

TIDELANDS OIL & GAS CORP/WA  
Form 144  
March 15, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 144**

**NOTICE OF PROPOSED SALE OF SECURITIES**

**PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

OMB APPROVAL

OMB Number:  
3235-0101

Expires: August 31, 2000  
Estimated average burden  
Hours per response ..2.0

SEC USE ONLY

DOCUMENT  
SEQUENCE NO.

CUSIP NUMBER

WORK LOCATION

|  |                       |                     |
|--|-----------------------|---------------------|
| 1(a) NAME OF ISSUER<br>(PLEASE PRINT)          | (b) IRS IDENT.<br>NO. | (c) S.E.C. FILE NO. |
| <b>Tidelands Oil &amp; Gas<br/>Corporation</b> | <b>66-0549380</b>     | <b>000-29613</b>    |

|                                  |                     |              |              |   |
|----------------------------------|---------------------|--------------|--------------|---|
| 1(d) ADDRESS OF ISSUER<br>STREET | CITY                | STATE        | ZIP CODE     | (e) TELEPHONE NO.                                 |
| <b>1862 West Bitters Road,</b>   | <b>San Antonio,</b> | <b>Texas</b> | <b>78248</b> | AREA CODE<br><b>210</b> NUMBER<br><b>764-8642</b> |

|   |                       |                               |   |      |       |
|---|-----------------------|-------------------------------|---|------|-------|
| 2(a) NAME OF PERSON FOR<br>WHOSE ACCOUNT THE<br>SECURITIES ARE SOLD | (b) IRS IDENT.<br>NO. | (c) RELATIONSHIP<br>TO ISSUER | (d) ADDRESS STREET<br>ZIP CODE                          | CITY | STATE |
| <b>L L Capital Group LLC</b>  |                       | <b>Shareholder</b>            | <b>11 Whippoorwill Lane, Quogue, New<br/>York 11959</b> |      |       |

**INSTRUCTION:** *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number*

|      |     |                |     |     |     |     |     |
|------|-----|----------------|-----|-----|-----|-----|-----|
| 3(a) | (b) | <u>SEC USE</u> | (c) | (d) | (e) | (f) | (g) |
|------|-----|----------------|-----|-----|-----|-----|-----|

ONLY

| Title of the Class of Securities To Be Sold | Name and Address of Each Broker Through Whom The Securities are to be Offered or Each Market Maker who is Acquiring the Securities | Broker-Dealer File Number | Number of Shares or Other Units To Be Sold (See instr. 3(c)) | Aggregate Market Value (See instr. 3(c)) | Number of Shares or Other Units Outstanding (See instr. 3(c)) | Approximate Date of Sale (See instr. 3(c)) (MO DAY YR.) | Name of Each Securities Exchange (See instr. 3(c)) |
|---|--|---------------------------|--|--|---|---|--|
| <b>Common Stock</b>                         | <b>Prestige Financial Center, Inc.</b><br><br><b>1501 Broadway, Suite 2004, N.Y., N.Y.10036</b>                                    |                           | <b>595,834</b>   | <b>524,334</b>                           | <b>79,495,815</b>   | <b>3/7/06</b>   | <b>OTCBB</b>                                       |

INSTRUCTIONS:

1.
  - (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (f) Issuer's telephone number, including area code
2.
  - (a) Name of person for whose account the securities are to be sold
3.
  - (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold as of a specified date within 10 days prior to the filing of this notice
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f)

(b) Approximate date on which the securities are to be sold

Such person's I.R.S. identification number, if such person is an entity (g)

(c) Name of each securities exchange, if any, on which the securities are intended to be sold

Such person's relationship to the issuer (e.g., officer, director, 10% stockholder or member of immediate family of any of the foregoing)

(d)

Such person's address, including zip code

**Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number**

**TABLE 1 SECURITIES TO BE SOLD**

*Furnish the following information with respect to the acquisition of the securities to be sold*

*and with respect to the payment of all or any part of the purchase price or other consideration therefore:*

| Title of<br>the Class   | Date you<br>Acquired | Nature of Acquisition<br>Transaction   | Name of Person<br>from Whom<br>Acquired<br><br>(If gift, also give<br>date donor<br>acquired) | Amount of<br>Securities<br>Acquired                          | Date of<br>Payment         | Nature of<br>Payment         |
|-------------------------|----------------------|--|---|--|----------------------------|------------------------------|
| <b>Common<br/>Stock</b> | <b>8/11/04</b>       | <b>Compensation<br/>pursuant to<br/><br/>Consulting<br/>Agreement dated<br/><br/>August 11, 2004</b> | <b>Tidelands Oil &amp;<br/>Gas Corporation</b>  | <b>715,000 as per<br/><br/>Settlement<br/><br/>Agreement</b> | <b>August 11,<br/>2004</b> | <b>Services<br/>Rendered</b> |

**INSTRUCTIONS: 1.**

The securities were purchased and full payment therefore was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

**2.**

If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

**TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS**

*Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.*

Amount of

Edgar Filing: TIDELANDS OIL & GAS CORP/WA - Form 144

| Name and Address of Seller                          | Title of Securities Sold | Date of Sale                 | Securities Sold | Gross Proceeds  |
|---|--------------------------|------------------------------|-----------------|-----------------|
| <b>LL Capital Group LLLC<br/>and/or Larry Simon</b> | <b>Common Stock</b>      | <b>12/2/05 to<br/>3/8/06</b> | <b>22,083</b>   | <b>\$20,362</b> |

**100% Owner of LL Capital  
Group LLC**

**REMARKS:**

**INSTRUCTIONS:**

See the definition of person in paragraph (a) Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

**ATTENTION:**

*The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.*

March 8, 2006  
DATE OF NOTICE

LL Capital Group LLC  
By: /s/ Larry Simon  
Larry Simon (SIGNATURE)

*The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed.*

*Any copies not manually signed shall bear typed or printed signatures.*

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)**

SEC 1147 (6-00)