Financial Officer evaluated the effectiveness of the design and operation of our disclosure controls and procedures. Based on that evaluation, our Principal Executive and Financial Officer concluded that our disclosure controls and procedures were effective.

(b) *Changes in Internal Controls*. There were no changes in our internal control over financial reporting during the quarter ended March 31, 2014 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II

Item 6. Exhibits

Exhibits

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certification pursuant to Section 906 of the Sarbanes-Oxley Act.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ROCKDALE RESOURCES CORPORATION

May 15, 2014	By:	/s/ Marc Spezialy
		Marc Spezialy
		Principal Executive, Financial and Accounting Officer

EXHIBIT 31.1

CERTIFICATIONS

I, Marc Spezialy, certify that;

1. I have reviewed this Quarterly Report on Form 10-Q of Rockdale Resources Corporation;

2. Based on my knowledge, this report, 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

May 15, 2014

By: /s/ Marc Spezialy
Marc Spezialy,
Principal Executive, Financial and Accounting Officer

EXHIBIT 32

In connection with the Quarterly Report of Rockdale Resources Corporation (the "Company") on Form 10-Q for the period ending March 31, 2014 as filed with the Securities and Exchange Commission (the "Report"), Marc Spezialy, the Principal Executive, Financial and Accounting Officer of the Company hereby certifies, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects the financial condition and results of operations of the Company.

May 15, 2014

By: /s/ Marc Spezialy
Marc Spezialy,
Principal Executive, Financial and Accounting Officer