SECURITIES AND EXCHANGE COMMISSION

FORM 10-Q

Quarterly report pursuant to sections 13 or 15(d)

Filing Date: **2013-03-19** | Period of Report: **2012-03-31**
SEC Accession No. 0001010549-13-000146

FILER

INTREorg SYSTEMS INC.

CIK:**1295560**| IRS No.: **450526215** | State of Incorp.:**TX** | Fiscal Year End: **1231**
Type: **10-Q** | Act: **34** | File No.: **000-53262** | Film No.: **13701576**
SIC: **7373** Computer integrated systems design

Mailing Address
2600 E. SOUTHLAKE BLVD
SUITE 120-366
SOUTHLAKE TX 76092

Business Address
2600 E. SOUTHLAKE BLVD
SUITE 120-366
SOUTHLAKE TX 76092
817-491-8611

U.S. SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2012

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _______________ to _______________

Commission File Number

INTREorg Systems, Inc.

(Exact name of registrant as specified in its charter)

Texas	**45-0526215**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

2600 E. Southlake Blvd., Suite 120-366
Southlake, TX 76092
817-491-8611
(Issuer's telephone number)

(Former address)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☒

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

Large Accelerated Filer		Accelerated Filer	
Non-accelerated filer		Smaller reporting company	**X**

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934) Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Sec. 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 ☐

As of March 15, 2013, the Registrant has 12,268,866 shares of common stock outstanding.

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INTRODUCTORY NOTE

Unless specifically set forth to the contrary, when used in this report the terms “INTREorg,” "we"", "our", the "Company" and similar terms refer to INTREorg Systems, Inc., a Texas corporation.

Special Note Regarding Forward-Looking Statements

This report contains forward-looking statements and information that are based on the beliefs of our management as well as assumptions made by and information currently available to us. Such statements should not be unduly relied upon. When used in this report, forward-looking statements include, but are not limited to, the words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan” and similar expressions, as well as statements regarding new and existing products, technologies and opportunities, statements regarding market and industry segment growth and demand and acceptance of new and existing products, any projections of sales, earnings, revenue, margins or other financial items, any statements of the plans, strategies and objectives of management for future operations, any statements regarding future economic conditions or performance, uncertainties related to conducting business, any statements of belief or intention, and any statements or assumptions underlying any of the foregoing. These statements reflect our current view concerning future events and are subject to risks, uncertainties and assumptions. There are important factors that could cause actual results to vary materially from those described in this report as anticipated, estimated or expected, including, but not limited to: competition in the industry in which we operate and the impact of such competition on pricing, revenues and margins, volatility in the securities market due to the general economic downturn; Securities and Exchange Commission (the “SEC”) regulations which affect trading in the securities of “penny stocks,” and other risks and uncertainties. Except as required by law, we assume no obligation to update any forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in any forward- looking statements, even if new information becomes available in the future. Depending on the market for our stock and other conditional tests, a specific safe harbor under the Private Securities Litigation Reform Act of 1995 may be available. Notwithstanding the above, Section 27A of the Securities Act of 1933, as amended (the “Securities Act”) and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) expressly state that the safe harbor for forward-looking statements does not apply to companies that issue penny stock. Because we may from time to time be considered to be an issuer of penny stock, the safe harbor for forward-looking statements may not apply to us at certain times.

Item 1. Financial Statements.

INTREorg Systems, Inc.
(A Development Stage Company)
Balance Sheets

		March 31, 2012 (Unaudited)		December 31, 2011
ASSETS:				
Current Assets:				
Cash	$	189	$	33
Total Current Assets		189		33
TOTAL ASSETS	$	189	$	33
LIABILITIES & STOCKHOLDERS' DEFICIT				
Current Liabilities				
Accounts payable	$	307,301	$	307,769
Accounts payable - related party		151,632		119,372
Accrued interest and other liabilities		192,070		177,255
Accrued contingencies		483,236		483,237
Notes payable		521,000		521,000
Convertible promissory notes - related party		471,201		471,202
Total Current Liabilities		2,126,440		2,079,835
Long-Term Liabilities				
Revolving line of credit - related party		158,959		158,959
Total Liabilities		2,285,399		2,238,794
Commitments and Contingencies				
Stockholders' Deficit				
Preferred Stock, no par value; 10,000,000 shares authorized none issued and outstanding at March 31, 2012 and December 31, 2011, respectively		-		-
Common Stock, no par value; 100,000,000 shares authorized 10,580,016 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively		782,455		782,455
Additional paid in capital		110,801		101,579
Deficit accumulated during the development stage		(3,178,466)		(3,122,795)
Total stockholders' deficit		(2,285,210)		(2,238,761)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$	189	$	33

See Accompanying Notes to Financial Statements

INTREorg Systems, Inc.
(A Development Stage Company)
Statements of Operations
(Unaudited)

	For the Three Months Ended March 31, 2012	For the Three Months Ended March 31, 2011	November 3, 2003 (Inception) to March 31, 2012
Revenue	$ -	$ -	$ 750
Depreciation	-	-	15,585
General and administrative	35,597	42,060	2,941,256
Total Expenses	35,597	42,060	2,956,841
Net Operating Loss	(35,597)	(42,060)	(2,956,091)
Other Income/ (Expense)			
Forgiveness of debt	-	-	166,902
Interest Expense	(20,074)	(16,903)	(389,277)
Total other revenue / (expense)	(20,074)	(16,903)	(222,375)
Net Loss	$ (55,671)	$ (58,963)	$ (3,178,466)
Net Loss per share of common stock	$ (0.01)	$ (0.01)	
Weighted average number of common shares outstanding	10,580,016	10,320,016	

See Accompanying Notes to Financial Statements

INTREorg Systems, Inc.
(A Development Stage Company)
Statements of Cash Flows
(Unaudited)

	For the Three Months Ended March 31, 2012	For the Three Months Ended March 31, 2011	November 3, 2003 (Inception) to March 31, 2012 (Unaudited)
Cash Flows from Operating Activities			
Net Loss	$ (55,671)	$ (58,963)	$ (3,178,466)
Adjustments to reconcile net loss to net cash used by operating activities			
Common stock issued for services	-		483,434
Depreciation	-	-	16,372
Reserve for investment	-	-	1,000
Changes in operating assets and liabilities			
(Increase) Prepaid expenses	-	1,173	-
Increase in Accounts Payable and accrued expenses	14,347	48,995	998,392
Increase in accounts payable related party	32,258		123,810
Increase / (decrease) in accrued contingencies	-	-	483,237
Net Cash Flows Used by Operating Activities	(9,066)	(8,795)	(1,072,221)
Cash Flows from Investing Activities			
Acquisition of Fixed Assets	-	-	(16,372)
Acquisition of Investments	-	-	(1,000)
Net Cash Flows Provided (Used) by Investing Activities	-	-	(17,372)
Cash Flows from Financing Activities			
Capital contribution	9,222	-	9,222
Increase / (decrease) in notes payable		-	521,000
Increase / (decrease) in related party revolving line of credit		8,795	158,959
Proceeds from sale of common stock	-	25,000	153,500
Issuance of Preferred A Stock	-	-	247,100
Net Cash Flows Provided by Financing Activities	9,222	33,795	1,089,781
Net (Decrease) Increase in Cash	156	25,000	189
Cash at Beginning of Period	33	52	-
Cash at End of Period	$ 189	$ 25,052	$ 189
Supplemental Disclosure of Cash Flow Informantion			
Cash paid for interest	$ -	$ -	$ 32,008
Cash paid for taxes	$ -	$ -	$ -

Supplemental Disclosure of Non-Cash Flow Information

Debt converted to Convertible Notes Payable	$ -	$ 471,201	$ 471,201

See Accompanying Notes to Financial Statements

Notes to Financial Statements
INTREORG SYSTEMS, INC.
(A Development Stage Company)
Notes to the Financial Statements
March 31, 2012

NOTE 1. ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

Organization

INTREOrg Systems, Inc. (the "Company") was incorporated under the laws of the State of Texas on November 3, 2003. The Company was organized for the purpose of providing internet consulting and "back office" services to companies. The Company's fiscal year end is December 31st.

Basis of Presentation

Interim Accounting

The accompanying unaudited interim financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's annual report for the year ended December 31, 2011 as filed with the SEC on Form 10-K on February 22, 2013. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year ended December 31, 2011 as reported in the Form 10-K have been omitted.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.

Development Stage Company

The Company has not earned significant revenues from limited principal operations. Accordingly, the Company's activities have been accounted for as those of a Development Stage Enterprise. Among the disclosures required are that the Company's financial statements be identified as those of a development stage company, and that the statements of operations, stockholders' deficit and cash flows disclose activity since the date of the Company's inception.

Going Concern

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company's current liabilities exceed the current assets by $2,126,251 at March 31 2012. During the three months ended March 31, 2012, the Company did not generate any revenues. At March 31, 2012, the Company had a deficit accumulated during its development stage of $3,178,466.

The Company is in the development stage and has not earned revenues from operations. The Company's ability to continue as a going concern is dependent upon its ability to raise the necessary capital to further implement its business plan, launch its operations and ultimately achieve profitable operations. There can be no assurance that the Company will be successful in obtaining such financing, or that it will attain positive cash flow from operations. Management believes that actions presently being taken provide the opportunity for the Company to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Summary of Significant Accounting Policies

Recent Accounting Pronouncements

Management has evaluated accounting standards and interpretations issued but not yet effective as of March 31, 2012, and does not expect such pronouncements to have a material impact on the Company's financial position, operations, or cash flows.

NOTE 2. RELATED PARTY TRANSACTIONS.

Line of Credit

On June 19, 2011, the Company entered into a revolving line of credit with J.H. Brech, LLC ("Brech"), a related party, to provide access to funding for our operations. Under the terms of the 8% revolving line of credit, we have access of up to $500,000. Advances under this line of credit were in abeyance for approximately 12 months, between August of 2011 and August of 2012; however, the line of credit is open again and we may take advances out pursuant to the terms summarized herein. As of the date of this Report, since the abeyance was lifted, the Company has not taken any advances under this line of credit.

Interest accrues at 8% per annum on the outstanding principal amount due under the revolving line of credit and is payable semi-annually on June 30 and December 31 of each year commencing June 30, 2011. The principal and any accrued but unpaid is due on the earlier of:

- June 19, 2014, or
- the date on which we receive at least $1.5 million in gross proceeds through one or a series of transactions.

At the Company's sole discretion, we can pay the interest in shares of our common valued as follows:

- if our common stock is not listed for trading on an exchange or quoted for trading on the OTC Bulletin Board or the OTC Markets Group (formerly the Pink Sheets), interest shares are valued at the greater of $1.00 per share or the fair market value as determined in good faith by us based upon the most recent arems-length transaction, or
- if our common stock is listed for trading on an exchange or quoted for trading on the OTC Bulletin Board or the OTC Markets Group, interest shares will be valued at the greater of (A) the closing price of our common stock on the trading day immediately preceding the date the interest payment is due and payable, or (B) the average closing price of the common stock for the five trading days immediately preceding the date the interest payment is due and payable.

The Company may prepay the note at any time without penalty. Upon an event or default, Brech has the right to accelerate the note. Events of default include:

- our failure to pay the interest and principal when due,
- a default by us under the terms of the note,
- appointment of a receiver, filing of a bankruptcy provision, a judgment or levy against our company exceeding $50,000 or a default under any other indebtedness exceeding $50,000,
- a liquidation of our company or a sale of all or substantially all of our assets, or
- a change of control of our company as defined in the note.

Advances and Convertible Debt

See also Note 6 – Subsequent Events.

At March 31, 2012, the Company owes JH Brech, a related party, $158,959 for amounts advanced to the Company for working capital expenses under a line of credit. During the year ended December 31, 2011, $54,315 was advanced under this arrangement. During 2011, the Company reclassified the $104,644 balance of related party advances to this line of credit.

Convertible notes payable to a related party total $471,202 as of March 31, 2012. $441,361 of such amount was converted into the Company's common stock on October 31, 2012. Accrued and unpaid interest on all of the related party's notes at March 31, 2012 totaled $78,144.

Cicerone Consulting Agreement

As of March 31, 2012 and December 31, 2011, Cicerone Corporate Development, LLC ("Cicerone") is owed $36,817 for reimbursable expenses on behalf of the Company, under the terms of the Company's consulting agreement with Cicerone.

Board Compensation

During October 2012, the Company issued a total of 200,000 shares of common stock for Board of Director fees for board services provided during the year ended December 31, 2012; the Company also issued 75,000 shares of common stock to a current Director as settlement of prior services rendered to the Company. The shares are to be valued at $.15 per share, the value on the date of issuance. As of March 31, 2012, the Company recorded a liability of $27,000 for the future issuance of these shares.

NOTE 3. NOTES PAYABLE

The Company's notes total $521,000 and bear interest at rates ranging for 6% to 10% per annum. Accrued and unpaid interest at March 31, 2012 amounted to $192,070 and is included with accrued interest and other liabilities in the accompanying financial statements. All of the Company's notes payable are past due and in default.

NOTE 4. ACCRUED CONTINGENCIES.

As of March 31, 2012 and December 31, 2011, management estimated $483,236 and $483,237, respectively, as amounts for liabilities incurred by former management of the Company.

NOTE 5. CAPITAL STOCK.

During the three months ended March 31, 2012, the Company did not issue any shares of its common stock.

During the three months ended March 31, 2012, the Company received proceeds of $9,222 from a shareholder as a capital contribution.

2010 Stock Option and Award Incentive Plan

On June 29, 2010, the Company's shareholders approved the adoption of the Company's 2010 Stock Option and Award Incentive Plan (the "Plan"). The Plan, which provides for the grant of stock options to the Company's directors, officers, employees, consultants, and advisors, is administered by a committee consisting of members of the Board of Directors (the "Stock Option Committee"), or in its absence, the Board of Directors. The Plan provides for a total of 2,000,000 shares of common stock to be reserved for issuance subject to options. At March 31, 2012, the Company has not made any grants under the Plan.

NOTE 6. SUBSEQUENT EVENTS.

The Company entered Board of Directors agreements, with an effective date of September 5, 2012, with three Directors. The Directors are each to be paid an annual fee of $24,000 payable in cash or in common stock options at the Company's discretion. Additionally, each member received 300,000, 3-year option which vest at the one-year anniversary of the agreement. 100,000 options are exercisable at $1.00 and the remaining 200,000 are exercisable at $3.00.

On September 14, 2012, the Company sold 500,000 shares of common stock at $.50 per share for net proceeds of $250,000.

During September 2012, the Company issued 100,000 shares to Cicerone related to services performed as a consultant in 2011. These shares were reflected as issued at December 31, 2011.

On October 30, 2012, the Company entered into a consulting agreement with its Chief Executive Officer for the term of one year. As compensation , he will receive $120,000 per year.

During October 2012, the Company issued a total of 200,000 shares of common stock for Board of Director fees for board services provided during the year ended December 31, 2012; the Company also issued 75,000 shares of common stock to a current Director as settlement of prior services rendered to the Company.

On October 30, 2012, the Company entered into an intellectual property license and consulting agreement with Public Issuer Stock Analytics ("PISA"), a related party. The term of this agreement is for three years and entitles the related party to the following compensation: 250,000 shares of Common Stock upon execution of the agreement; 20,000 shares per month based on the closing price of the Common Stock on the last business day of each respective month (the "Share Royalty"); and, 1%, 2% or 3% of gross sales, due on a quarterly basis, up and until the second anniversary, third anniversary or termination of the agreement, respectively (the "Gross Sales Royalty"). If no gross sales exist for a given period, the third party's only compensation for such period shall be the Share Royalty. The

Gross Sales Royalty may be paid in cash or restricted shares of Common Stock; if paid in Common Stock, such stock shall be issued based on the market close on the last business day of each month in each quarter as such market close is found in Bloomberg. As of the date of this Report, PISA has received the initial 250,000 shares of Common Stock due upon execution of the agreement and an aggregate of 100,000 shares as Share Royalty, and 10,200 shares based on Gross Sales Royalty. The Company maintains the right to pay the Share Royalty and Gross Sales Royalty in cash.

On October 31, 2012, a related party converted a total of $441,361 of convertible notes payable and accrued interest of $91,089 into 532,450 shares of common stock at a price of $1.00 per share.

Item 2. DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with our unaudited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or on our behalf. We disclaim any obligation to update forward-looking statements.

Overview

We are a development stage company that was organized for the purpose of providing internet consulting and "back office" services to other companies. Our business plan is to become an integrated provider of outsourced IT services, Software as a Service (SaaS) applications, Public Issuer Stock Analytics ("PISA") software applications, enterprise support, and business process outsourcing services. Our target market is publicly-traded, emerging growth companies in need of rapidly expanded IT services. Primarily we intend to focus on publicly traded companies to allow us to evaluate the financial position and business situation of prospective clients due to the inherent transparency required with publicly traded firms. Our business plan is to deliver services that include the selection and implementation of packaged software and the design, construction, testing, and integration of new systems. We expect that our outsourcing services segment will provide help desk and infrastructure support around-the-clock for our clients.

We have been exploring consulting services to publicly traded companies focusing on data and information regarding their shareholder base and trading activities. It is expected that these services would integrate with both the Infrastructure Solutions and the Consulting and Applications Solutions business strategies that we have developed. There have been exploratory meetings with possible vendors, clients and data providers. The business that has been conducted since January 1, 2011, has been focused on obtaining the licensing for software from a related party which would be crucial for providing the consulting services, as well as researching the viability of pricing structures within the industry. We obtained such license in October 2012 as further described below.

In October 2012, we executed an Intellectual Property License and Consulting Agreement (the "PISA Agreement") with Public Issuer Stock Analytics, LLC ("PISA") that provides us the exclusive right to market and sell services associated with certain proprietary intellectual property owned by PISA. PISA further agreed to act as a consultant to us, providing the actual services associated with the certain proprietary intellectual property. The term of the PISA Agreement is for three years. Under the PISA Agreement, PISA is entitled to the following compensation: 250,000 shares of Common Stock when the PISA Agreement was executed; 20,000 shares per month based on the closing price of our Common Stock on the last business day of each respective month (the "Share Royalty"); and 1%, 2% or 3% of gross sales, due on a quarterly basis, up and until the second anniversary, third anniversary or termination of the agreement, respectively (the "Gross Sales Royalty"). If no gross sales exist for a given period, PISA's only compensation for such period shall be the Share Royalty. The Gross Sales Royalty may be paid in cash or restricted shares of Common Stock; if paid in Common Stock, such stock shall be issued based on the market close on the last business day of each month in each quarter as such market close is found in Bloomberg. PISA had gross sales of $4,600 in December 2012 and gross sales of $5,600 in January 2013. As of the date of this Report, PISA has received the initial 250,000 shares of Common Stock due upon execution of the agreement and an aggregate of 100,000 shares as Share Royalty, and 10,200 based on Gross Sales Royalty.

As described later in this section, our ability to fully implement our business plan is dependent both on implementing the licensing agreement with the related party as well as raising sufficient capital to fund the further development of our company. Going forward, we expect that our efforts will be focused on parallel courses to achieve both of these goals. While we have raised funds in private offerings, there are no assurances, however, that we will be able to raise all of the necessary capital and without access to funding we will be unable to pursue other aspects of our business development.

Going Concern

We reported a net loss of $55,671 for the quarter ended March 31, 2012 and we have incurred net losses of approximately $3,178,466 since inception through March 31, 2012. The report of our independent registered public accounting firm on our financial statements for the year ended December 31, 2011 contains an explanatory paragraph regarding our ability to continue as a going concern based upon our operating losses and need to raise additional capital. These factors, among others, raise substantial doubt about our ability to continue as a going concern. Our interim financial statements do not include any adjustments that might result from the outcome of this uncertainty. There are no assurances we will be successful in our efforts to increase our revenues and report profitable operations or to continue as a going concern, in which event investors would lose their entire investment in our company.

Results of Operations

For the Three Months Ended March 31, 2012 Compared to the Three Months Ended March 31, 2011

During the fiscal quarters ended March 31, 2012 and 2011, we did not recognize any revenue from our operational activities. We do not expect to recognize revenues from our operational activities in 2012, as management is focused on the securing the licensing agreement with the related party as well as raising sufficient capital to fund the further development of our company.

During the fiscal quarter ended March 31, 2012, we recognized operational expenses of $35,597 compared to $42,060 during the same quarter in 2011. The decrease of $6,463 or 15% was a result of the reduced professional fees.

We expect that these expenses will continue to increase during 2012 as we begin to further implement our business plan, although we are unable at this time to quantify the actual amount of this anticipated increase as it will be based upon our varying level of operations.

During the three months ended March 31, 2012, we recognized a net loss of $55,671 compared to $58,963 for the same quarter in 2011. The decrease of $3,292 was attributable to the reduced professional fees.

Liquidity and Capital Resources

Liquidity is the ability of a company to generate sufficient cash to satisfy its needs for cash. At March 31, 2012, we had a working capital deficit of $2,126,251 as compared to a working capital deficit of $2,079,802 at December 31, 2011. Historically we have relied upon debt funding and advances and loans from related parties to fund our cash needs. Our current liabilities increased approximately $46,605 at March 31, 2012 from December 31, 2011 primarily related to the related party advances and additional accrual of interest. Accounts payable decreased approximately $468, while accrued interest and other liabilities, which includes accrued but unpaid interest on our various debt obligations, increased approximately $14,815.

During 2011, we received working capital advances totaling $54,315 from J.H. Brech, LLC, a related party. During the year ended December 31, 2010, J.H. Brech, LLC made working capital advances totaling of $104,644. This amount is non-interest bearing and due on demand. At March 31, 2012, we owe a total of $158,959, under the working capital line of credit.

At March 31, 2012, we also owe J.H. Brech, LLC, an aggregate of $471,201 of principal and $78,144 of accrued interest under the convertible promissory notes. These notes, which are convertible at the option of the holder into shares of our common stock at a conversion price of $1.00 per share, mature between April 10, 2012 and April 21, 2012, but have since been converted to stock (see below.)

Our balance sheet at March 31, 2012 includes $483,236 of accrued contingencies. This amount represents an estimate of certain operating liabilities which may have been incurred by prior management that we are unable to confirm.

At March 31, 2012 we have $521,000 principal amount and $192,070 of accrued but unpaid interest due under the terms of various promissory notes to third parties. These notes, which are unsecured, are all in default and we do not have sufficient funds to repay these obligations. As a result of the default, the note holders could enforce their rights under these notes at any time.

Net cash used in operating activities for the fiscal quarter ending March 31, 2012 was $9,066 as compared to net cash used in operating activities of $8,795 for the period ending March 31, 2011. During the period ending March 31, 2012, net cash used in operating activities included increases in accounts payable, accrued expenses and accounts payable, related parties. We did not generate or use any cash from investing activities as of March 31, 2012. Net cash provided by financing activities in each of the quarters ended March 31, 2012 and 2011, reflects proceeds from equity transactions and, in 2011, amounts advanced to us by J.H. Brech, LLC, a related party.

We have not generated any revenues and we are dependent upon advances from a related party to fund our ongoing general and administrative expenses and satisfy our obligations. We need to initially raise $500,000 to fund the initial launch of our business plan, in addition to funds necessary to satisfy our current obligations. In March 2011, we raised $100,000 in a private placement of our securities and we continue to seek the additional necessary capital. We do not, however, have any agreements or understanding with any third party to provide this financing. Until we can raise the necessary funds, we will be unable to further implement our business plan. Given the development stage nature of our company and the thinly traded nature of the public market for our common stock, there are no assurances we will be able to raise the necessary capital. If we are unable to raise capital as necessary, our ability to continue as a going concern is in jeopardy and investors could lose their entire investment in our company.

Conversion of Debt to Equity

On October 31, 2012, J.H. Brech converted a total of $441,361 of convertible notes payable and accrued interest of $91,089 into 532,450 shares of common stock at a price of $1.00 per share. The underlying common stock issued has not been registered under the Securities Act and may not be offered or sold absent registration or an applicable exemption from registration requirements.

Critical Accounting Policies

The discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with U.S. GAAP. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates based on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

A summary of significant accounting policies is included in Note 1 to the financial statements included in this report. Management believes that the application of these policies on a consistent basis enables us to provide useful and reliable financial information about our operating results and financial condition.

ITEM 3. QUANTATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable for smaller reporting companies.

Item 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures designed to provide reasonable assurance that material information required to be disclosed by us in the reports we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that the information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. We performed an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the existence of the material weaknesses discussed below in "Material Weakness in Internal Control Over Financial Reporting," our management, including our Chief Executive Officer and Chief Financial Officer, concluded that our disclosure controls and procedures were not effective at the reasonable assurance level as of the end of the period covered by this report.

We do not expect that our disclosure controls and procedures will prevent all errors and all instances of fraud. Disclosure controls and procedures, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the disclosure controls and procedures are met. Further, the design of disclosure controls and procedures must reflect the fact that there are resource constraints, and the benefits must be considered relative to their costs. Because of the inherent limitations in all disclosure controls and procedures, no evaluation of disclosure controls and procedures can provide absolute assurance that we have detected all our control deficiencies and instances of fraud, if any. The design of disclosure controls and procedures also is based partly on certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

Material Weakness in Internal Control Over Financial Reporting

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2011. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework. Based on this assessment, management concluded that our internal control over financial reporting was not effective as of December 31, 2011 due to the existence of the following material weaknesses:

- *Inadequate segregation of duties within an account or process.* Management has determined that it does not have appropriate segregation of duties within our internal controls that would ensure the consistent application of procedures in our financial reporting process by existing personnel. This control deficiency could result in a misstatement of substantially all of our financial statement accounts and disclosures that would result in a material misstatement to the annual or interim financial statements**.**

- *Inadequate Policies & Procedures.* Management has determined that its existing policies and procedures are limited and/or inadequate in scope to provide staff with guidance or framework for accounting and disclosing financial transactions. This deficiency could result in unintended, misleading entries being made in the financial system and precluding sufficient disclosure of complex transactions.

- *Lack of sufficient subject matter expertise.* Management has determined that it lacks certain subject matter expertise relating to accounting for complex transactions and the disclosure of complex transactions related to accounting for income taxes. Our financial staff currently lacks sufficient training or experience in accounting for complex transactions and the required disclosure therein.

Remediation Plan for Material Weaknesses

The material weaknesses described above in "Material Weaknesses in Internal Control Over Financial Reporting" comprise control deficiencies that we discovered during the financial closing process for the December 31, 2011 fiscal year.

Management has formulated and continued to implement a remediation plan that will continue through the end of fiscal 2012, which includes: (i) developing a centralized set of policies and procedures to address inadequacies described above; and (ii) augmenting and allowing for additional training and education for select members of our financial staff. In addition, efforts will be made to segregate the data initiation and preparation processes from the data entry process in order to ensure that different employees prepare data as compared to those who enter data into the financial system.

We believe that these measures, if effectively implemented and maintained, will remediate the material weaknesses discussed above.

Changes in Internal Control Over Financial Reporting

We are currently undertaking the measures discussed above to remediate the material weaknesses discussed under “Material Weaknesses in Internal Control Over Financial Reporting” above. Those measures, described under “Remediation Plan for Material Weaknesses,” will continue to be implemented during fiscal year 2012, and are reasonably likely to materially affect our internal control over financial reporting. Other than as described above, there have been no changes in our internal control over financial reporting during the period covered by this Report that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 5. EXHIBITS

The following is a complete list of exhibits filed as part of this Form 10-Q. Exhibit numbers correspond to the numbers in the Exhibit Table of Item 601 of Regulation S-K.

31.1	Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Principal Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL INSTANCE DOCUMENT **
101.SCH	XBRL TAXONOMY EXTENSION SCHEMA **
101.CAL	XBRL TAXONOMY EXTENSION CALCULATION LINKBASE **
101.DEF	XBRL TAXONOMY EXTENSION DEFINITION LINKBASE **
101.LAB	XBRL TAXONOMY EXTENSION LABEL LINKBASE **
101.PRE	XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE **

**XBRL (eXtensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and otherwise is not subject to liability under these sections.

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INTREorg Systems, Inc.

Dated: March 18, 2013

By: /s/ Steven R. Henson
Steven R. Henson
President and CEO

EXHIBIT 31.1

EXHIBIT 31.1

SECTION 302 CERTIFICATION OF PERIODIC REPORT

I, Steven R. Henson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of INTREorg Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's 4th quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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

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

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

Date: March 18, 2013

By: /s/ Steven R. Henson
Steven R. Henson, President & CEO

EXHIBIT 31.2

SECTION 302 CERTIFICATION OF PERIODIC REPORT

I, Steven R. Henson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of INTREorg Systems, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

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

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

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

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

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

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's 4th quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

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

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

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

Date: March 18, 2013

By: /s/ Steven R. Henson
Steven R. Henson
Principal Financial Officer

Exhibit 32.1

CERTIFICATION OF DISCLOSURE PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of INTREorg Systems, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Steven R. Henson, President and CEO of the Company, certify, pursuant to 18 USC section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

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

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

Dated: March 18, 2013

By: /s/ Steven R. Henson
Steven R. Henson
President, Principal Executive Officer & CEO

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

Exhibit 32.2

CERTIFICATION OF DISCLOSURE PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of INTREorg Systems, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2012 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Steven R. Henson, President and CEO of the Company, certify, pursuant to 18 USC section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

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

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

Dated: March 18, 2013

By: /s/ Steven R. Henson
Steven R. Henson
Principal Financial Officer

This certification accompanies the Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

ACCRUED CONTINGENCIES	3 Months Ended Mar. 31, 2012
ACCRUED CONTINGENCIES	
ACCRUED CONTINGENCIES	**NOTE 3. ACCRUED CONTINGENCIES**. As of March 31, 2012 and December 31, 2011, Management estimated $483,237 and $483,237, respectively, as amounts for liabilities incurred by former management of the Company.

NOTES PAYABLE	3 Months Ended Mar. 31, 2012
NOTES PAYABLE	
NOTES PAYABLE	**NOTE 3. NOTES PAYABLE** The Company's notes total $521,000 and bear interest at rates ranging for 6% to 10% per annum. Accrued and unpaid interest at March 31, 2012 amounted to $192,070 and is included with accrued interest and other liabilities in the accompanying financial statements. All of the Company's notes payable are past due and in default.

Balance Sheets (USD $)	Mar. 31, 2012	Dec. 31, 2011
Current Assets:		
Cash	$ 189	$ 33
Total Current Assets	189	33
TOTAL ASSETS	189	33
Current Liabilities		
Accounts payable	307,301	307,769
Accounts payable - related party	151,632	119,372
Accrued interest and other liabilities	192,070	177,255
Accrued contingencies	483,236	483,237
Notes payable	521,000	521,000
Convertible promissory notes - related party	471,201	471,202
Total Current Liabilities	2,126,440	2,079,835
Long-Term Liabilities		
Revolving line of credit - related party	158,959	158,959
Total Liabilities	2,285,399	2,238,794
Stockholders' Deficit		
Preferred Stock, no par value; 10,000,000 shares authorized none issued and outstanding at March 31, 2012 and December 31, 2011, respectively	0	0
Common Stock, no par value; 100,000,000 shares authorized 10,580,016 shares issued and outstanding at March 31, 2012 and December 31, 2011, respectively	782,455	782,455
Additional paid in capital	110,801	101,579
Deficit accumulated during the development stage	(3,178,466)	(3,122,795)
Total stockholders' deficit	(2,285,210)	(2,238,761)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$ 189	$ 33

ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES	3 Months Ended
	Mar. 31, 2012

ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

NOTE 1. ORGANIZATION, BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES.

Organization

INTREOrg Systems, Inc. (the "Company") was incorporated under the laws of the State of Texas on November 3, 2003. The Company was organized for the purpose of providing internet consulting and "back office" services to companies. The Company's fiscal year end is December 31st.

Basis of Presentation

Interim Accounting

The accompanying unaudited interim consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC") and should be read in conjunction with the audited consolidated financial statements and notes thereto contained in the Company's annual report for the year ended December 31, 2011 as filed with the SEC on Form 10-K on February 22, 2013. In the opinion of management, all adjustments, consisting of normal recurring adjustments, necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the consolidated financial statements which would substantially duplicate the disclosure contained in the audited consolidated financial statements for the most recent fiscal year ended December 31, 2011 as reported in the Form 10-K have been omitted.

Reclassifications

Certain amounts in the prior period financial statements have been reclassified to conform to the current period presentation.

Development Stage Company

The Company has not earned significant revenues from limited principal operations. Accordingly, the Company's activities have been accounted for as those of a Development Stage Enterprise. Among the disclosures required are that the Company's financial statements be identified as those of a development stage company, and that the statements of operations, stockholders' deficit and cash flows disclose activity since the date of the Company's inception.

Going Concern

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company's current liabilities exceed the current assets by $2,126,251 at March 31 2012. During the three months ended March 31, 2012, the Company did not generate any revenues. At March 31, 2012, the Company had a deficit accumulated during its development stage of $3,178,466.

The Company is in the development stage and has not earned revenues from operations. The Company's ability to continue as a going concern is dependent upon its ability to raise the necessary capital to further implement its business plan, launch its operations and ultimately achieve profitable operations. There can be no assurance that the Company will be successful in obtaining such financing, or that it will attain positive cash flow from operations. Management believes that actions presently being taken provide the opportunity for the Company to continue as a going concern. The accompanying financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Summary of Significant Accounting Policies

Recent Accounting Pronouncements

Management has evaluated accounting standards and interpretations issued but not yet effective as of March 31, 2012, and does not expect such pronouncements to have a material impact on the Company' s financial position, operations, or cash flows.

RELATED PARTY TRANSACTIONS	3 Months Ended Mar. 31, 2012
RELATED PARTY TRANSACTIONS	
RELATED PARTY TRANSACTIONS	**NOTE 2. RELATED PARTY TRANSACTIONS**.

Line of Credit

On June 19, 2011, the Company entered into a revolving line of credit with J.H. Brech, LLC ("Brech"), a related party, to provide access to funding for our operations. Under the terms of the 8% revolving line of credit, we have access of up to $500,000. Funding under this line of credit went into abeyance in August 2011 and remained in abeyance until August 2012. Management expects funding will restart during the first half of fiscal 2013. In the meantime, management is evaluating other, short-term, related party financing.

Advances and Convertible Debt

See also Note 5 – Subsequent Events.

At March 31, 2012, the Company owes JH Brech, a related party, $158,959 for amounts advanced to the Company for working capital expenses under a line of credit. During the year ended December 31, 2011, $54,315 was advanced under this arrangement. During 2011, the Company reclassified the $104,644 balance of related party advances to this line of credit.

Convertible notes payable to a related party total $471,202 as of March 31, 2012. $441,361 of such amount was converted into the Company's common stock on October 31, 2012. Accrued and unpaid interest on all of the related party's notes at March 31, 2012 totaled $78,144.

Cicerone Consulting Agreement

As of March 31, 2012 and December 31, 2011, Cicerone Corporate Development, LLC ("Cicerone") is owed $36,817 for reimbursable expenses on behalf of the Company, under the terms of the Company's consulting agreement with Cicerone.

Board Compensation

During October 2012, the Company issued a total of 200,000 shares of common stock for Board of Director fees for board services provided during the year ended December 31, 2012; the Company also issued 75,000 shares of common stock to a current Director as settlement of prior services rendered to the Company. The shares are to be valued at $.15 per share, the value on the date of issuance. As of March 31, 2012, the Company recorded a liability of $27,000 for the future issuance of these shares.

As of March 31, 2012, all of the Company’ s notes payable, except for the line of credit, are past due and in default.

Balance Sheets Parentheticals (USD $)	**Mar. 31, 2012**	**Dec. 31, 2011**
Preferred Stock, No Par Value	$ 0	$ 0
Preferred Stock, Shares Authorized	10,000,000	10,000,000
Common Stock, No Par Value	$ 0	$ 0
Common Stock, Shares Authorized	100,000,000	100,000,000
Common Stock, Shares Issued	10,580,016	10,580,016
Common Stock, Shares Outstanding	10,580,016	10,580,016

Document and Entity Information	3 Months Ended Mar. 31, 2012	Mar. 08, 2013
Document and Entity Information		
Entity Registrant Name	INTREorg SYSTEMS INC.	
Document Type	10-Q	
Document Period End Date	Mar. 31, 2012	
Amendment Flag	false	
Entity Central Index Key	0001295560	
Current Fiscal Year End Date	--12-31	
Entity Common Stock, Shares Outstanding		12,268,866
Entity Filer Category	Smaller Reporting Company	
Entity Current Reporting Status	Yes	
Entity Voluntary Filers	No	
Entity Well-known Seasoned Issuer	No	
Document Fiscal Year Focus	2012	
Document Fiscal Period Focus	Q1	

Statements of Operations (USD $)	3 Months Ended		101 Months Ended
	Mar. 31, 2012	Mar. 31, 2011	Mar. 31, 2012
Revenue	$ 0	$ 0	$ 750
Depreciation	0	0	15,585
General and administrative	35,597	42,060	2,941,256
Total Expenses	35,597	42,060	2,956,841
Net Operating Loss	(35,597)	(42,060)	(2,956,091)
Other Revenue / (Expense)			
Forgiveness of debt	0	0	166,902
Interest Expense	(20,074)	(16,903)	(389,277)
Total other revenue / (expense)	(20,074)	(16,903)	(222,375)
Net Loss	$ (55,671)	$ (58,963)	$ (3,178,466)
Net Income/Loss per share of common stock	$ (0.01)	$ (0.01)	
Weighted average number of common shares outstanding	10,580,016	10,320,016	

SUBSEQUENT EVENTS	3 Months Ended Mar. 31, 2012
SUBSEQUENT EVENTS	
SUBSEQUENT EVENTS	**NOTE 5. SUBSEQUENT EVENTS.**

The Company entered Board of Directors agreements, with an effective date of September 5, 2012, with three Directors. The Directors are each to be paid an annual fee of $24,000 payable in cash or in common stock options at the Company' s discretion.

On September 14, 2012, the Company sold 500,000 shares of common stock at $.50 per share for net proceeds of $250,000.

On October 30, 2012, the Company entered into a consulting agreement with its Chief Executive Officer for the term of one year. As compensation , he will receive $120,000 per year as well as 20,000 shares of common stock and 20,000 warrants per month with a 2 year term and a cashless exercise provision.

During October 2012, the Company issued a total of 200,000 shares of common stock for Board of Director fees for board services provided during the year ended December 31, 2012; the Company also issued 75,000 shares of common stock to a current Director as settlement of prior services rendered to the Company.

On October 30, 2012, the Company entered into an intellectual property license and consulting agreement with Public Issuer Stock Analytics ("PISA"), a related party. The term of this agreement is for three years and entitles the related party to the following compensation: 250,000 shares of Common Stock upon execution of the agreement; 20,000 shares per month based on the closing price of the Common Stock on the last business day of each respective month (the "Share Royalty"); and, 1%, 2% or 3% of gross sales, due on a quarterly basis, up and until the second anniversary, third anniversary or termination of the agreement, respectively (the "Gross Sales Royalty"). If no gross sales exist for a given period, the third party's only compensation for such period shall be the Share Royalty. The Gross Sales Royalty may be paid in cash or restricted shares of Common Stock; if paid in Common Stock, such stock shall be issued based on the market close on the last business day of each month in each quarter as such market close is found in Bloomberg. As of the date of this Report, PISA has received the initial 250,000 shares of Common Stock due upon execution of the agreement and an aggregate of 80,000 shares as Share Royalty, but the Company has not paid PISA any Gross Sales Royalty. The Company maintains the right to pay the Share Royalty and Gross Sales Royalty in cash.

On October 31, 2012, a related party converted a total of $441,361 of convertible notes payable and accrued interest of $91,089 into 532,450 shares of common stock at a price of $1.00 per share.

Statement of Cash Flows (USD $)	3 Months Ended		101 Months Ended
	Mar. 31, 2012	Mar. 31, 2011	Mar. 31, 2012
Cash Flows from Operating Activities			
Net Loss	$ (55,671)	$ (58,963)	$ (3,178,466)
Adjustments to reconcile net loss to net cash used by operating activities			
Common stock issued for services	0	0	483,434
Depreciation.	0	0	16,372
Reserve for investment	0	0	1,000
Changes in operating assets and liabilities			
(Increase) Prepaid expenses	0	1,173	0
Increase in Accounts Payable and accrued expenses	14,347	48,995	998,392
Increase in accounts payable related party	32,258	0	123,810
Increase / (decrease) in accrued contingencies	0	0	483,237
Net Cash Flows Used by Operating Activities	(9,066)	(8,795)	(1,072,221)
Cash Flows from Investing Activities			
Acquisition of Fixed Assets	0	0	(16,372)
Acquisition of Investments	0	0	(1,000)
Net Cash Flows Provided (Used) by Investing Activities	0	0	(17,372)
Cash Flows from Financing Activities			
Capital contribution	9,222	0	9,222
Increase / (decrease) in loans payable	0	0	521,000
Increase / (decrease) in related party revolving line of credit	0	8,795	158,959
Proceeds from sale of common stock	0	25,000	153,500
Issuance of Preferred A Stock	0	0	247,100
Net Cash Flows Provided by Financing Activities	9,222	33,795	1,089,781
Net (Decrease) Increase in Cash	156	25,000	189
Cash at Beginning of Period	33	52	0
Cash at End of Period	189	25,052	189
Supplemental Disclosure of Cash Flow Informantion			
Cash paid for interest	0	0	32,008
Cash paid for taxes	0	0	0
Supplemental Disclosure of Non-Cash Flow Information			
Debt converted to Convertible Notes Payable	$ 0	$ 471,201	$ 471,201

CAPITAL STOCK	3 Months Ended Mar. 31, 2012
CAPITAL STOCK	
CAPITAL STOCK	**NOTE 4. CAPITAL STOCK.** During the three months ended March 31, 2012, the Company did not issue any shares of its common stock. During the three months ended March 31, 2012, the Company received proceeds of $9,222 from a shareholder as a capital contribution. **2010 Stock Option and Award Incentive Plan** On June 29, 2010, the Company' s shareholders approved the adoption of the Company' s 2010 Stock Option and Award Incentive Plan (the "Plan"). The Plan, which provides for the grant of stock options to the Company' s directors, officers, employees, consultants, and advisors, is administered by a committee consisting of members of the Board of Directors (the "Stock Option Committee"), or in its absence, the Board of Directors. The Plan provides for a total of 2,000,000 shares of common stock to be reserved for issuance subject to options. At March 31, 2012, the Company has not made any grants under the Plan.