Siberian Energy Group Inc.
Form 10-Q
November 19, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

[ ] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: 000-53766

SIBERIAN ENERGY GROUP INC.
(Exact name of registrant as specified in its charter)

| NEVADA | 52-2207080 |
|---|---|
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |

275 Madison Ave, 6th Floor, New York, NY 10016
(Address of principal executive offices)

(212) 828-3011
(Registrant's telephone number)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 x 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, and 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.

| | |
|---|---|
| Large accelerated filer [ ] | Accelerated filer [ ] |
| Non-accelerated filer [ ] | Smaller reporting company x |

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

As of November 19, 2010, the issuer had 18,705,585 shares of common stock, $0.001 par value per share outstanding, which number does not include (a) 180,000 shares which the registrant has agreed to issue to its President, Helen Teplitskaia for services rendered during the months of July 2009 through December 2010, (b) an aggregate of 23,222,359 shares of common stock issuable in connection with and pursuant to the issuer’s entry into Debt Conversion Agreements with certain creditors of the Company in October 2010; and (c) 25,000 shares which the registrant has agreed to issue to The Investor Relations Group, Inc. in connection with its compliance with the stock transfer terms of a Leakout Agreement entered into in 2007, which shares have not been issued to date and have not been included in the total number of outstanding shares disclosed throughout this report.

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
Siberian Energy Group Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Siberian Energy Group Inc. (a development stage company) as of September 30, 2010, and the related condensed consolidated statements of operations for the three and nine months ended September 30, 2010 and 2009, and the cumulative period of development stage activity (January 1, 2003 through September 30, 2010), and the condensed consolidated statements of stockholders' equity and cash flows for the nine months ended September 30, 2010 and 2009, and the cumulative period of development stage activity (January 1, 2003 through September 30, 2010). These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures to financial data and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the auditing standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying interim financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States of America.

We have previously audited, in accordance with auditing standards of the Public Company Accounting Oversight Board, the consolidated balance sheet as of December 31, 2009, and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein); and in our report dated April 9, 2010, we included an explanatory paragraph describing conditions that raised substantial doubt about the Company's ability to continue as a going concern. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2009 is fairly stated, in all material respects, in relation to the balance sheet from which it has been derived.

Lumsden & McCormick, LLP
Buffalo, New York
November 15, 2010

SIBERIAN ENERGY GROUP INC. (A Development Stage Company)

| Condensed Consolidated Balance Sheets | (Unaudited) September 30, 2010 | December 31, 2009 |
|---|---|---|
| Assets | | |
| Current assets: | | |
| Cash | $ 488 | $ 751 |
| Prepaid expenses and other | 586 | 569 |
| | 1,074 | 1,320 |
| Investment in ZNG, Ltd., at equity | - | - |
| Investment in KNG, at equity | - | - |
| Oil and gas properties, unproved | - | - |
| Property and equipment, net | 790 | 1,267 |
| | $ 1,864 | $ 2,587 |
| Liabilities and Stockholders' Equity | | |
| Current liabilities: | | |
| Accounts payable: | | |
| Related party - stockholders | $ 555,325 | $ 523,906 |
| Related party - Baltic Petroleum, interest at 14% | 73,394 | 68,848 |
| Others | 755,290 | 606,831 |
| Accrued payroll | 1,400,507 | 1,152,054 |
| | 2,784,516 | 2,351,639 |
| Stockholders' equity: | | |
| Common stock - authorized 100,000,000 shares, $.001 par value, 18,705,550 issued and outstanding | 18,706 | 18,706 |
| Additional paid-in capital | 13,161,691 | 13,161,691 |
| Accumulated deficit | | |
| Pre-development stage | (449,785) | (449,785) |
| Development stage | (15,499,174) | (15,072,720) |
| Accumulated other comprehensive income (loss) | (14,090) | (6,944) |
| | (2,782,652) | (2,349,052) |
| | $ 1,864 | $ 2,587 |

See accompanying notes.

SIBERIAN ENERGY GROUP INC. (A Development Stage Company)

Condensed Consolidated Statements of Operations

| | For the three months ended | | For the nine months ended | | For the cumulative period of Development Stage Activity- January 1, 2003 through |
|---|---|---|---|---|---|
| | September 30, 2010 | September 30, 2009 | September 30, 2010 | September 30, 2009 | September 30, 2010 |
| Revenues and other income: | | | | | |
| Management fees from joint venture | $ - | $ - | $ - | $ - | $ 1,135,000 |
| Gain from entrance into joint venture | - | - | - | - | 364,479 |
| Other | - | - | - | - | 6,382 |
| Total revenues and other income | - | - | - | - | 1,505,861 |
| | | | | | |
| Expenses: | | | | | |
| Salaries | 80,900 | 92,663 | 245,400 | 276,189 | 4,051,258 |
| Professional and consulting fees | 49,809 | 61,814 | 168,353 | 176,174 | 5,262,294 |
| Rent and occupancy | - | - | - | - | 237,226 |
| Depreciation and amortization | 168 | 159 | 503 | 458 | 105,361 |
| Finance charges and interest | 1,584 | 1,752 | 5,004 | 5,451 | 124,108 |
| Marketing and other | 894 | 3,090 | 7,194 | 27,083 | 2,071,771 |
| Total expenses | 133,355 | 159,478 | 426,454 | 485,355 | 11,852,018 |
| | | | | | |
| Loss from disposition of loan receivable - affiliate | - | - | - | - | 29,500 |
| | | | | | |
| Loss from sale of investment | - | - | - | - | 669,570 |
| | | | | | |
| Loss on deemed disposition of oil and gas properties, unproved | - | - | - | - | 3,928,000 |
| | | | | | |
| Impairment charge on investment | - | - | - | - | 525,947 |
| | | | | | |

| | | | | | |
|---|---|---|---|---|---|
| Loss before income taxes | 133,355 | 159,478 | 426,454 | 485,355 | 15,499,174 |
| Provision for income taxes (benefit) | - | - | - | - | - |
| Net loss (development stage) | $ 133,355 | $ 159,478 | $ 426,454 | $ 485,355 | $ 15,499,174 |
| Basic and diluted loss per common share | $ (0.01) | $ (0.01) | $ (0.02) | $ (0.03) | $ (1.15) |
| Weighted average number of basic and diluted common shares outstanding | 18,705,550 | 18,705,550 | 18,705,550 | 18,688,187 | 13,422,061 |

See accompanying notes.

SIBERIAN ENERGY GROUP INC. (A
Development Stage Company)

Condensed Consolidated Statements of Stockholders' Equity

For the cumulative period of Development Stage Activity - January 1,
2003 through September 30, 2010

| | Common Stock Number of Shares | Par Value | Additional Paid-In Capital | Accumulated Deficit | Accumulated Other Comprehensive Income (Loss) | Total | Comprehensive Loss |
|---|---|---|---|---|---|---|---|
| Balance, January 1, 2003 (pre-development stage) | 4,902,886 | $ 4,903 | $ 430,195 | $ (449,785 ) | $ - | $ (14,687 ) | |
| Loss for the year - 2003 | - | - | - | (422,516 ) | - | (422,516 ) | $ (422,516 ) |
| Shares issued in acquisition (ZNG) | 1,000,000 | 1,000 | (1,000 ) | - | - | - | |
| Balance, December 31, 2003 | 5,902,886 | $ 5,903 | $ 429,195 | $ (872,301 ) | - | $ (437,203 ) | |
| Loss for the year - 2004 | - | - | - | (833,567 ) | - | (833,567 ) | |
| Foreign currency translation adjustment | - | - | - | - | (53,120 ) | (53,120 ) | $ (886,687 ) |
| Shares issued in acquisition (ZNG) | 3,450,000 | 3,450 | 746,550 | - | - | 750,000 | |
| Shares issued for professional services | 50,000 | 50 | 9,950 | - | - | 10,000 | |
| Other | - | - | 34,426 | - | - | 34,426 | |
| Balance, December 31, 2004 | 9,402,886 | $ 9,403 | $ 1,220,121 | $ (1,705,868) | $ (53,120 ) | $ (529,464 ) | |
| | - | - | - | (1,153,686) | - | (1,153,686) | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Loss for the year - 2005 | | | | | | | |
| Foreign currency translation adjustment | - | - | - | - | 50,614 | 50,614 | $ (1,103,072) |
| Shares issued for professional services | 385,000 | 385 | 197,829 | - | - | 198,214 | |
| Shares issued for accrued salaries | 1,700,000 | 1,700 | 301,871 | - | - | 303,571 | |
| Warrants granted for professional services | - | - | 310,000 | - | - | 310,000 | |
| Balance, December 31, 2005 | 11,487,886 | $ 11,488 | $ 2,029,821 | $ (2,859,554) | $ (2,506 ) | $ (820,751 ) | |
| Loss for the year - 2006 | - | - | - | (4,072,788) | - | (4,072,788) | |
| Foreign currency translation adjustment | - | - | - | - | (1,939 ) | (1,939 ) | $ (4,074,727) |
| Shares issued for employee stock option plan and warrants | 195,000 | 195 | 45,305 | - | - | 45,500 | |
| Shares issued for geological data | 1,900,000 | 1,900 | 3,323,100 | - | - | 3,325,000 | |
| Shares issued for professional services | 1,139,499 | 1,140 | 2,120,320 | - | - | 2,121,460 | |
| Warrants granted for professional services | - | - | 1,201,960 | - | - | 1,201,960 | |
| Shares cancelled | (609,424 ) | (610 ) | 610 | - | - | - | |
| Balance, December 31, 2006 | 14,112,961 | $ 14,113 | $ 8,721,116 | $ (6,932,342) | $ (4,445 ) | $ 1,798,442 | |

See accompanying notes.

SIBERIAN ENERGY GROUP INC. (A Development Stage Company)

Consolidated Statements of Stockholders' Equity

For the cumulative period of Development Stage Activity - January 1, 2003 through September 30, 2010

| | Common Stock Number of Shares | Par Value | Additional Paid-In Capital | Accumulated Deficit | Accumulated Other Comprehensive Income (Loss) | Total | Comprehensive Loss |
|---|---|---|---|---|---|---|---|
| | 14,112,961 | $ 14,113 | $ 8,721,116 | $ (6,932,342) | $ (4,445) | $ 1,798,442 | |
| Loss for the year - 2007 | - | - | - | (2,060,487) | - | (2,060,487) | |
| Foreign currency translation adjustment | - | - | - | - | (9,804) | (9,804) | $ (2,070,291) |
| Shares issued for employee stock option plan and warrants | 566,935 | 567 | (567) | - | - | - | |
| Shares issued for geological data | 200,000 | 200 | 349,800 | - | - | 350,000 | |
| Shares issued for accrued salaries | 788,000 | 788 | 1,444,618 | - | - | 1,445,406 | |
| Shares issued for licenses | 2,000,000 | 2,000 | 1,318,000 | - | - | 1,320,000 | |
| Shares issued for professional services | 715,134 | 715 | 1,070,395 | - | - | 1,071,110 | |
| Warrants granted for | - | - | 150,394 | - | - | 150,394 | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| professional services | | | | | | | |
| Balance, December 31, 2007 | 18,383,030 | $ 18,383 | $ 13,053,756 | $ (8,992,829 ) | $ (14,249 ) | $ 4,065,061 | |
| Loss for the year - 2008 | - | - | - | (5,863,560 ) | - | (5,863,560) | |
| Foreign currency translation adjustment | - | - | - | - | 27,019 | 27,019 | $ (5,836,541) |
| Shares issued for professional services and accrued salaries | 155,000 | 155 | 41,595 | - | - | 41,750 | |
| Warrants granted for professional services | - | - | 6,303 | - | - | 6,303 | |
| Shares issued for loan repayment and related interest | 107,520 | 108 | 10,645 | - | - | 10,753 | |
| Balance, December 31, 2008 | 18,645,550 | $ 18,646 | $ 13,112,299 | $ (14,856,389) | $ 12,770 | $ (1,712,674) | |
| Loss for the year - 2009 | - | - | - | (666,116 ) | - | (666,116 ) | |
| Foreign currency translation adjustment | - | - | - | - | (19,714 ) | (19,714 ) | $ (685,830 ) |
| Shares issued for accrued salaries | 60,000 | 60 | 3,540 | - | - | 3,600 | |
| Options vested to employees and directors | - | - | 45,852 | - | - | 45,852 | |

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| Balance, December 31, 2009 | 18,705,550 | $ 18,706 | $ 13,161,691 | $ (15,522,505) | $ (6,944 ) | $ (2,349,052) | |
| Loss for nine months - 2010 | - | - | - | (426,454 ) | - | (426,454 ) | |
| Foreign currency translation adjustment | - | - | - | - | (7,146 ) | (7,146 ) | $ (433,600 ) |
| Balance, September 30, 2010 | 18,705,550 | $ 18,706 | $ 13,161,691 | $ (15,948,959) | $ (14,090 ) | $ (2,782,652) | |

See accompanying notes.

SIBERIAN ENERGY GROUP INC. (A Development Stage Company)

Condensed Consolidated Statements of Cash Flows

| For the nine months ended September 30, | 2010 | 2009 | For the cumulative period of Development Stage Activity- January 1, 2003 through September 30, 2010 |
|---|---|---|---|
| Operating activities: | | | |
| Net loss (development stage) | $ (426,454) | $ (485,355) | $ (15,499,174) |
| Depreciation and amortization | 503 | 458 | 105,361 |
| Common stock and warrants issued for professional services, salaries, and geological data | - | 37,989 | 7,231,933 |
| Gain from entrance into joint venture | - | - | (364,479) |
| Loss on disposition of office furniture | - | - | 1,029 |
| Loss on sale of investment, including deconsolidation of subsidiary | - | - | 823,692 |
| Loss on deemed disposition of oil and gas properties, unproved | - | - | 3,928,000 |
| Impairment charge on investment | - | - | 525,947 |
| Changes in other current assets and current liabilities: | | | |
| Management fee receivable | - | - | 110,000 |
| Prepaid expenses and other assets | (17) | (35) | (263,978) |
| Accounts payable and accrued expenses | 432,877 | 461,535 | 4,424,294 |
| Net operating activities | 6,909 | 14,592 | 1,022,625 |
| | | | |
| Investing activities: | | | |
| Expenditures for licenses and related | - | - | (528,961) |
| Expenditures for oil and gas properties | - | - | (770,750) |
| Expenditures for property and equipment | - | - | (6,244) |
| Proceeds of disposition of office furniture | - | - | 107 |
| Loan to affiliate | - | - | (29,500) |
| Cash received in acquisition | - | - | 6 |
| Cash received from entrance into joint venture | - | - | 175,000 |
| Net investing activities | - | - | (1,160,342) |
| | | | |
| Financing activities: | | | |
| Net proceeds from demand loans | - | - | 72,500 |
| Common stock issued for employee stock option plan | - | - | 45,500 |
| Additional paid-in capital | - | - | 34,426 |
| Net financing activities | - | - | 152,426 |

| | | | |
|---|---|---|---|
| Effect of exchange rates on cash | (7,172) | (14,573) | (14,221) |
| Net change in cash | (263) | 19 | 488 |
| Cash - beginning | 751 | 739 | - |
| Cash - ending | $ 488 | $ 758 | $ 488 |

See accompanying notes.

SIBERIAN ENERGY GROUP INC. (A Development Stage Company)

Notes to Condensed Consolidated Financial Statements

1. Basis of Presentation:

The accompanying unaudited consolidated financial statements of Siberian Energy Group Inc. (the Company) include the accounts of the Company and its 100% owned subsidiaries. These financial statements have been prepared pursuant to the rules of the Securities and Exchange Commission (SEC) interim reporting, and do not include all of the information and note disclosures required by generally accepted accounting principles. These consolidated financial statements and notes herein are unaudited, but in the opinion of management, include all the adjustments (consisting of only normal recurring adjustments) necessary for a fair presentation of the Company's financial positions, results of operations, and cash flows for the periods presented. Accounting policies used in fiscal 2010 are consistent with those used in the cumulative period of Development Stage Activity – January 1, 2003 through December 31, 2009. These financial statements should be read in conjunction with the Company's audited consolidated financial statements and notes thereto. Interim operating results are not necessarily indicative of operating results for any future interim period or the full year.

2. The Company and Description of Business:

Kondaneftegaz

The Company, through its subsidiary Kondaneftegaz, LLC (KNG), has been engaged in the business of exploiting and developing certain oil and gas and other petroleum products licenses issued for a period of five years by Russia's subsurface management authorities in October 2007. The two licensed areas lie in the Karabashski zone in the Khanty-Mansiysk Autonomous area of the Russian Federation. KNG has its principal place of business in the city of Khanty-Mansiysk, Russia. KNG has prepared and coordinated with Russian authorities the Program of exploration works on the Karabashski 61 and Karabashski 67 license areas. KNG is evaluating the possibility of using prior seismic data in the current exploration program.

KNG was acquired together with the vast collection of geological information data (oil and gas properties, unproved) on the Karabashski zone of Khanty-Mansiysk Autonomous district of the Tuymen region of the Russian Federation through the issuance of shares and warrants as follows:

| | |
|---|---|
| Restricted common shares issued for oil and gas properties, unproved in 2006 | 1,900,000 |
| Restricted common shares issued in connection with license acquisition by KNG in 2007 | 2,000,000 |
| Restricted common shares issued in 2006 | 200,000 |
| Total restricted common shares issued | 4,100,000 |

Stock warrants issued in 2006

| | |
|---|---|
| for purchase option | 250,000 |

As a result of the purchase, a calculated acquisition value of $3,928,000 was assigned to the oil and gas properties, unproved that considered the approximate market value of the stock issued ($1.75) on the transaction date including $3,675,000 assigned to 2,100,000 shares issued in 2006 and $253,000 assigned to 250,000 stock warrants issued. A value of $1,320,000 was assigned to the acquisition of licenses by KNG based on the market value of the 2,000,000 shares on the date of issue.

On September 30, 2008 the Company sold a 51% interest in KNG to a Russian oil and gas company, and a 5% interest to two Russian individuals for $223. This Russian company has committed to lead the exploration works on the licensed areas by accepting the operator's role and agreeing to provide funding for KNG's activities. Simultaneously with the sale of 56% of KNG, the Company made available all geological data to the operator to be used in the program of geological studies in the region. Since no consideration was received and the Company has no intent to further utilize this geological data, a loss on the deemed disposition of these unproven oil and gas properties of $3,928,000 has been recorded. Operations of KNG prior to September 30, 2008 are included in the consolidated accounts of the Company in the accompanying financial statements. Effective September 30, 2008, the Company's 44% investment in KNG is recorded on the equity method of accounting. At September 30, 2008, KNG's assets were $13,572 and liabilities were $135,740. Since 56% of the Company was sold for a nominal amount, a non-cash impairment charge of $525,947 has been recorded to reduce the carrying value of the 44% investment in KNG to zero.

Zauralneftegaz

Zauralneftegaz Ltd. (ZNG, Ltd.) is the Company's 50% owned joint venture with Baltic Petroleum Limited, UK created in 2005, which operates through its Russian subsidiary Zaural Neftegaz (ZNG). ZNG has been involved in oil and gas research activities in the Kurgan region of the Russian Federation. During 2003 through 2008 it has completed seismic studies and drilling program in the Kurgan region, after which date Kurgan operations were put on hold until further economical advisability is confirmed. The Company believes ZNG, Ltd. has created value through the geological results of the two exploratory wells and other data gathered in the area and ZNG, Ltd. is considering its options with regard to realizing this value by either a farm out or a direct sale of geophysical and seismic data to a third party operating in the area.

Activities of ZNG for the period March 2003 through October 2005 are included in the consolidated accounts of the Company in the accompanying financial statements. Effective October 14, 2005, the Company's investment in Joint Venture has been recorded on the equity method of accounting. Since the cumulative losses of the Joint Venture exceed the Company's investment, the investment asset is carried at zero value as of and through September 30, 2010.

Both equity investments are recorded at zero on the accompanying balance sheets. Although management is hopeful, the Company is uncertain when and if any income will be realized from these investments. On a moving forward basis, the Company anticipates further business expansion. It is constantly evaluating new mineral resource assets, both explored and unexplored, as part of its growth strategy.

The Company was incorporated in the State of Nevada on August 13, 1997, and previously provided comprehensive outpatient rehabilitation services to patients suffering from work, sports and accident related injuries. All activities related to the Company's previous business ventures were essentially discontinued prior to January 1, 2000. Predecessor names of the Company since its inception include Trans Energy Group, Inc., King Incorporated and Advanced Rehab Technology Corporation.

3. Income Taxes:

At September 30, 2010, the Company effectively has U.S. tax net operating loss carryforwards totaling approximately $14,217,000. These carryforwards may be used to offset future taxable income, and expire in varying amounts through 2030. No tax benefit has been reported in the financial statements, however, because the Company believes there is at least a 50% chance that the carryforwards will expire unused. Accordingly, the $2,843,000 estimated cumulative tax benefit of the loss carryforwards have been offset by a valuation allowance of the same amount.

4. Loss Per Common Share:

Basic and diluted loss per common share is computed using the weighted average number of common shares outstanding during the period. Shares issuable for common stock options and warrants may have had a dilutive effect on earnings per share had the Company generated income during the periods through September 30, 2010.

5. Going Concern:

These financial statements have been prepared assuming the Company will continue as a going concern, however, since inception of its current endeavor in 2003, it has not earned substantial revenues and is considered to be in the development stage, which raises substantial doubt about its ability to continue as a going concern.

Management is of the opinion that its current and proposed oil and gas ventures will successfully generate allocable profits to the Company in the near term.

For the cumulative period ended September 30, 2010, the Company has obtained cash financing from organizing stockholders and employees in the form of loans, advances, and deferred salaries. However, there can be no certainty as to availability of continued financing in the future. Failure to obtain sufficient financing may require the Company to reduce its operating activities. A failure to continue as a going concern would then require stated amounts of assets and liabilities to be reflected on a liquidation basis which could differ form the going concern basis.

6. Subsequent Events:

In October 2010 the Company entered into Debt Conversion Agreements with its main creditors. Under the terms of the agreements the creditors agreed to convert amounts owed to them by the Company as of September 30, 2010 ("Debt") into shares of newly issued restricted common stock of the Company, $0.001 par value per share, at a rate of one (1) share of stock for every $0.11 of Debt. The conversion price was determined by the average market price for the 6 months prior to September 30, 2010. Creditors have committed to convert an aggregate of $2,554,460 into debt to 23,222,359 common shares. Issuance of shares is anticipated to take place in November 2010.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS

CERTAIN STATEMENTS IN THIS QUARTERLY REPORT ON FORM 10-Q (THIS "FORM 10-Q"), CONSTITUTE "FORWARD LOOKING STATEMENTS" WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1934, AS AMENDED, AND THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995 (COLLECTIVELY, THE "REFORM ACT"). CERTAIN, BUT NOT NECESSARILY ALL, OF SUCH FORWARD-LOOKING STATEMENTS CAN BE IDENTIFIED BY THE USE OF FORWARD-LOOKING TERMINOLOGY SUCH AS "BELIEVES", "EXPECTS", "MAY", "SHOULD", OR "ANTICIPATES", OR THE NEGATIVE THEREOF OR OTHER VARIATIONS THEREON OR COMPARABLE TERMINOLOGY, OR BY DISCUSSIONS OF STRATEGY THAT INVOLVE RISKS AND UNCERTAINTIES. SUCH FORWARD-LOOKING STATEMENTS INVOLVE KNOWN AND UNKNOWN RISKS, UNCERTAINTIES AND OTHER FACTORS WHICH MAY CAUSE THE ACTUAL RESULTS, PERFORMANCE OR ACHIEVEMENTS OF SIBERIAN ENERGY GROUP INC. ("THE COMPANY", "WE", "US" OR "OUR") TO BE MATERIALLY DIFFERENT FROM ANY FUTURE RESULTS, PERFORMANCE OR ACHIEVEMENTS EXPRESSED OR IMPLIED BY SUCH FORWARD-LOOKING STATEMENTS. REFERENCES IN THIS FORM 10-Q, UNLESS ANOTHER DATE IS STATED, ARE TO SEPTEMBER 30, 2010.

Investors should also take note of the fact that some of the more technical terms relating to the Company's operations as described below are explained in greater detail under exhibit 99.1, incorporated by reference hereto.

BUSINESS DEVELOPMENT:

Siberian Energy Group Inc. was formed as a Nevada corporation on August 13, 1997, as Advanced Rehab Technology Corporation. Subsequently, on March 9, 2001, the Company changed its name to Talking Cards, Inc.; on February 12, 2002, the Company changed its name to Oysterking Incorporated; on December 3, 2002, the Company changed its name to 17388 Corporation Inc., at which point the controlling interest of the Company was sold and a new board of directors was appointed; on May 5, 2003, the Company changed its name to Trans Energy Group Inc.; and on December 3, 2003, the Company changed its name to Siberian Energy Group Inc.

On September 17, 1999, the Company affected a 1-for-30 reverse stock split. A subsequent 3-for-1 forward split was consummated on October 2, 2000 and a further 1:2 reverse stock split was affected on May 2, 2005 (collectively the “Stock Splits”). All share amounts subsequently listed are retroactively adjusted to reflect these stock splits unless otherwise provided.

In the spring of 2003, a majority of the Company's shares were purchased by new shareholders who stepped into the management of the Company and defined its new business direction as an oil and gas exploration company.

On May 9, 2003, the Company entered into an Acquisition Agreement (the "Acquisition Agreement") by and among the Company, Zaural Neftegaz, a Russian corporation ("ZNG"), the shareholders of ZNG and Oleg Zhuravlev, President of ZNG, and a former Director of the Company. Pursuant to the Acquisition Agreement, the Company acquired a 51% interest in ZNG by issuing to ZNG 2,000,000 shares of the Company's common stock. In June 2004, the Company purchased the remaining 49% of ZNG in exchange for 6,900,000 shares of the Company's common stock, making ZNG a wholly-owned subsidiary of the Company. The Company had no affiliation with ZNG prior to the acquisition in May 2003.

Currently, the operating activities of ZNG are carried out through the Joint Venture Shareholders' Agreement ("Joint Venture") entered into on October 14, 2005 with Baltic Petroleum (E&P) Limited ("BP" or "Baltic") and Zauralneftegaz Limited, the joint venture company ("ZNG, Ltd."), as contemplated by the Option Agreement, as amended (the "Option"). The Company closed the Joint Venture and transferred 100% of the outstanding stock of ZNG to ZNG, Ltd. in connection with the terms and conditions of the Joint Venture. As a result of such transfer, the

Company holds 50% of the outstanding stock of ZNG, Ltd., which holds 100% of the outstanding stock of the Company's former wholly-owned subsidiary, ZNG. ZNG, Ltd. operates through ZNG and is engaged in the exploration and development of, production and sale of, oil and gas assets in the Western Siberian region of the Russian Federation and the former Soviet Union.

On December 13, 2006, we entered into an Interest Purchase Agreement (the "Purchase Agreement") with Key Brokerage LLC ("Key Brokerage"), pursuant to which we purchased 100% of the stock of Kondaneftegaz LLC ("KNG"), a Russian limited liability company, which was created in 2004 for the purpose of oil and gas exploration in the Khanty-Mansiysk district of Western Siberia, Russia. In addition to acquiring 100% of the stock of KNG, we received the geological information package on the Karabashski zone of Khanty-Mansiysk Autonomous district (Tuymen region of Russian Federation) ("Geological Data").

On or about September 30, 2008, we entered into an Agreement of Purchase and Sale with Limited Liability Company Neftebitum, a Russian limited liability company, and two Russian individuals, pursuant to which we sold fifty-six percent (56%) of the ownership interest of KNG, as described in greater detail below.

All dollar amounts used throughout this Report are in United States dollars, unless otherwise stated. All amounts in Canadian dollars used throughout this Report are preceded by CDN, for example CDN $500, is referring to $500 Canadian dollars.

BUSINESS OPERATIONS:

We are a development stage company which is seeking opportunities for investment in and/or acquisition of small to medium companies in Russia, specifically in the oil and gas industry.

We currently hold investments in ZNG, Ltd. and KNG. Both companies are operating in the Western Siberia region of Russia and are involved in oil and gas exploration, provided however, as described below, ZNG, Ltd. has advised us that it will no longer undertake any further exploration activities in Western Siberia.

Moving forward the Company plans to focus on those assets that involve less exploration risk and is also actively seeking and negotiating the acquisition of production or close-to-production assets in Russia and countries of the former Soviet Union; however, the Company has not entered into any definitive agreements to date, and there can be no assurance that any such agreements will be entered into on favorable terms, if at all.

Description of KNG

KNG was created in 2004 for the purpose of oil and gas exploration in the Khanty-Mansiysk district of Western Siberia, Russia. In October 2007, KNG was awarded two oil and gas exploration licenses in Khanty-Mansiysk region in Western Siberia, Russia for the Karabashsky-61 and Karabashsky-67 blocks located in the Khanty-Mansiysk Autonomous Region, Russian Federation. The license areas together cover 166,000 acres and are situated in the territory of the Urals oil and gas bearing area. KNG also has eight more outstanding applications for exploration licenses filed with the Russian authorities, which auctions have not occurred to date.

The right to use the subsurface resources of the Karabashski-61 and Karabashki-67 Fields is granted for the term of validity of the license (five (5) years), from the date of its state registration (October 22, 2007), subject to the completion of certain exploration activities on the license blocks. The term of use of the subsurface resources can be extended to finish exploration and estimation of deposit or for liquidation work, if the terms of usage of the subsurface resources are not breached.

KNG has prepared and coordinated with the Russian authorities an exploration works program on the Karabashski-61 and Karabashski-67 license areas to stay in compliance with the license agreements' requirements described below in further detail:

- to begin 2D seismic works during the 2009-2010 fieldwork season and to perform not less than 176.26 linear kilometers of seismic profiles on Karabashky-61 and 158 linear kilometers on Karabashky-67 (minimal density of the profile not less than 1 linear kilometer per 1 square kilometer of license area), and

- no later than 2011, to start drilling an exploratory well and to complete not less than 2 exploratory wells by April 1, 2012.

As of September 30, 2010 KNG had re-interpreted the existing seismic data from prior studies and updated its program of seismic works; however, 2D seismic studies have not been started as of the date of this filing and are not planned until the end of 2010 and beginning of 2011. To reduce the risk of significant financial obligations in connection with the license agreements which require the performance of certain exploration works on the Karabashski-61 and Karabashki-67 fields and to reduce exploration risks, the Company is evaluating spinning-off its investment in KNG and focusing its attention on the acquisition of assets in producing fields, funding permitting, as described in further detail under "Plan of Operations For The Next Twelve Months."

On or about September 30, 2008, we entered into an Agreement of Purchase and Sale with Limited Liability Company Neftebitum, a Russian limited liability company ("Neftebitum"), Sergey V. Prokopiev, an individual and Russian citizen, and Oleg G. Shelepov, an individual and Russian citizen (collectively, the "Purchasers" and the "Sale Agreement"). The Company's Board of Directors approved and ratified the Company's entry into the Sale Agreement and the transactions contemplated therein on or about October 30, 2008. Pursuant to the Sale Agreement, the Company agreed to sell to the Purchasers an aggregate of fifty-six percent (56%) of the registered capital of KNG for aggregate consideration of 5,600 Russian Rubles (approximately $223). Neftebitum agreed to purchase a 51% interest for total consideration of 5,100 Russian Rubles (approximately $203) and Mr. Prokopiev and Mr. Shelepov agreed to each purchase a 2.5% interest for consideration of 250 Russian Rubles each (approximately $10).

Pursuant to the Sale Agreement, the Sellers are obligated to maintain KNG's main priority of performing geological studies and exploring for hydrocarbon deposits in the Karabashsky-61 and Karabashsky-67 blocks (the "Blocks"). Further, the Purchasers are obligated to provide financing, by way of direct financing or third-party loans, in the amounts necessary to comply with the licensing agreements for the Blocks. The Company's and the Purchasers' relationship is to be regulated by the Operating Agreement (as described below), which was entered into in connection with the Sale Agreement. Lastly, the Sale Agreement provides that in connection with Neftebitum obtaining a majority interest in KNG, it is obligated to be a guarantor and accept joint responsibility with KNG for repayment of any financing the Purchasers obtain for KNG.

On or about November 5, 2008, and in connection with their entry into the Sale Agreement, Neftebitum, the Company and KNG entered into an Operating Agreement that defines the rights and responsibilities of the parties (the "Operating Agreement"). Pursuant to the Operating Agreement, Neftebitum is designated the exclusive Operator of KNG and all of its current and future mineral claims and has the right to appoint all members of KNG's management. As Operator, Neftebitum has exclusive control of all technical, management, operational and associated matters involving KNG and the Blocks and any potential hydrocarbon exploration and production licenses (the "Operations"). Neftebitum must manage and conduct the Operations by itself, its agents, independent contractors and/or servants in general accordance with standard oil and gas field practices. Neftebitum must use all reasonable endeavors to:

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Prepare annual programs and budgets pursuant to the Operating Agreement and the licensing agreements for the Blocks;

- Begin 2D seismic works on the Blocks during the 2009-2010 fieldwork season and perform not less than 176.26 linear kilometers of seismic profiles on the Karabashky-61 Block and not less than 158 linear kilometers of seismic works on the Karabashky-67 Block; however, as previously noted, 2D seismic studies have not been started as of the date of this filing and are not planned until the end of 2010 and beginning of 2011;

- Start drilling an exploratory well no later than 2011, and complete no less than 2 exploratory wells by April 1, 2012;

- Provide adequate financing to carry out KNG's planned activities; and

- Supervise implementation of all programs and budgets and provide written progress reports on a quarterly basis relating to KNG's activities and programs.

Further, as Operator, Neftebitum may enter into and negotiate contracts on behalf of KNG and the Company and represent KNG or the Company in all dealings with governmental and regulatory bodies. Neftebitum must guarantee any financial obligations entered into on KNG's behalf. Neftebitum may be reimbursed for expenses incurred in its role as Operator, and if KNG has inadequate resources to reimburse such expenses, these unreimbursed expenses may be accounted for at the time of the distribution of profits from KNG's operations, if any. Neftebitum, however, will not charge Operator's management fees in connection with its role as Operator. Additionally, the Company made available to the Operator all of the geological data, to be used in the program of geological studies in the region and will not charge fees for the use of geological data it provides. Neftebitum must also use its best efforts to maintain insurance for the Company. Lastly, Neftebitum's responsibilities as Operator under the Operating Agreement may not be assigned or transferred.

As of the date of this filing, the Company is aware that Neftebitum has raised approximately $155,000 through the sale of debt to pay for the first stage of the seismic project and the government fees for the subsoil use.

As of September 30, 2010, the Company owned a 44% interest in KNG. Effective September 30, 2008, the Company's 44% investment in KNG is recorded on the equity method of accounting. The operations of KNG prior to September 30, 2008 are included in the consolidated accounts of the Company in the accompanying financial statements.

After careful consideration of the current financial position of KNG, the Company has applied an impairment charge to the value of investment in KNG which resulted in carrying it at zero value.

Description of ZNG

ZNG has been involved in the oil and gas research activities in the Kurgan region of the Russian Federation. During 2003-2008 it has completed seismic studies and a drilling program in the Kurgan region of Siberia, Russia. The Company believes ZNG, Ltd. has created value through the geological results of the two exploratory wells and other data gathered in the area and ZNG, Ltd. is considering its options with regard to realizing this value in connection with a potential direct sale of geophysical and seismic data to a third party operating in the area.

Between 2003 and 2007, ZNG carried out extensive seismic and gas seismotomographic studies on its 4 licensed blocks acquired in 2003 through a government tender (which have since expired): the Privolny, Mokrousovsky, West-Suersky and Orlovo-Pashkovsky blocks, and drilled 2 exploratory wells on the Privolny and Mokrousovsky blocks. Based on the interpretation of seismic and seismotomographic surveys and analysis of samples from the wells, ZNG prepared a comprehensive analysis of geological resources of the Kurgan region. Both the Privolny-1 and

Mokrousovsky-1 studies confirmed the presence of hydrocarbons and contributed greatly to the understanding of geological resources in the region. However, a substantial amount of further exploration studies and work is required before a conclusion on the future potential of the blocks can be drawn. Upon the expiration of the license terms of these blocks in March 2008, ZNG kept the preferential right to re-apply for the licenses.

The Company’s investment in the Joint Venture is recorded on the equity method of accounting. Since cumulative losses of Joint Venture exceed the Company’s investment, the investment asset is carried at zero value as of and through September 30, 2010.

As of the date of this filing, Baltic has advised us that Baltic and as a result, ZNG, has withdrawn from any further exploration activities in the Kurgan region and that they will not expend any further resources on such activities moving forward. Baltic has however advised us that they believe they may be able to sell ZNG’s previously prepared seismic and geological studies and data in the future, assuming other exploration companies in the area desire to purchase such information, of which there is no assurance.

Joint Venture

The operations of the Joint Venture were funded via loans provided to ZNG, Ltd. and ZNG by Caspian Finance Limited ("Caspian"), a financing company wholly-owned by Baltic. Loans are guaranteed by ZNG, Ltd.’s holdings in ZNG. As of September 30, 2010, the total funding provided to ZNG, Ltd. and ZNG by Baltic was equal to approximately $23.5 million plus accrued interest of approximately $5 million. The loans are not dilutive to the Company's ownership in ZNG.

Recent Events:

In August 2010, and effective as of July 1, 2010, the Company entered into extensions to the Employment Agreements of David Zaikin, its Chairman and Chief Executive Officer and Elena Pochapski, its Director and Chief Financial Officer, which Employment Agreements were extended until December 31, 2010. Mr. Zaikin’s Employment Agreement extension set his annual compensation at $180,000 and Ms. Pochapski’s Employment Agreement extension set her annual compensation at $75,000.

In October 2010, the Company entered into Debt Conversion Agreements with nine (9) creditors of the Company (the majority of which were shareholders and related parties of the Company), pursuant to which such creditors agreed to convert an aggregate of $2,554,460 of debt owed to such creditors by the Company and accrued and unpaid interest thereon, which debt represented loans previously provided by the creditors to the Company, accrued and unpaid salary and other debts owed to the creditors by the Company, into 23,222,359 shares of restricted common stock of the Company (representing 55% of the Company’s then outstanding shares (including the 180,000 shares due to Ms. Teplitskaia, as discussed below under Item 2. Unregistered Sales of Equity Securities and Use of Proceeds, which have not been issued to date)), at the rate of one share for each $0.11 of debt converted (the “Conversion”). The Conversion price of $0.11 per share was calculated based on the average market price of the Company’s common stock on the Over-The-Counter Bulletin Board for the six months prior to September 30, 2010.

Included in the creditors who agreed to the Conversions were Alternative Energy Finance (which is an entity controlled by Timothy Peara, a Director of the Company), which converted $158,924 of debt owed to it by the Company into 1,444,767 shares of restricted common stock (representing 3.4% of the Company’s outstanding common stock); Timothy Peara, who converted $147,537 of debt owed to him by the Company into 1,341,242 shares of restricted common stock (representing 3.2% of the Company’s outstanding common stock); Elena Pochapski, the Company’s Chief Financial Officer and Director, who converted $298,832 owed to her by the Company into 2,716,655 shares of restricted common stock (representing 6.5% of the Company’s outstanding common stock); and David Zaikin, the Company’s Chief Executive Officer and Director, who converted $1,153,228 of debt owed to him by the Company into 10,483,895 shares of restricted common stock (representing 24.9% of the Company’s outstanding common stock). Additionally, Business Standard, a consultant of the Company, converted $607,975 of debt owed to it by the Company into 5,527,046 shares of common stock (representing 13.2% of the Company’s then outstanding common stock).

A form of the Debt Conversion Agreements is attached hereto as Exhibit 10.44.

PLAN OF OPERATIONS FOR THE NEXT TWELVE MONTHS

Funding permitting, the Company plans to perform exploration activities on its Karabashski-61 and Karabashki-67 fields to satisfy the requirements of the licensing agreements described above. Alternatively, to reduce the risk of significant financial obligations in connection with the requirements of the license agreements, the Company is evaluating spinning-off its investment in KNG.

Moving forward, we anticipate targeting other potential long term investments in Russia and countries in the former Soviet Union, separate from our involvement in the Joint Venture and KNG, funding permitting, of which there can be no assurance. Additionally, the Company currently plans to change its business focus from targeting early stage exploration projects to acquiring assets in producing fields, funding permitting, of which there can be no assurance, in order to decrease its exploration risks.

Currently we are evaluating different business opportunities in the oil and gas industry, including advanced development stage and revenue-producing enterprises and are in preliminary discussions with a potential partner which owns several oil and gas producing properties in Western Siberia; however, as no definitive agreement has been reached, we can provide no assurances that the discussions will result in any definitive understandings or partnerships, and it is likely that any agreement would be conditioned on us raising substantial additional funding, which we can provide no assurances will be available on favorable terms, if at all.

Historically, we have obtained cash financing from organizing stockholders in the form of loans and advances. Additionally, during the fourth quarter of 2005 and the fourth quarter of 2010 (as described above), we restructured much of our debt through the issuance of shares of our common stock to our creditors and in certain cases, in 2005, obtained waiver letters, postponing certain of our liabilities until such time as we have generated sufficient profits to pay such debts.

In connection with the Joint Venture, the Company previously received monthly management fees, which varied from $25,000 to $85,000 per month. Due to the “transition period” of the Joint Venture’s exploration activities and subsequent decision of Baltic not to pursue further exploration activities through ZNG, no management fees have been paid since October 2007, and the Joint Venture will not pay any management fees in the future. As the Company will not receive any management fees moving forward, the Company believes that its organizing stockholders will continue to provide financing for the Company, of which there can be no assurance.

In the past, we have obtained cash financing from organizing stockholders in the form of loans and advances, as a result, amounts totaling $555,325 and $523,906 were payable to the stockholders as of September 30, 2010 and December 31, 2009, respectively. In October 2010, the Company entered into Debt Conversion Agreements with nine (9) creditors of the Company (the majority of which were shareholders and related parties of the Company), pursuant to which such creditors agreed to convert an aggregate of $2,554,460 of debt owed to such creditors by the Company into 23,222,359 shares of restricted common stock of the Company, at the rate of one share for each $0.11 of debt converted (the “Conversion”), as described in greater detail above.

There can be no certainty as to the availability of continued financing in the future. Failure to obtain sufficient financing may require us to reduce our operating activities. A failure to continue as a going concern would then require stated amounts of assets and liabilities to be reflected on a liquidation basis which could differ from the going concern basis.

COMPARISON OF OPERATING RESULTS

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2010, COMPARED TO THE THREE MONTHS ENDED SEPTEMBER 30, 2009

We had no revenues and other income for the three months ended September 30, 2010 or 2009. Until October 2007, the Company received monthly management fees of between $25,000 and $85,000 pursuant to terms of the Joint Venture. However, the Company has not received any management fees since October 2007, and does not anticipate receiving any such fees moving forward.

We have not generated any revenues to date through the sale of oil and/or gas.

We had total expenses of $133,355 for the three months ended September 30, 2010, compared to total expenses for the three months ended September 30, 2009, of $159,478, which represented a decrease in total expenses from the prior period of $26,123 or 16%.

The main reasons for the decrease in total expenses for the three months ended September 30, 2010, compared to the three months ended September 30, 2009, were a $12,005 decrease in professional and consulting fees, to $49,809 for the three months ended September 30, 2010, compared to $61,814 for the three months ended September 30, 2009, in connection with the Company paying less consultants to perform services during the three months ended September 30, 2010, compared to the prior period; an $11,763 or 13% decrease in salaries, to $80,900 for the three months ended September 30, 2010, compared to $92,663 for the three months ended September 30, 2009, mainly in connection with no options being granted to employees in 2010, compared with options granted to employees in 2009, which increased total salaries over that period, and a $2,196 or 71% decrease in marketing and other expenses to $894 for the three months ended September 30, 2010, compared to $3,090 for the three months ended September 30, 2009 in connection with a decrease in travel expenses in 2010.

The Company is currently taking steps to move its New York office space, and as such, the Chief Executive Officer has been personally paying the Company’s office space rent and not billing the Company since approximately December 31, 2008, which resulted in the Company having no rent or occupancy expense for the three months ended September 30, 2010 and 2009.

We had a net loss of $133,355 for the three months ended September 30, 2010, compared to a net loss of $159,478 for the three months ended September 30, 2009, a decrease in net loss of $26,123 or 16% from the prior period.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2010, COMPARED TO THE NINE MONTHS ENDED SEPTEMBER 30, 2009

We had no revenues and other income for the nine months ended September 30, 2010 or 2009. Until October 2007, the Company received monthly management fees of between $25,000 and $85,000 pursuant to terms of the Joint Venture. However, the Company has not received any management fees since October 2007, and does not anticipate receiving any such fees moving forward.

We have not generated any revenues to date through the sale of oil and/or gas.

We had total expenses of $426,454 for the nine months ended September 30, 2010, compared to total expenses for the nine months ended September 30, 2009, of $485,355, which represented a decrease in total expenses from the prior period of $58,901 or 12%.

The main reasons for the decrease in total expenses for the nine months ended September 30, 2010, compared to the nine months ended September 30, 2009, were a $30,789 or 11% decrease in salaries, to $245,400 for the nine months ended September 30, 2010, compared to $276,189 for the nine months ended September 30, 2009, in connection with no options being granted to employees in 2010, compared with options granted to employees in 2009, which increased total salaries over that period, and a $19,889 or 73% decrease in marketing and other expenses, to $7,194 for the nine months ended September 30, 2010, compared to $27,083 for the nine months ended September 30, 2009, in connection with a decrease in travel expenses in 2010.

The Company is currently taking steps to move its New York office space, and as such, the Chief Executive Officer has been personally paying the Company's office space rent and not billing the Company since approximately December 31, 2008, which resulted in the Company having no rent or occupancy expense for the nine months ended September 30, 2010 and 2009.

We had a net loss of $426,454 for the nine months ended September 30, 2010, compared to a net loss of $485,355 for the nine months ended September 30, 2009, a decrease in net loss of $58,901 or 12% from the prior period.

LIQUIDITY AND CAPITAL RESOURCES

We had current assets of $1,074 as of September 30, 2010, which included cash of $488; and prepaid expenses and other current assets of $586.

We had total assets of $1,864 as of September 30, 2010, which included current assets of $1,074 and non-current assets of $790 representing property and equipment, net.

We had total liabilities of $2,784,516 as of September 30, 2010, which were solely current liabilities and which included $555,325 of accounts payable to related party stockholders in connection with those shareholders paying certain of our expenses from the period between January 1, 2003 to September 30, 2010 (much of which has been converted to restricted common stock in connection with the Conversion described below); $73,394 of accounts payable to Baltic in connection with a $29,000 loan advanced to the Company from Baltic, interest on such loan, and certain other expenses owed to Baltic; $755,290 of accounts payable to others for advisory and professional services rendered (much of which has been converted to restricted common stock in connection with the Conversion described below); and $1,400,507 of accrued payroll, which included $787,500 payable to our Chief Executive Officer, David Zaikin, of which $675,000 was accrued in 2007-2010, and $112,500 which was owed to Mr. Zaikin for services rendered prior to September 2005, at which time he agreed to stop accruing salary until January 2007, when he provided us notice of his intent to once again begin accruing salary until such time as we have sufficient funds to pay such accrued salary (which has been converted to restricted common stock in connection with the Conversions described below), $298,832 payable to our Chief Financial Officer, Elena Pochapski (which has been converted to restricted common stock in connection with the Conversions described below), and $69,242 of accrued salary payable to our former Chief Executive Officer, Shakeel Adam.

We had negative working capital of $2,783,442 and a total pre-development and development stage accumulated deficit of $15,948,959 as of September 30, 2010.

In October 2010, the Company entered into Debt Conversion Agreements with nine (9) creditors of the Company (the majority of which were shareholders and related parties of the Company), pursuant to which such creditors agreed to convert an aggregate of $2,554,460 of debt owed to such creditors by the Company into 23,222,359 shares of restricted common stock of the Company, at the rate of one share for each $0.11 of debt converted (the "Conversion"), as described in greater detail above under "Recent Events".

Because our cumulative losses associated with the operations of ZNG exceeded our investment as of the date of the Joint Venture, ZNG, Ltd. is carried on our balance sheet at $-0- as of September 30, 2010. Our investment in ZNG, Ltd. will exceed $-0- at such time as ZNG, Ltd. has cumulative earnings sufficient to repay all loans to Baltic as provided in the Joint Venture, if ever.

As of September 30, 2010, the Company owns a 44% interest in KNG. The Company's investment in KNG is recorded on the equity method of accounting effective October 1, 2008. After careful consideration of the current financial position of KNG, the Company applied an impairment charge to the value of the investment in KNG which resulted in carrying it at zero value.

We had $6,909 of net cash flows from operating activities for the nine months ended September 30, 2010, which was mainly attributable to adjustments to reconcile $426,454 of net loss, offset by $432,877 of accounts payable and accrued expenses.

In connection with the Joint Venture (described under "Joint Venture," above), the Company historically received management fees, which varied from $25,000 to $85,000 per month. Due to the “transition period” of the Joint Venture’s exploration activities, no management fees were paid during the year ended December 31, 2009, or the nine months ended September 30, 2010, and the Company does not anticipate receiving any such fees moving forward. If the Company does not receive any management fees moving forward, the Company anticipates that its stockholders and management will continue to provide financing for the Company, of which there can be no assurance.

In connection with the activities of KNG, we are not currently receiving compensation for the use of the Company’s geological data. According to the Operating agreement with Neftebitum, such fees may be paid to us in future years depending on the financial position of KNG, of which there can be no assurance.

We are taking steps to raise equity capital and/or to borrow additional funds. There can be no assurance that any new capital will be available to us or that adequate funds for our operations, whether from our financial markets, or other arrangements will be available when needed or on terms satisfactory to us, if at all. We have no commitments from officers, directors or affiliates to provide funding. Our failure to obtain adequate financing may require us to delay, curtail or scale back some or all of our operations. Additionally, any additional financing may involve dilution to our then-existing shareholders.

Critical Accounting Policies

Use of Estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (GAAP) requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Principles of Consolidation:

The accompanying consolidated financial statements include the accounts of the Company and its then wholly-owned subsidiaries, ZNG (through October 14, 2005), Siberian Energy Group (Canada) and KNG (December 31, 2006 through September 30, 2008). All intercompany transactions and balances have been eliminated. After October 14, 2005, the Company’s investment in ZNG is accounted for on the equity method of accounting. After September 30, 2008, the Company’s investment in KNG is accounted for on the equity method of accounting. Accordingly, the assets, liabilities and equity are no longer presented on the Company’s balance sheet.

Foreign Currency Translation:

The Russian subsidiaries ZNG and KNG use the Ruble as their functional currency; Siberian Energy Group (Canada) uses the Canadian dollar as its functional currency. The books and records of ZNG, KNG and Siberian Energy Group (Canada) are kept in their functional currencies. The Company translates to U.S. dollars the assets and liabilities of ZNG, KNG, and Siberian Energy Group (Canada) at the year-end exchange rates; and income statement amounts are converted at the average rates of exchange for the year. Translation gains and losses are included within other comprehensive income (loss).

Oil and Gas Properties:

The Company follows the full cost method of accounting for oil and gas properties. Accordingly, all costs associated with acquisition, exploration, and development of oil and gas reserves, including directly related overhead costs, are capitalized.

All capitalized costs of oil and gas properties, including the estimated future costs to develop proved reserves, will be amortized on the unit-of production method using estimates of proved reserves. Investments in unproved properties and major development projects are not amortized until proved reserves associated with the projects can be determined or until impairment occurs. When applicable, if the results of an assessment indicate that the properties are impaired, the amount of the impairment is added to the capitalized costs to be amortized.

In addition, the capitalized costs are subject to a "ceiling test," which basically limits such costs to the aggregate of the "estimated present value," discounted at a 10-percent interest rate of future net revenues from proved reserves, based on current economic and operating conditions, plus the lower of cost or fair market value of unproved properties.

Sales of proved and unproved properties are accounted for as adjustments of capitalized costs with no gain or loss recognized, unless such adjustments would significantly alter the relationship between capitalized costs and proved reserves of oil and gas, in which case the gain or loss is recognized in income. Abandonments of properties are accounted for as adjustments of capitalized costs with no loss recognized.

Property and Equipment:

Property and equipment is stated at cost, net of accumulated depreciation. Depreciation is provided using the straight-line method.

Long-Lived Assets:

Long lived assets to be held and used or disposed of other than by sale are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. When required, impairment losses on assets to be held and used or disposed of other than by sale are recognized based on the fair value of the asset. Long-lived assets to be disposed of by sale are reported at the lower of its carrying amount or fair value less cost to sell.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Pursuant to Item 305(e) of Regulation S-K (§ 229.305(e)), the Company is not required to provide the information required by this Item as it is a "smaller reporting company," as defined by Rule 229.10(f)(1).

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Control and Procedures

We conducted an evaluation of the effectiveness of our disclosure controls and procedures as such term is defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") as of September 30, 2010. This evaluation was carried out under the supervision and with participation of our Chief Executive Officer and Chief Financial Officer. Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded that as of September 30, 2010, our disclosure controls and procedures are not effective as a result of the material weakness in internal control over financial reporting discussed below.

Notwithstanding the assessment that our internal control over financial reporting was not effective and that there were material weaknesses as identified in this report, we believe that our unaudited consolidated financial statements contained in this Report fairly present our financial position, results of operations and cash flows for the periods covered herein in all material respects.

As of December 31, 2009, management assessed the effectiveness of the Company's internal control over financial reporting based on the criteria for effective internal control over financial reporting established in Internal Control--Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") and SEC guidance on conducting such assessments. Based on that evaluation, management concluded that, during the period covered by our Annual Report on Form 10-K, such internal controls and procedures were not effective to detect the inappropriate application of US GAAP rules as more fully described below. This was due to deficiencies that existed in the design or operation of our internal control over financial reporting that adversely affected our internal controls and that taken together may be considered to be a material weakness.

We are committed to improving our financial organization. As part of this commitment, we will, as soon as funds are available to the Company (1) appoint one or more outside directors to our board of directors who shall be appointed to the audit committee of the Company resulting in a fully functioning audit committee who will undertake the oversight in the establishment and monitoring of required internal controls and procedures; (2) create a position to segregate duties consistent with control objectives and will increase our personnel resources; and (3) hire independent third parties to provide expert advice.

We will continue to monitor and evaluate the effectiveness of our internal controls and procedures and our internal controls over financial reporting on an ongoing basis and are committed to taking further action and implementing additional enhancements or improvements, as necessary and as funds allow.

Changes in internal control over financial reporting

There were no changes in our internal control over financial reporting during our most recent fiscal quarter that materially affected, or were reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In January 2007, we learned that certain of our former officers, Directors and shareholders, had attempted to transfer shares of our common stock, which those individuals had agreed to cancel in connection with the purchase of a majority of the Company's outstanding shares from those individuals by our current officers, Directors and majority shareholders in April 2003. In February 2007, we filed for a Temporary Restraining Order and Motion for Preliminary Injunction against those individuals in the District Court of Clark County, Nevada.

On February 20, 2007, our Temporary Restraining Order and Motion for Preliminary Injunction was heard by the District Court of Clark County, Nevada, and we were granted an indefinite injunction without a hearing by the court. As such, those individuals who previously attempted to transfer and sell the shares which they held will be prevented from transferring or selling such shares until they can show good cause with the court why such indefinite injunction should be lifted.

From time to time, we may become party to other litigation or other legal proceedings that we consider to be a part of the ordinary course of our business. We are not currently involved in legal proceedings that could reasonably be expected to have a material adverse effect on our business, prospects, financial condition or results of operations, other than the proceeding described above. We may become involved in material legal proceedings in the future.

ITEM 1A. RISK FACTORS

Our securities are highly speculative and should only be purchased by persons who can afford to lose their entire investment in our Company. If any of the following risks actually occur, our business and financial results could be negatively affected to a significant extent. The Company's business is subject to many risk factors, including the following:

RISK OF CONTINUING OUR BUSINESS PLAN WITHOUT ADDITIONAL FINANCING.

We depend to a great degree on the ability to attract external financing in order to conduct future exploratory and development activities. The Company believes it can satisfy its cash requirements during the next twelve months, estimated at approximately $300,000, through funding provided by existing stockholders. As of September 30, 2010, the total funding provided to ZNG, Ltd. and ZNG by Baltic was equal to $23.5 million plus accrued interest of approximately $5 million, which has been spent on various purposes, including seismic and gas seismotomography surveys, drilling of two exploratory wells, and paying consultants for services performed in connection with surveys performed on the previously licensed area. Our partner in ZNG, Baltic has informed us that they do not plan to move forward with any further exploration activities through ZNG. The Company's partner in KNG, Neftebitum, is responsible for financing the research work of KNG. Neftebitum is currently attempting to raise external funds; however, no significant amounts have been raised to date. If you invest in our Company and we are unable to raise the required funds, your investment could become worthless.

SHAREHOLDERS MAY BE DILUTED SIGNIFICANTLY THROUGH OUR EFFORTS TO PAY CONSULTANTS, OBTAIN FINANCING, SATISFY OBLIGATIONS AND/OR COMPLETE ACQUISITIONS THROUGH THE ISSUANCE OF ADDITIONAL SHARES OF OUR COMMON STOCK OR OTHER SECURITIES.

We have no committed source of financing. Wherever possible, our Board of Directors will attempt to use non-cash consideration to satisfy obligations and pay consultants. In many instances, we believe that the non-cash consideration will consist of restricted shares of our common stock or other securities. These transactions may result in significant

additional shares of common stock of the Company being issued in consideration for services rendered, loans made, or to satisfy outstanding amounts owed or accrued to various parties, similar to the Conversion, described above. Additionally, moving forward, we may attempt to conduct acquisitions of other entities or assets using our common stock or other securities as payment for such acquisitions. Our Board of Directors has authority, without action or vote of the shareholders, to issue all or part of the authorized but unissued shares of common stock and preferred stock with various preferences and other rights. These actions may, similar to the Conversions, result in substantial dilution of the ownership interests of existing shareholders, cause the value of the Company's common stock to decline in value, and dilute the book value of the Company's common stock.

KNG WILL NEED SUBSTANTIAL FINANCING AND SUBSTANTIAL TIME BEFORE WE ANTICIPATE GENERATING REVENUES THROUGH KNG, IF ANY.

The Company anticipates the need for approximately $15,000,000 prior to KNG's expected generation of any revenues. In connection with the Agreement of Purchase and Sale, as described in more detail above, the Company sold a 56% interest in KNG to Neftebitum and various individuals in September 2008. Pursuant to this agreement and the related Operating Agreement, Neftebitum is responsible for providing financing for the operations of KNG. Currently, the Company is aware of Neftebitum raising only a small part of this financing and the Company can make no assurances that sufficient financing will ever be raised. The Company also does not expect to generate any revenues through the operations of KNG, until such financing can be raised, of which there can be no assurance. Therefore, investors should keep in mind that even if Neftebitum is able to raise the substantial amounts of additional financing that KNG requires for its operations, it could still be years before KNG generates any revenue, if ever. If Neftebitum does not raise the $15,000,000 which the Company anticipates KNG needs to generate revenues, which, even if generated, will likely not be great enough to sustain KNG if no revenues are generated and hydrocarbon reserves are not discovered, KNG may be forced to abandon its business plan, and the Company could be forced to abandon or curtail its business plan as well, which could cause the value of the Company's common stock to substantially decline or become worthless.

OUR AUDITORS HAVE EXPRESSED SUBSTANTIAL DOUBT AS TO WHETHER OUR COMPANY CAN CONTINUE AS A GOING CONCERN.

Our Company is in its early development stage, as planned principal activities have not begun. We have generated only minimal revenues since inception and have incurred substantial losses including a net loss of $666,116 for the year ended December 31, 2009, a net loss of $133,355 and $426,454 for the three and nine months ended September 30, 2010, respectively, and had total cash on hand of $488 and a total accumulated deficit of $15,948,959 as of September 30, 2010. These factors among others indicate that the Company may be unable to continue as a going concern, particularly in the event that it cannot generate sufficient cash flow to conduct its operations and/or obtain additional sources of capital and financing.

WE LACK AN OPERATING HISTORY WHICH YOU CAN USE TO EVALUATE US, MAKING ANY INVESTMENT IN OUR COMPANY RISKY.

Our Company lacks a long standing operating history which investors can use to evaluate our Company's previous earnings. Therefore, an investment in our Company is risky because we have no business history and it is hard to predict what the outcome of our business operations will be in the future.

WE MAY CONTINUE TO BE UNPROFITABLE AND MAY NOT GENERATE PROFITS TO CONTINUE OUR BUSINESS PLAN.

As a development stage company, we have had limited revenues and no profits to date and our net cumulative deficit attributable to our development stage as of September 30, 2010, was $15,499,174, and our total cumulative deficit was $15,948,959 which included $449,785 of pre-development stage deficit. We had $1,400,507 in accrued and unpaid salaries (the majority of which has been converted into shares of restricted common stock in connection with the Conversions, described above under “Recent Events”) and a working capital deficit of $2,783,442 as of September 30, 2010. The Company is currently being funded by existing shareholders, but there can be no assurance this amount will be sufficient to continue our planned operations or that we will have enough money to repay our outstanding debts. If throughout KNG’s future oil exploration, if any, no viable wells are found, and consequently, we generate only minimal revenues through KNG, we will likely be forced to curtail or abandon our business plan. If this happens, you could lose your investment in our Company. If we are unable to generate profits, we will be forced to rely on external financing, of which there is no guarantee, to continue with our business plan.

LICENSES TO A TOTAL OF FOUR OF ZNG'S LICENSED BLOCKS EXPIRED IN MARCH 2008 AND THREE ADDITIONAL LICENSES HAVE SINCE EXPIRED, AND THERE IS A RISK THAT THE RIGHTS TO SUCH LICENSED BLOCKS MAY NOT BE RENEWED.

In or around March 2008, ZNG's rights to four licensed blocks acquired in 2003, the Privolny, Mokrousovsky, West-Suersky and Orlovo-Pashkovsky blocks, expired and since that time, additional rights to three license blocks have expired. Between 2003 and 2007, ZNG carried out extensive seismic and gas seismotomographic studies on the four licensed blocks, and drilled 2 exploratory wells on the Privolny and Mokrousovsky blocks. Based on the interpretation of seismic and seismotomographic surveys and analysis of samples from the wells, ZNG prepared a comprehensive analysis of geological resources of the Kurgan region. Both the Privolny and Mokrousovsky studies confirmed the presence of hydrocarbons; however, a substantial amount of further exploration studies and work is required before a conclusion on the future potential of the blocks can be drawn. The licenses to four of the blocks expired in March 2008 and an additional three licenses have expired since then, and although ZNG kept the preferential right to re-apply for the licenses to continue exploration works on these blocks in the event it decides to restart exploration activities, there can be no assurance that such blocks will be able to be re-licensed by ZNG and/or that they will not be re-auctioned and awarded to alternative parties. If ZNG were to decide to re-license the blocks and they had already been auctioned off to other parties and/or were not eligible to be re-licensed, all of ZNG's exploration work and studies performed on the previously licensed areas may become worthless and any exploration expenditures made by ZNG for exploration wells and other expenditures will likely not be able to be recouped by ZNG. Additionally, if ZNG were unable to re-license the blocks, the value of the Company's securities could decline in value and/or become worthless.

WE HAVE A POOR FINANCIAL POSITION AND IF WE DO NOT GENERATE REVENUES, WE MAY BE FORCED TO ABANDON OUR BUSINESS PLAN.

Our Company currently has a poor financial position. We have generated only minimal revenues to date, and we have not discovered any hydrocarbon reserves or begun production on any wells. There is a risk that we will not find enough, or even any, viable wells which we require to generate enough profits for your investment in our Company to appreciate. If we never generate any revenues, our Company may be forced to curtail or abandon its business plan and your shares may become worthless.

OUR BUSINESS IS SPECULATIVE AND RISKY AND IF KNG DOES NOT FIND HYDROCARBON RESERVES, WE MAY BE FORCED TO CURTAIL OUR BUSINESS PLAN.

There is a risk that KNG will not find any hydrocarbon reserves and the cost of exploration will become too high for us to continue KNG's business plan. As our only current operations are through our 44% ownership of KNG, if KNG were to cease operations, your investment in our Company could become devalued or could become worthless.

OUR INDUSTRY IS COMPETITIVE AND AS SUCH, COMPETITIVE PRESSURES COULD PREVENT US FROM OBTAINING PROFITS.

The main factor determining success in the oil exploration and extraction industry is finding viable wells. If our Company, through ZNG, Ltd., KNG or other joint ventures we may enter into in the future, are unable to find producing wells and our competition is, it is likely that our Company will be driven out of business. Additionally, our industry is subject to significant capital requirements and as such, larger companies may have an advantage should they compete with us for exploration licenses, because they may have resources substantially greater than ours. Investors should take into account the above factors and understand that if we are unable to raise additional capital or generate profits, the Company may be forced to liquidate its assets and an investment in our Company could become worthless.

OUR GROWTH WILL PLACE SIGNIFICANT STRAINS ON OUR RESOURCES.

The Company's growth is expected to place a significant strain on the Company's managerial, operational and financial resources. Furthermore, as the Company receives contracts, the Company will be required to manage multiple relationships with various customers and other third parties. These requirements will be exacerbated in the event of further growth of the Company or in the number of its contracts. There can be no assurance that the Company's systems, procedures or controls will be adequate to support the Company's operations or that the Company will be able to achieve the rapid execution necessary to succeed and implement its business plan. The Company's future operating results will also depend on its ability to add additional personnel commensurate with the growth of its business. If the Company is unable to manage growth effectively, the Company's business, results of operations and financial condition will be adversely affected.

WE RELY ON KEY PERSONNEL AND IF THEY LEAVE OUR COMPANY OUR BUSINESS PLAN COULD BE ADVERSELY AFFECTED.

We rely on the Company's Chief Executive Officer and Chief Financial Officer, David Zaikin and Elena Pochapski, for the success of our Company, who are employed under Employment Agreements which expire on December 31, 2010. Their experience and input create the foundation for our business and they are responsible for the directorship and control over the Company's development activities. The Company does not hold "key man" insurance on either member of management. Moving forward, should they be lost for any reason, the Company will incur costs associated with recruiting replacement personnel and any potential delays in operations. If we are unable to replace Mr. Zaikin and/or Ms. Pochapski, or if Mr. Zaikin or Ms. Pochapski are unable to spend a sufficient amount of time on Company matters, the Company may be forced to scale back or curtail its business plan. As a result of this, any securities you hold in our Company could become devalued.

ZNG’S OR KNG’S PROJECTIONS, ESTIMATES AND STATISTICAL ANALYSIS MAY BE INACCURATE OR SUBSTANTIALLY WRONG, WHICH MAY PREVENT ZNG AND/OR KNG FROM EXECUTING THEIR BUSINESS PLANS.

Projections on future revenues as well as costs and required capital expenditures are based on estimates. Business statistical analysis is used in projection of drilling success ratios, average production costs, world oil price fluctuations and their correspondence to Russian domestic market. If ZNG’s or KNG’s projections or estimates are wrong or our statistical analysis faulty, ZNG's or KNG’s revenues may be adversely affected which could prevent ZNG and/or KNG from executing their business strategy. As an investor, if this happens your securities in our Company could be adversely affected and you could lose your investment in our Company.

THERE IS UNCERTAINTY AS TO OUR ABILITY TO ENFORCE CIVIL LIABILITIES BOTH IN AND OUTSIDE OF THE UNITED STATES DUE TO THE FACT THAT OUR OFFICERS, DIRECTORS AND ASSETS ARE NOT LOCATED IN THE UNITED STATES.

Our officers and Directors, our properties and licenses, and the majority of our assets are located in countries other than the United States, including Canada and Russia. As a result, it may be difficult for shareholders to effect service of process within the United States on our officers and Directors. In addition, investors may have difficulty enforcing judgments based upon the civil liability provisions of the securities laws of the United States or any state thereof, both in and outside of the United States.

WE FACE RISKS ASSOCIATED WITH THE FACT THAT THE MAJORITY OF OUR OPERATIONS THROUGH OUR HOLDINGS ARE CONDUCTED IN RUSSIA, AND THE LICENSES OWNED THROUGH OUR HOLDINGS ARE IN RUSSIA.

Zauralneftegaz, Ltd. which we own 50% of through our Joint Venture, and KNG, which we own 44% of, hold certain licenses and rights to reapply for licenses to certain oil and gas properties in the Kurgan Region of Russia. As a result, we are subject to various risks associated with doing business in Russia relating to Russia's economic and political environment. As is typical of an emerging market, Russia does not possess a well-developed business, legal and regulatory infrastructure that would generally exist in a more mature free market economy and, in recent years, Russia has undergone substantial political, economic and social change. Furthermore, in recent years the Russian government has unilaterally annexed certain oil and gas properties and companies for the government, and there can be no assurance that if commercially exploitable oil and gas reserves are found on our properties, that such properties will not be annexed or otherwise claimed by the Russian government. Our failure to manage the risks associated with doing business in Russia could have a material adverse effect upon our results of operations.

IF WE ARE LATE IN FILING OUR QUARTERLY OR ANNUAL REPORTS WITH THE SEC, WE MAY BE DE-LISTED FROM THE OVER-THE-COUNTER BULLETIN BOARD.

Under Over-The-Counter Bulletin Board ("OTCBB") rules relating to the timely filing of periodic reports with the SEC, any OTCBB issuer who fails to file a periodic report (Form 10-Q's or 10-K's) by the due date of such report (not withstanding any extension granted to the issuer by the filing of a Form 12b-25), three (3) times during any twenty-four (24) month period are de-listed from the OTCBB. Such removed issuer would not be re-eligible to be listed on the OTCBB for a period of one-year, during which time any subsequent late filing would reset the one-year period of de-listing. Therefore, if we are late in filing a periodic report three times in any twenty-four (24) month period and are de-listed from the OTCBB, our securities may become worthless and we may be forced to curtail or abandon our business plan.

WE INCUR SIGNIFICANT COSTS AS A RESULT OF OPERATING AS A FULLY REPORTING COMPANY IN CONNECTION WITH SECTION 404 OF THE SARBANES OXLEY ACT, AND OUR MANAGEMENT IS REQUIRED TO DEVOTE SUBSTANTIAL TIME TO NEW COMPLIANCE INITIATIVES.

We anticipate incurring significant legal, accounting and other expenses in connection with our status as a fully reporting public company. The Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") and new rules subsequently implemented by the SEC have imposed various new requirements on public companies, including requiring changes in corporate governance practices. As such, our management and other personnel will need to devote a substantial amount of time to these new compliance initiatives. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. In addition, the Sarbanes-Oxley Act requires, among other things, that we maintain effective internal controls for financial reporting and disclosure of controls and procedures. Our testing may reveal deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses. Our compliance with Section 404 will require that we incur substantial accounting expense and expend significant management efforts. We currently do not have an internal audit group, and we may need to hire additional accounting and financial staff with appropriate public company experience and technical accounting knowledge. Moreover, if we are not able to comply with the requirements of Section 404 in a timely manner, or if we identify deficiencies in our internal controls over financial reporting that are deemed to be material weaknesses, the market price of our stock could decline, and we could be subject to sanctions or investigations by the SEC or other regulatory authorities, which would require additional financial and management resources.

AS THERE IS CURRENTLY ONLY A LIMITED MARKET FOR OUR COMMON STOCK, THE MARKET FOR OUR COMMON STOCK MAY CONTINUE TO BE ILLIQUID, SPORADIC AND VOLATILE.

There is currently only a limited market for our common stock, and as such, we anticipate that such market will be illiquid, sporadic and subject to wide fluctuations in response to several factors moving forward, including, but not limited to:

(1) actual or anticipated variations in our results of operations;

(2) our ability or inability to generate new revenues;

(3) the number of shares in our public float;

(4) increased competition;

(5) the political atmosphere in Russia; and

(6) conditions and trends in the oil, gas, and energy industries in general.

Furthermore, because our common stock is traded on the Over-The-Counter Bulletin Board, our stock price may be impacted by factors that are unrelated or disproportionate to our operating performance. These market fluctuations, as well as general economic, political and market conditions, such as recessions, interest rates or international currency fluctuations may adversely affect the market price of our common stock. Additionally, at present, we have a limited number of shares in our public float, and as a result, there could be extreme fluctuations in the price of our common stock.

INVESTORS FACE A RISK THAT THE COMPANY WILL NOT BE SUBJECT TO REPORTING REQUIREMENTS OR WILL ENTER INTO A TRANSACTION THAT RESULTS IN SUBSTANTIAL DILUTION TO OUR EXISTING SHAREHOLDERS, NEW MANAGEMENT BEING APPOINTED TO RUN THE COMPANY AND A NEW OPERATING BUSINESS OF THE COMPANY IN THE FUTURE.

Management of the Company is analyzing steps to no longer be subject to the reporting requirements of the Securities and Exchange Commission (the “SEC”). In the event that the Company is no longer subject to the reporting requirements of the SEC, the Company’s stock would likely trade on the Pinksheets and would likely have less liquidity on such market and may trade at a lower share price than it currently trades.

Alternatively, the management of the Company has discussed potential acquisition or merger opportunities. In the future, we may enter into merger and/or acquisition with separate companies, which may result in our majority shareholders changing and new shares of common or preferred stock being issued, resulting in substantial dilution to our then current shareholders. As a result, if there were new majority shareholders, they will likely change the composition of our Board of Directors and replace our current management. The new management will likely change our business focus and we can make no assurances that our new management will be able to properly manage our direction or that this change in our business focus will be successful. If we do enter into a merger or acquisition transaction, and our new management fails to properly manage and direct our operations, we may be forced to scale back or abandon our operations, which will cause the value of our common stock to decline or become worthless.

STATE SECURITIES LAWS MAY LIMIT SECONDARY TRADING, WHICH MAY RESTRICT THE STATES IN WHICH AND CONDITIONS UNDER WHICH YOU CAN SELL SHARES.

Secondary trading in our common stock may not be possible in any state until the common stock is qualified for sale under the applicable securities laws of the state or there is confirmation that an exemption, such as listing in certain recognized securities manuals, is available for secondary trading in the state. If we fail to register or qualify, or to obtain or verify an exemption for the secondary trading of the common stock in any particular state, the common stock cannot be offered or sold to, or purchased by, a resident of that state. In the event that we do not apply for registration in, there is not a valid exemption for, and/or a significant number of states refuse to permit secondary trading in our common stock, the liquidity for the common stock could be significantly impacted.

INVESTORS MAY FACE SIGNIFICANT RESTRICTIONS ON THE RESALE OF OUR COMMON STOCK DUE TO FEDERAL REGULATIONS OF PENNY STOCKS.

Our common stock will be subject to the requirements of Rule 15(g)9, promulgated under the Securities Exchange Act as long as the price of our common stock is below $5.00 per share. Under such rule, broker-dealers who recommend low-priced securities to persons other than established customers and accredited investors must satisfy special sales practice requirements, including a requirement that they make an individualized written suitability determination for the purchaser and receive the purchaser's consent prior to the transaction. The Securities Enforcement Remedies and Penny Stock Reform Act of 1990, also requires additional disclosure in connection with any trades involving a stock defined as a penny stock.

Generally, the Commission defines a penny stock as any equity security not traded on an exchange or quoted on NASDAQ that has a market price of less than $5.00 per share. The required penny stock disclosures include the delivery, prior to any transaction, of a disclosure schedule explaining the penny stock market and the risks associated with it. Such requirements could severely limit the market liquidity of the securities and the ability of purchasers to sell their securities in the secondary market.

In addition, various state securities laws impose restrictions on transferring "penny stocks" and as a result, investors in the common stock may have their ability to sell their shares of the common stock impaired.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The Company has previously agreed to pay its President, Helen Teplitskaia, 10,000 shares of common stock per month for her service to the Company. As such, in June 2009, the Company issued Ms. Teplitskaia an aggregate of 60,000 shares, 10,000 shares per month from January 2009 to June 2009. The Company also owes Ms. Teplitskaia an additional 180,000 shares for services rendered during the months of July, August, September, October, November and December 2009 and the months of January, February, March, April, May, June, July, August, September, October, November and December 2010, which shares the Company has agreed to issue to Ms. Teplitskaia, which shares have not been issued to date and have not been included in the total number of outstanding shares disclosed throughout this report.

In October 2010, the Company entered into Debt Conversion Agreements with nine (9) creditors of the Company (the majority of which were shareholders and related parties of the Company), pursuant to which such creditors agreed to convert an aggregate of $2,554,460 of debt owed to such creditors by the Company into 23,222,359 shares of restricted common stock of the Company, at the rate of one share for each $0.11 of debt converted (the “Conversion”), as described in greater detail below under “Item 5. Other Information”, which shares have not been issued to date and have not been included in the total number of outstanding shares disclosed throughout this report.

Additionally, the Company has agreed to issue 25,000 shares of its restricted common stock to The Investor Relations Group, Inc. (“IRG”) as contemplated by the Leakout Agreement entered into by and between the Company and IRG, dated October 20, 2007, which provided for IRG to be issued an additional 25,000 shares of restricted common stock in exchange for IRG’s agreeing not to sell shares of the Company’s common stock as provided in the agreement. The shares have not been issued to date, and have not been included in the number of issued and outstanding shares disclosed throughout this report.

The Company claims an exemption from registration afforded by Section 4(2) of the Securities Act of 1933, as amended, since the foregoing issuances will not involve a public offering, the recipients will take the securities for investment and not resale, no general solicitation will be involved in connection with the issuances, and the Company will take appropriate measures to restrict transfer.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. (REMOVED AND RESERVED)

ITEM 5. OTHER INFORMATION

In October 2010, the Company entered into Debt Conversion Agreements with nine (9) creditors of the Company (the majority of which were shareholders and related parties of the Company), pursuant to which such creditors agreed to convert an aggregate of $2,554,460 of debt owed to such creditors by the Company and accrued and unpaid interest thereon, which debt represented loans previously provided by the creditors to the Company, accrued and unpaid salary and other debts owed to the creditors by the Company, into 23,222,359 shares of restricted common stock of the Company (representing 55% of the Company's then outstanding shares (including the 180,000 shares due to Ms. Teplitskaia, as discussed above under Item 2. Unregistered Sales of Equity Securities and Use of Proceeds, which have not been issued to date)), at the rate of one share for each $0.11 of debt converted (the "Conversion"). The Conversion price of $0.11 per share was calculated based on the average market price of the Company's common stock on the Over-The-Counter Bulletin Board for the six months prior to September 30, 2010.

Included in the creditors who agreed to the Conversions were Alternative Energy Finance (which is an entity controlled by Timothy Peara, a Director of the Company), which converted $158,924 of debt owed to it by the Company into 1,444,767 shares of restricted common stock (representing 3.4% of the Company's outstanding common stock); Timothy Peara, who converted $147,537 of debt owed to him by the Company into 1,341,242 shares of restricted common stock (representing 3.2% of the Company's outstanding common stock); Elena Pochapski, the Company's Chief Financial Officer and Director, who converted $298,832 owed to her by the Company into 2,716,655 shares of restricted common stock (representing 6.5% of the Company's outstanding common stock) ; and David Zaikin, the Company's Chief Executive Officer and Director, who converted $1,153,228 of debt owed to him by the Company into 10,483,895 shares of restricted common stock (representing 24.9% of the Company's outstanding common stock). Additionally, Business Standard, a consultant of the Company, converted $607,975 of debt owed to it by the Company into 5,527,046 shares of common stock (representing 13.2% of the Company's then outstanding common stock).

A form of the Debt Conversion Agreements is attached hereto as Exhibit 10.44.

ITEM 6. EXHIBITS

| Exhibit No. | Description of Exhibit |
|---|---|
| 10.1(1) | Option Agreement with Baltic Petroleum Limited dated April 28, 2005 |
| 10.2(1) | License Agreement between OOO Zauralneftegaz and Baltic Petroleum Limited dated April 28, 2005 |
| 10.3(1) | |

Loan Agreement between OOO Zauralneftegaz and Baltic Petroleum Limited dated April 28, 2005

10.4(1) Guarantee by Siberian Energy Group, Inc. dated April 28, 2005

10.5(1) Pledge and Security Agreement between Siberian Energy Group, Inc. and Baltic Petroleum Limited dated April 28, 2005

10.6(2) Option Agreement with Baltic Petroleum Limited dated April 28, 2005

10.7(2) License Agreement between OOO Zauralneftegaz and Baltic Petroleum Limited dated April 28, 2005

10.8(2) Loan Agreement between OOO Zauralneftegaz and Baltic Petroleum Limited dated April 28, 2005

10.9(2) Guarantee by Siberian Energy Group, Inc. dated April 28, 2005

10.10(2) Pledge and Security Agreement between Siberian Energy Group, Inc. and Baltic Petroleum Limited dated April 28, 2005

10.11(3) Clarification to the Contract of Purchase and Sale of the Share in Charter Capital of LLC "Zauralneftegaz" dated 15 May 2004

10.12(3) Agreement with Business - Standard (translated from Russian version)

10.13(3) Supplementary Agreement to Business - Standard Agreement (translated from Russian version)

10.14(3) Supplementary Agreement No. 2 to Business - Standard Agreement (translated from Russian version)

10.15(3) Deed of Amendment between ZNG and BP

10.16(3) Deed of Amendment between the Company and BP

10.17(4) Joint Venture Shareholders' Agreement with Baltic Petroleum (E&P) Limited and Zauralneftegaz Limited dated October 14, 2005

10.18(5) Amendment to the Employment Agreement Dated August 1, 2003, with Elena Pochapski

10.19(5) Form of Waiver Agreement

10.20(6) Loan Agreement between OOO Zauralneftegaz and Caspian Finance Limited

10.21(6) Deed of Novation between Baltic Petroleum Limited, Caspian Finance Limited and OOO Zauralneftegaz

10.22(6) Deed of Release

10.23(6) Release of Pledge

10.24(6) Guarantee

10.25(6) Debenture

| | | |
|---|---|---|
| 10.26(6) | Agreement for the Pledge of the Participatory Interest in OOO Zauralneftegaz (Russian translation removed) |
| 10.27(6) | Sale and Purchase Agreement |

10.28(8) Option Agreement with Key Brokerage

10.29(8) Warrant Agreement with Key Brokerage

10.30(9) July 26, 2006 Deed of Agreement

10.31(10) Consulting Agreement with Business Standard

10.32(11) Addition to the Loan Agreement of November 9, 2005

10.33(11) Gross Overriding Royalty Agreement

10.34(12) Amendment No. 2 to the Employment Agreement Dated August 1, 2003 with Elena Pochapski

10.35(13) Deed of Variation to the Loan Agreement Dated 9th of November 2005, Entered into in June 2007

10.36(15) Agreement of Purchase and Sale with Limited Liability Company Neftebitum, Sergey V. Prokopiev, and Oleg G. Shelepov

10.37(15) Operating Agreement with Limited Liability Company Neftebitum

10.38(16) One Year Extension to the Employment Agreement of August 1, 2004 with David Zaikin

10.39(16) One Year Extension to the Employment Agreement of August 1, 2004 with Elena Pochapski

10.40(16) Stock Option Agreement for David Zaikin

10.41(16) Stock Option Agreement for Elena Pochapski

10.42(17) Extension of Employment Agreement of David Zaikin

10.43(17) Extension of Employment Agreement of Elena Pochapski

10.44* Form of Debt Conversion Agreement

10.45* Extension of Employment Agreement of David Zaikin

10.46* Extension of Employment Agreement of Elena Pochapski

21.1(14) Subsidiaries

31.1* Certificate of the Chief Executive Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002

31.2* Certificate of the Chief Financial Officer pursuant Section 302 of the Sarbanes-Oxley Act of 2002

32.1* Certificate of the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

32.2* Certificate of the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

99.1(7) Glossary

* Filed herein.

(1) Filed as Exhibit 10.1, 10.2, 10.3, 10.4 and 10.5 to the Company's Form 8-K filed with the Commission on May 20, 2005, and incorporated herein by reference.

(2) Filed as Exhibits to the Company's Form 8-K filed with the Commission on May 20, 2005, and incorporated herein by reference.

(3) Filed as Exhibits to the Company's Report on Form 10-QSB, filed with the Commission on August 22, 2005, and incorporated herein by reference.

(4) Filed as Exhibits to the Company's Report on Form 8-K, filed with the Commission on October 28, 2005, and incorporated herein by reference.

(5) Filed as Exhibits to our Report on Form 10-QSB for the period ending September 31, 2005, which was filed with the Commission on November 21, 2005, and is incorporated herein by reference.

(6) Filed as Exhibits to our Report on Form 8-K, filed with the Commission on December 2, 2005, and incorporated herein by reference.

(7) Filed as Exhibit 99.1 to our Report on Form 10-KSB for the years ended December 31, 2005, and incorporated herein by reference.

(8) Filed as Exhibits to our Report on Form 8-K, filed with the Commission on September 19, 2006, and incorporated herein by reference.

(9) Filed as an Exhibit to our Report on Form 10-QSB, filed with the Commission on November 14, 2006, and incorporated herein by reference.

(10) Filed as an Exhibit to our Form 8-K filed with the Commission on February 20, 2007, and incorporated herein by reference.

(11) Filed as Exhibits to our Report on Form 10-KSB filed with the Commission on February 2, 2007, and incorporated herein by reference.

(12) Filed as an Exhibit to our Report on Form 10-QSB filed with the Commission on May 15, 2007, and incorporated herein by reference.

(13) Filed as an Exhibit to our Report on Form 10-QSB filed with the Commission on August 14, 2007, and incorporated herein by reference.

(14) Filed as an Exhibit to our Report on Form 10-K filed with the Commission on April 14, 2009, and incorporated herein by reference.

(15) Filed as an Exhibit to our Report on Form 8-K filed with the Commission on November 14, 2008, and incorporated herein by reference.

(16) Filed as an Exhibit to our Report on Form 10-Q filed with the Commission on May 19, 2009, and incorporated herein by reference.

(17) Filed as an Exhibit to our Report on Form 10-Q filed with the Commission on May 21, 2010, and incorporated herein by reference.

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SIBERIAN ENERGY GROUP INC.

DATED: November 19, 2010

By: /s/ David Zaikin
David Zaikin
Chief Executive Officer
(Principal Executive Officer)

DATED: November 19, 2010

By: /s/ Elena Pochapski
Elena Pochapski
Chief Financial Officer
(Principal Accounting Officer)