
BIO NITROGEN CORPORATION
(A New Jersey Corporation)

INITIAL COMPANY INFORMATION AND DISCLOSURE STATEMENT

Pursuant to Rule 15c2-11

As of December 12, 2011

All information in this information and disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) (5) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.

No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:

Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.

Contents:

Section (I) - Bio Nitrogen Corporation Initial Company and Disclosure statement

*Section (II) - Corporate Bylaws and Articles of Incorporation
Articles of Incorporation
Amendment to Articles of Incorporation
Bylaws*

Section (III) - Material Contracts

Share Exchange Agreement with Bio-SNG Technologies International Inc. dated May 5, 2011.

Exclusive Technology Sublicense Agreement dated September 30, 2011 between Bio-SNG Technologies International Corp. and Agricultural Bioenergy Products LLC.

Section (V) - Financial Statements

Annual 2009 Financials

Annual 2010 Financials

Q1 2011 and Q2 2011 Financials

Shareholders' Statement of Equity

Notes to Financial Statements

BIO NITROGEN CORPORATION
DISCLOSURE STATEMENT
PURSUANT TO RULE 15C2-11
December 12, 2011

Part A **General Company Information**

Item (I) The exact name of the issuer and its predecessor (if any):

The exact name of the Issuer is Bio Nitrogen Corporation.

The name of its predecessor:

American Acquisition Corporation
Savin Electronics Ltd.
Hidenet Secure Architectures Inc.

Item (II) The address and telephone number of its principal executive offices:

2550 N.W. 72nd Avenue
Suite 200
Miami, Florida 13122

Phone: 305.591.1955

Fax :

Web Page: www.bionitrogen.com

Item (III) The jurisdictions and date of the issuer's incorporation or organization:

The issuer is a New Jersey corporation.

The Issuer was incorporated in the State of New Jersey on August 16, 1990 under the name "American Acquisition Corporation". The Issuer subsequently entered into a share exchange agreement with Savin Electronics Ltd approximately February 12, 1996. Thus, on February 27, 1996, the Issuer changed its name to Savin Electronics Ltd. On June 29, 1999, the Issuer filed articles of amendment to its articles of incorporation changing its name to Hidenet Secure Architectures Inc. On April 25, 2011, Tony Beyer, the then sole executive officer and director of the Issuer, and Michael Strizzi entered into that certain stock purchase agreement (the "Stock Purchase Agreement") pursuant to which Mr. Strizzi purchased the equity holdings of Mr. Beyer and Mr. Beyer resigned all executive positions and as a member of the Board of Directors. Subsequently, on August 26, 2011, the Issuer filed articles of amendment to its articles of incorporation changing its name to Bio Nitrogen Corporation. Subsequently on May 12, 2011, the Issuer entered into a share exchange agreement (the "Share Exchange Agreement") with Bio-SNG Technologies International Corp., a privately held company, and the equity holders of Bio-SNG Technologies International Corp. In accordance with the terms and provisions of the Share Exchange Agreement, Bio-SNG Technologies International Corp. became the wholly-owned subsidiary of the Issuer.

As of the date of this Disclosure Statement, the Issuer has filed documentation with FINRA to effect its change in name to Bio Nitrogen Corporation. The name change was effected on November 8, 2011 on the market. The Issuer's trading symbol will be BION commencing December 20, 2011.

Part B **Share Structure**

Item (IV) The exact title and class of securities outstanding.

Security Symbol:	BION (effective December 20, 2011)
CUSIP Number:	29077B 102
Common Stock:	1,000,000,000 authorized and 100,500,000 issued and outstanding
Preferred Stock:	10,000,000 authorized and 10,000,000 issued and outstanding.

Item (V) Par or stated value and description of the security.

The authorized shares consists of 1,000,000,000 shares of common stock at par value of \$0.001 per share and 10,000,000 shares of preferred stock at par value of \$0.001

Common Stock. The holders of our common stock: (i) have equal ratable rights to dividends from funds legally available if and when declared by the Issuer's board of directors; (ii) are entitled to share ratably in all of the Issuer's assets available for distribution to holders of common stock upon liquidation, dissolution or winding up of the Issuer's affairs; (iii) do not have preemptive, subscription or conversion rights and there are no redemption or sinking funds provisions of rights; and (iv) are entitled to one non-cumulative vote per share on all matters on which shareholders may vote.

Preferred Stock. The 10,000,000 shares of preferred stock have been designated as Series A Convertible Preferred Stock, which has been authorized by the Board of Directors of the Issuer as a new series of preferred stock and ranks senior and is not subordinated in any respects. So long as any Series A Convertible Preferred Stock is outstanding, the Issuer is prohibited from issuing any series of stock having rights senior to the Series A Convertible Preferred Stock ("Senior Stock"), without the approval of the holder of the outstanding Series A Convertible Preferred Stock. Additionally, so long as any Series A Convertible Preferred Stock is outstanding, the Corporation may not, without the approval of the holder of the outstanding Series A Convertible Preferred Stock, issue any series of stock ranking on parity with the Series A Convertible Preferred Stock ("Parity Stock") as to dividend or liquidation rights or having a right to vote on any matter.

Dividends. The holders of the then outstanding shares of Series A Convertible Preferred Stock shall be entitled to receive, in preference to the holders of any other shares of capital stock of the Issuer, cumulative dividends when and as if they may be declared by the Board out of funds legally available therefore (the "Series A Dividends"). The Series A Dividends shall accrue on the Series A Convertible Preferred Stock commencing on the date of original issuance thereof. All Series A Dividends shall be cumulative, whether or not earned or declared and whether or not there are profits, surplus or other funds of the Issuer legally available for the payment of dividends. Dividends paid on shares of Series A Convertible Preferred Stock in an amount less than the total amount of such dividends at the time accumulated and payable on such shares shall be allocated pro rata on a share-by-share basis among all such shares at the time outstanding. Unless full cumulative dividends on the Series A Convertible Preferred Stock have been paid, or declared and sums set aside for the payment thereof, dividends, other than in common stock, \$0.001 par value per share ("Common Stock"), or other securities of a class or series of stock of the Issuer the terms of which do not expressly provide that it ranks senior to or on a parity with the Series A Convertible Preferred Stock as to dividend distributions and distributions upon the liquidation, winding-up and dissolution of the Issuer, may not be paid, or declared and sums set aside for payment thereof, and other distributions may not be made upon the Common Stock or other shares of capital stock of the Issuer.

Liquidation. Upon occurrence of a liquidation, dissolution, or winding up of the Issuer, whether voluntary or involuntary (any such event, a "Liquidating Event"), each holder of shares of Series A Convertible Preferred Stock will be entitled to receive, before any distribution of assets is made

to holders of common stock or any other stock of the Issuer ranking junior to the Series A Preferred Stock as to dividends or liquidation rights, but only after all distributions to holders of Series A Preferred Stock as set forth in this Certificate of Designation have been made, an amount per share of Series A Convertible Preferred Stock (this amount, the "Series A Liquidation Amount") equal to 100% of the Series A Initial Value plus the amount of any accrued but unpaid Series A Dividends due thereon for each share up to the date fixed for distribution. After payment of the full Series A Liquidation Amount, holders of shares of Series A Convertible Preferred Stock will not be entitled to participate any further in any distribution of assets by the Issuer. If upon occurrence of a Liquidating Event, the assets of the Corporation available for distribution to its stockholders are insufficient to pay the holders of the Series A Convertible Preferred Stock the full Series A Liquidation Amount, holders of Series A Preferred Convertible Stock will share ratably in any distribution of assets so that each such holder receives, per share, the same percentage of the Series A Liquidation Amount.

Subject to applicable law, any non-cash assets of the Issuer that are legally available for distribution upon liquidation, dissolution, or winding up of the Issuer must be promptly liquidated by a liquidating trust or similar entity.

Conversion. Each share of Series A Convertible Preferred Stock shall be convertible at anytime at the option of the holder thereof into one share of fully paid and nonassessable share of Common Stock at \$0.001 per share (the "Conversion Price"). Any amount of accrued and unpaid dividends due thereon shall also be convertible into shares of Common Stock at the Conversion Price. To convert the Series A Convertible Preferred Stock, the holder thereof shall provide written notice to the Issuer via facsimile and overnight courier setting forth the number of shares of Series A Convertible Preferred Stock being converted and delivery instructions together with certificates evidencing the shares of Series A Convertible Preferred Stock being converted. The Conversion Price and the number of shares of stock or other securities or property into which the Series A Convertible Preferred Stock is convertible are not subject to adjustment relating to any reorganization, merger or sale of assets, reclassification of securities, split, subdivision of combination shares.

Voting Rights. The holders of the Series A Convertible Preferred Stock will have ten voting rights for each share of Series A Convertible Preferred Stock held of record.

Redemption. The Issuer shall have the right to redeem the Series A Convertible Preferred Stock by providing notice to the Series A holder at the redemption price of \$0.02 per share, which price is based upon the average of the trading price of the Issuer's common stock on the OTC Market May 9, 2011 through May 12, 2011. The Issuer shall provide a five-day notice to the Series A Convertible Preferred Stock holder of its intention to redeem the Series A Convertible Preferred Stock. The Series A Convertible Preferred Stock holder shall have a period of five days thereafter to convert the Series A Convertible Preferred Stock as provided above.

Item (VI) The number of shares or total amount of the securities outstanding for each class of securities authorized.

As at:	September 30, 2011	December 31, 2010	December 31, 2009
Total Common Authorized:	500,000,000	150,000,000	150,000,000
Total Preferred Authorized	10,000,000	-0-	-0-
Total Common Outstanding:	149,999,725	77,765,725	14,805,725
Free Trading:	101,256,801	25,022,801	22,801
Restricted:	48,742,924	52,742,924	14,782,924
Total Preferred Outstanding	0	0	0
Number of Shareholders of Record:	254	242	215

Part C Business Information

Item (VII) The name and address of the transfer agent:

Olde Monmouth Stock Transfer Corp.	Phone: (722) 872-2727
200 Memorial Parkway	Fax: (722) 872-2728
Atlantic Highlands, New Jersey 007716	E-mail: matt@oldemonmouth.com
	Contact: Matthew Trouster

*Olde Monmouth Stock Transfer Corp. is registered under the Exchange Act and is an SEC approved Transfer Agent. The regulatory authority of the Transfer Agent is the SEC.

Item (VIII) The nature of the issuer's business.

A. Business Development

The Issuer was incorporated in the State of New Jersey on August 16, 1990 under the name "American Acquisition Corporation". The Issuer filed a self-underwritten registration statement, which was declared effective of November 1, 1991.

The Issuer subsequently entered into a share exchange agreement with Savin Electronics Ltd. dated approximately February 12, 1996 (the "Savin Electronics Acquisition"), pursuant to which Savin Electronics Ltd. became its wholly-owned subsidiary. Articles of Amendment were filed with the New Jersey Secretary of State on February 27, 1996 changing the name of the Issuer to Savin Electronics Ltd.

On June 29, 1999, the Corporation filed an amendment to its Articles of Incorporation with the New Jersey Secretary of State changing its name to Hidenet Secure Architectures Inc.

On April 25, 2011, Tony Beyer, the then sole officer and director of the Issuer, and Michael Strizzi entered into that certain stock purchase agreement (the "Stock Purchase Agreement"). In accordance with the terms and provisions of the Stock Purchase Agreement, Tony Beyer sold his equity interest in the Issuer, resigned as the sole executive officer and member of the Board of Directors and appointed Nicolas LaFreniere as the sole officer and director of the Issuer. On May 12, 2011, the Issuer entered into that certain agreement for the share exchange (the "Share Exchange Agreement") of Bio-SNG Technologies International Corp., a private held corporation ("Bio-SNG"). In accordance with the terms and provisions of the Share Exchange Agreement, the Issuer acquired all of the issued and outstanding shares of common stock of Bio-SNG. On September 13, 2011, the Issuer filed an amendment to its Articles of Incorporation changing its name to Bio Nitrogen Corporation.

Since the acquisition of Bio-SNG, the business operations of the Issuer is to offer manufacturers software which provides a complete customer service solution, which includes third party logistics, ecommerce web sales, a customer returns management policy and process, warrant and service repair and a B2B and a B2C searchable part source repair parts solution.

1. The form of organization of the issuer:

Bio Nitrogen Corporation is a New Jersey corporation.

2. The Year that the issuer (or any predecessor) was organized:

The Issuer was incorporated on August 16, 1990 as "American Acquisition Corporation" under the laws of the State of New Jersey.

3. Issuer's fiscal year end date:

Our fiscal year end is December 31.

4. Whether the issuer (and or any predecessor) has been in bankruptcy, receivership or any similar proceedings:

Bio Nitrogen Corporation has never been in bankruptcy, receivership or any similar proceedings.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business:

The Issuer acquired a wholly own subsidiary, Bio-SNG Technologies International Corp., a private corporation organized under the laws of the State of Nevada, through a share exchange agreement dated May 12, 2011 (referenced throughout this Disclosure Statement as "Bio-SNG").

6. Any default of the terms of any note, loan lease, or other indebtedness or financing arrangement requiring the issuer to make payment;

The Issuer has never had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments.

7. Any change of control:

On May 12, 2011, the Issuer entered into the Share Exchange Agreement. In accordance with the terms of the Share Exchange Agreement, the Issuer acquired all of the total issued and outstanding shares of Bio-SNG and issued an aggregate of 100,000,001 shares of its restricted common stock to the shareholders of Bio-SNG. Thus, control of the Issuer changed.

In accordance with the terms and provisions of the Share Exchange Agreement, management was replaced with Jay Almeida as the sole director and President/Chief.

8. Any increase in 10% or more of the same class of outstanding equity securities;

In accordance with the terms and provisions of the Share Exchange Agreement, effective as of May 12, 2011, the Issuer issued an aggregate of 100,000,001 shares of its restricted common stock to the shareholders of Bio-SNG. And, in December 2011, the Issuer will issue a further 100,000,000 shares of its common stock to certain shareholders in accordance with the conversion of debt.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

The Issuer underwent a reorganization of its share structure in November 2011. Effective November 9, 2011, the Issuer effected a one for three hundred (1:300) reverse stock split with all fractional shareholders being rounded up to 1 whole share. The net effect of the restructuring was that reduction in total issued and outstanding shares of approximately 149,999,725 shares to 499,999 shares.

10. Any delisting of the Issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board;

None.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have material effect on the Issuer's business, financial condition, or operations. Any current, past or pending trading suspensions by a securities regulator;

None

- (B) Business of Issuer. Describe the Issuer's business so a potential investor can clearly understand it. Please also include, to the extent material to an understanding of the Issuer, the following specific items

The Issuer is in the business of creating a high quality alternative technology to natural gas based nitrogen fertilizer. The Issuer will be implementing its new and exclusive 100% green technology developed for the fertilizer industry. The technology utilizing agricultural residual products and other forms of biomass will transform to a multitude of valuable products such as nitrogen fertilizer - urea. Management of the Issuer believe that the market for high nitrogen fertilizers continues to grow as it accounts for 60% of total nutrient consumption worldwide and is anticipated to reach 70% by the end of 2020. The fertilizer industry worldwide faces each year more environmental challenges as a wide variety of issues, such as air quality, water pollution and chemical usages in their products. Utilizing terrestrial carbon derived from waste products, rather than sub-terrain fossil fuel carbon, the overall impact on our environment will be greatly lessened. The Issuer believes that it is revolutionizing the concept using natural products and not chemical products or natural gas in the manufacture of nitrogen fertilizer. The operational concept is designed around the gasification of biomass (sugar cane bagasse, palm waste, rice hulls, peanut hulls, cotton byproducts, corn stover, forest products) and its reformation into an organic high nitrogen fertilizer.

The Issuer will build a fully operational urea fertilizer plant (turn-key project), which will require a relatively small investment as compared to standard unit plants. The urea plant will be modular and can be duplicated without a large additional investment. The urea plants can be located close to their required raw material feedstock. The cost of building an urea plant utilizing traditional urea technology is approximately \$1,200,000,000 involving three to five years. The cost of building the Issuer's urea plant will be approximately \$65,000,000 and involve fourteen to eighteen months. The Issuer's technological process provides a non-petrochemical based urea, superior product cost management and excellent quality while maintaining a low overall production cost. Management believes that each production facility will be capable of manufacturing fifteen tons of urea fertilizer per hour for a total annual production of approximately 124,200 tons per plant.

Subsidiaries

The Issuer currently has one subsidiary, Bio-SNG Technologies International Corporation.

1. The Issuer's primary and secondary SIC Codes;

Primary: 7372

2. If the Issuer has never conducted operations, is it in the development stage or is currently conducting operations;

The Company is conducting operations in which it will promote environmental conservation through the manufacture, sale and distribution of the highest quality fertilizer using ecologically harvested, agricultural byproducts or other waste and recycle materials in order to conserve energy and vigorously reduce the consumption of fossil fuels.

3. If the Issuer is considered a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933;

The Issuer is not a "shell company" pursuant to SEC Rule 405 of the Securities Act of 1933. Though the Issuer has a limited operating history, in footnote 172 to SEC Release No. 33-8869, the SEC clarified its position regarding "shell" companies by stating that a company with a limited operating history "does not meet the condition of having "no or nominal operations". Therefore, since the Issuer has had a limited operating history and was previously and is currently in operating development stage company status, and in light of the aforementioned SEC Release, the Issuer believes that it would not presently nor has been classified as a "shell" company pursuant to Rule 415 of the Securities Act.

4. State the names of any parent, subsidiary, or affiliate of the Issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure;

Parent Company: Bio Nitrogen Corporation
Wholly owned Subsidiary: Bio-SNG Technologies International Corporation

Commencing with quarter ended September 30, 2011, Bio-SNG will be included on the consolidated statements of the Issuer.

5. The effect of existing or probable governmental regulations on the business;

The Issuer has applied for patents for the technology used to build the biomass conversion to urea fertilizer plants.

The first patent was filed on August 12, 2009 with the International Patent Office under the Patent Cooperation Treaty with Application No. PCT/US2009/053547 "Modularized System and Method for Urea Production Using a Biomass Feedstock", which claims priority to U.S. Provisional Patent Application No. 61/088,178, "Modularized Urea Production Using a Biomass Feedstock, which was filed on August 12, 2008.

The second patent was filed with the U.S. Patent Office on August 12, 2008 as a Provisional Patent Application No. 61/088,253 "System Method and Apparatus for Producing Fertilizer and/or Mixed Fuels".

The international patents are:

International PCT Application PCT/US09/5354761/088,178 Modularized Urea Production Using a Biomass Feedstock, Filed 8/12/2008: Terry R. Collins, James L. Simonton and Mario G. Beruvides.

Provisional U.S. Patent 61/088,178 Modularized Urea Production Using a Biomass Feedstock, Filed 8/12/2008: Terry R. Collins, James L. Simonton and Mario G. Beruvides.

International PCT Application: PCT/US10/45324 Modularized System and Method for Urea Production Using Stranded Natural Gas, Filed 10/12/2008: James L. Simonton, Jesse Lozada Jr., Terry R. Collins and Mario G. Beruvides.

Provisional U.S. Patent 61/088,253 System, Method and Apparatus for Producing Fertilizer and/or Mixed Fuels, Filed 8/12/2008: James L. Simonton, Jesse Lozada Jr., Terry R. Collins and Mario G. Beruvides.

The technology and engineering application process was designed by one of the most highly technological companies in the world in Urea, Ammonia and UAN production "Amerapex Corporation" of Houston, Texas.

6. **An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;**

Bio-SNG has spent approximately \$2,000,000 in research and development activities to date in the development of its technology.

7. **Cost and effects of compliance with environmental laws (federal, state and local)**

The Issuer is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. The Issuer is not subject to compliance with any federal, state or local laws.

8. **Number of total employees and the number of full time employees;**

Bio-SNG currently has ten full time employees and will employ further employees as the plants are established and equipped.

Item (IX) The nature of the products or services offered:

- A. **Principal products or services and their markets;**

Products

The Issuer's product is Urea made by gasifying biomass (sugar cane bagasse, palm waste, rice hulls, peanut hulls, cotton byproducts, corn stover, forest products among several other types of biomass) and reforming the resulting gas into a new product via a catalyst. Urea is the major fertilizer commodity traded in international commerce. Urea also has many other uses other than as a fertilizer. It is widely used in the plastics and surfactant industries. It is also anticipated to be heavily used by the automotive industry worldwide in the reduction of vehicle emissions for diesel engines.

Urea is compatible to local and regional markets. Urea is also beneficial due to manufacturing cost per ton of production and the conversion rate of biomass to urea during synthesis. Urea has a large number of advantages over other nitrogen fertilizers: (i) urea is safer to ship and handles and less corrosive to equipment; (ii) urea is highly water soluble and moves readily into the soil; (iii) urea has a higher analysis than any other dry nitrogen fertilizer; (iv) urea can be used on virtually all crops without a problem and unlimited benefits; (v) the high analysis of urea means a reduced transportation and application cost per pound of nitrogen; (vi) the manufacture of urea utilizing the Issuer's technology releases few pollutants in the environment; (vii) urea can be applied in many different ways from sophisticated aerial application equipment to a farmer spreading urea by hand; (viii) urea can be stored and distributed through conventional systems; (ix) urea can be used on virtually all crops requiring nitrogen fertilizer; (x) urea contains 920 pounds of nitrogen and uses raw material from waste; and (xi) the Issuer's urea is not adversely affected by petro-chemical variation markets.

Issuer's Proprietary Technological Biomass Conversion

The biomass as received are dried to a moisture content of less than 15%, cleaned to remove non-organic matter, and ground to a consistent size. The resultant feed stock is then fed to the burner of the gasification unit. The organic material is efficiently gasified in an excess of 98% conversion efficiency leaving only the 9% to 12% ash based on the weight of the feed material.

The raw synthetic natural gas (syngas) then passes through a series of different cleaning steps to remove any ash, heavy carbon chains (tars) and other elements that could be detrimental to the downstream catalyst or processing equipment. The clean syngas is next compressed to a high pressure and passed through a series of catalytic reaction stages where the ratio of H₂ to CO is adjusted to an optimum level for reaction to the desired end product.

During this stage of processing, surplus H₂ methane and carbon dioxide are separate using a pressure swing absorption system and recycled to the appropriate points in the process. As a result, there are no by-product vent streams so that theoretically up to 100% of the feed carbon content can be converted to syngas and/or the final product (urea).

When using this type of system to manufacture fuels such as ethanol, methanol and syn-diesel, the nitrogen content is a large concern. To address the nitrogen issue, gasifiers are indirectly heated by burning natural gas along with oxygen so that the product gas is not diluted by nitrogen from the combustion process. When manufacturing nitrogen fertilizers, such as urea, this is a desirable reaction that adds to the molecular weight of the final product.

The Phase I of the engineering work was performed by Trimeric Corporation, a nationally respected chemical engineering firm. Trimeric Corporation provided a "Statement of Process Technology" that supports the Issuer's technology and its application.

Phase II of the engineering work is current underway by Amerapex Corporation, an international chemical engineering firm specializing in chemical processing with extensive experience in fertilizer engineering and manufacturing design.

Our engineering work will expedite the operational startups which, in turn, will save time and capital. The Issuer's calculations have determined that each day saved in engineering, construction and startup may equate to an excess of \$100,000 in additional daily revenue.

The Officer of Technology Commercialization of Texas Tech University has been an active participant in the Issuer's project. Their participation and support will enhance the value of the Issuer's overall business model and assist securing future opportunities.

Exclusive Technology Sublicense Agreement

On September 30, 2011, Bio-SNG and Agricultural Bioenergy Products LLC, a Texas limited liability company ("Agricultural Bioenergy") entered into an exclusive technology sublicense agreement (the "Sublicense Agreement"). The Sublicense Agreement pertains to that certain Patent Cooperation Treaty Application No. PCT/US2009/053547, Modularized System and Method for Urea Production Using a Bio-mass Feedback, filed on August 12, 2008, which claims priority to U.S. Provisional Patent Application No. 61/088,178, Modularized Urea Production Using a Biomass Feedstock filed August 12, 2008, which technology involves a proprietary process for the conversion of biomass to urea fertilizer (the "Conversion Technology").

In accordance with the terms and provisions of the Sublicense Agreement, Agricultural Bioenergy granted to Bio-SNG an exclusive sublicense to the Conversion Technology, which include all rights to: (i) use the Conversion Technology, including all rights under any patent, copyright, trademark, trade secret; (ii) make, use, sell, market, distribute and publish any product based upon the Conversion Technology; (iii) use any control processes, computer programs, monitoring systems, diagrams, designs, specifications, drawings, spreadsheets or other information; and (iv) further sublicense the Conversion Technology to project companies whether or not affiliated with Bio-SNG.

In further accordance with the terms and provisions of the Sublicense Agreement, The Issuer shall pay to Agricultural Bioenergy an initial sublicense fee equal to the sum of \$5,000,000, which shall

be paid in four installments as follows: (i) the first installment of \$2,000,000 shall be payable on the earliest date that funds become available to Bio-SNG but in no event later than thirty days after consummation of the Share Exchange Agreement; (ii) the second installment of \$1,000,000 shall be payable within sixty days after consummation of the Share Exchange Agreement; (iii) the third installment of \$1,000,000 shall be payable within ninety days after consummation of the Share Exchange Agreement; and (iv) the fourth installment of \$1,000,000 shall be payable within 120 days after consummation of the Share Exchange Agreement.

As of the date of this Disclosure Statement, no funds have been paid to Agricultural Bioenergy under the terms of the Sublicense Agreement.

Markets

Urea has many uses from agricultural fertilizer, raw material input for production of plastics and by the surfactant industry. Management believes that the market for high nitrogen fertilizers continues to grow as it accounts for 60% of total nutrient consumption worldwide and is anticipated to reach 70% by the end of the next decade. Based on U.S. governmental statistics, the U.S. domestic consumption of urea has experienced a 1.2% growth rate per year for the past six years. In 2005, North American consumption exceeded 6,500,000 tons while domestic production was less than 4,500,000 tons. The balance was supplemented with imported product.

The Issuer's technology will serve local, regional and international agricultural fertilizer markets as well as other commercial users of urea. This flexibility allows for the operation to maximize production and profits. One of the advantages of urea is that it is the dry fertilizer with the highest source of nitrogen. Each ton of urea contains 920 pounds of nitrogen. With two applications, at an application rate of 100 pounds of nitrogen per acre, one of the Issuer's operations would provide fertilizer for approximately 457,056 acres of crops.

Management believes that the market for urea using the Issuer's technology and low investment for plants is unlimited. The Issuer's strategy is to diversify the regions and install plants in several countries around the world. As of the date of this Disclosure Statement, the United States, Brazil, Columbia, Ecuador, Canada and Austria are the countries that have demonstrated an interest in participating, including funding, of the Issuer's plants.

Management further believes that the construction of one urea plant at a cost of approximately \$65,000,000 utilizing the Issuer's technology and modular process will allow regions to expand the number of plants worldwide in a relatively short period of time. The Issuer's technology will allow regions to change from a simple agricultural area to a productive urea region using their own local raw material, generating new jobs and giving the region opportunity to sell and export the production of urea.

B. Distribution methods of the products or services;

The urea fertilizer to be produced by the Issuer's plants will be sold year round to agricultural wholesalers and retailers in the region. A substantial portion of the product will end up being sold back to the farmers and cooperatives in the regions that provide the plants with the raw materials. Management believes that from a rural economic development perspective, utilizing biomass, which currently has little or no monetary value and is considered waste by most, would create an additional source of income for many of the farmers and cooperatives in the region. Management further believes that establishment of plants in the regions will not only create rural economic development but also provide educational opportunities and jobs to people in the region. Conversion of agricultural biomass into marketable products, especially in rural and developing areas, can enhance the economic status of the region and improve the overall quality of life and environment for its citizens.

Letters of Intent.

As of the date of this Disclosure Statement, the Issuer has entered into certain letters of intent with three separate companies regarding the potential commitment by the three companies to the purchase and marketing of the Issuer's urea product in the United States the "Letters of Intent"). Three Letters of Intent represent initial negotiations to be memorialized in definitive agreements upon the completion of successful due diligence and certain conditions precedent.

The Letters of Intent are dated June 8, 2011 and June 7, 2011, respectively, and are entered into with the Issuer's wholly-owned subsidiary, Bio-SNG. In accordance with the terms and provisions of the Letter of Intents, the parties would establish a marketing relationship pursuant to which each of the private companies would purchase certain projected production output of urea from the three plants at up to 125,000 M/Ts per plant constructed for a total of up to 375,000 metric tons ("M/Ts"). The commencement date of such obligation would be upon the start of production by plants to be constructed by the Issuer, which is approximately slated for fourth quarter of 2012. It is anticipated that the contractual term would be for three years.

C. Status of any publicly announced new product or services;

None at this time

D. *Competitive business conditions, the Issuer's competitive position in the industry, and the methods of competition;*

Management believes that there are no current competitors for urea production from biomass in the market. The majority of urea manufacturers worldwide operate very large capital intensive plant operations which are dependent on international trade. These operations have construction costs in the \$1,200,000,000 range and can take three to five years to become operative. The Issuer's plants will be smaller and modular than the traditional urea plants in the market. And they can be located close to their required raw material feedstock.

E. Sources and availability of raw materials and the names of principal suppliers;

Not applicable.

F. Dependence on one or a few major customers;

The Issuer has business relationships with large fertilizer dealers and buyers in the United States. The amount of usable raw materials required per year will depend on the chosen target production per year. Cost of raw material per ton is based on a triangular distribution with a range of \$0 to \$50 per ton and the most likely value of \$20 per ton. The Issuer has calculated that 10.4 acres per plant are needed for raw material storage. Long term storage, which is approximately three months, is required due to the proposed manufacturing operation being designed to operate year round.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration;

The Issuer has filed with the United States Patent, Copyright and Trademark Office applications for patent and copyright protection of proprietary technology as discussed above. The Issuer has also entered into the Sublicense Agreement with Agricultural Bioenergy as discussed above.

H. The need for any government approval of principal products of services;

Not applicable.

Item (X) The Nature and extent of the Issuer's facilities:

- 1. Describe the general character and locations of all materially important properties held or intended to be acquired by or leased to the Issuer and describe the present or proposed use of such properties and their suitability and adequacy for such use.**

The Issuer's primary business headquarters are located at 8725 N.W. 18th Terrace, Suite 105, Doral, Florida 33172.

The Issuer's engineering and constructions office is located at 4225 85th Street, Lubbock, Texas 79423.

The initial two urea plants will be located in the Lubbock, Texas area. As of the date of this Disclosure Statement, negotiations are being finalized for the location of the two plants.

- 2. State the nature of the Issuer's title, or other interest in, such properties and the nature of the Issuer's title to, or other interest in, such properties and the nature and amount of all material mortgages, liens or encumbrances against such properties. Disclose the current principal of each material encumbrance, interest and amortization provisions, prepayment provisions, maturity date and the balance due at maturity assuming no payments;**

The Issuer does not hold title to any real estate properties. Subsequently, the Issuer does not have any mortgages, liens or encumbrances against such properties

- 3. Outline briefly the terms or any lease or any of such properties or any option on contract to purchase or sell of any such properties;**

Not Applicable

- 4. Outline briefly any proposed program for renovation, improvement or development of such properties, including the estimated cost thereof and method of financing to be used. If there are no present plans for the improvement or development of any unimproved or undeveloped property, so state and indicate the purposed for which the property is to held or acquired;**

Not Applicable

- 5. Describe the general competitive conditions to which the properties are or may be subject;**

Not Applicable

- 6. Include a statement as to whether, in the opinion of the management of the issuer, the properties are adequately covered by insurance;**

Not Applicable

- 7. With respect to each improved property which is separately described, provide the following in addition to the above;**

Not applicable

Part D **Management Structure and Financial Information**

Item (XI) The Name of the Chief Executive Officer, members of the board of directors, as well as control persons

A. Officers and Directors

Business address for all executive officers and directors is:

8725 NW Terrace	Phone: 305.591.1955
Suite 105	
Doral, Florida 33172	Fax:
	Web Page: www.bionitrogen.com

Jay Almeida President/Chief Executive Officer/Treasurer and a Director. Mr. Almeida has been the Issuer's President/Chief Executive Officer and a member of the Board of Directors since October 4, 2011. Mr. Jay Almeida specializes in international business development with a focus on Latin America, the Caribbean, the United States and Canada.

From approximately 1979 through 1991, Mr. Almeida has held numerous executive positions with a large number of banks in Latin American and the Caribbean where he focused on business development, start-up growth strategies, marketing and sales and product management. Mr. Almeida's accomplishments throughout his banking career have included increasing revenues by more than 300% over a ten-year period. Mr. Almeida currently serves as the president/chief executive officer of PHN Group since 1990. PHN Group consists of five companies with specialties in different aspects of international business and trade, international business consulting, importing and exporting services, commercial representation for products and services, logistics services for cargo, and international finance. PHN has been in business for over thirty years and operates an extensive network of distributors spanning 92 countries worldwide.

Mr. Almeida also currently serves as the president/chief executive officer and chairman of the International Business Council of Florida (the "IBCF"). The IBCF is the largest business organization in the State of Florida and has approximately 53,000 members and nearly 300 strategic alliance partners across Florida and in several countries. In 1999, the IBCF appointed Mr. Almeida as the Ambassador of Commerce of Florida for all Latin American and Caribbean countries, which he currently holds.

Mr. Almeida received a Bachelor of Economics degree in Macro Economics in 1979 from the University of Chicago. He subsequently obtained a degree in Mechanical Engineering from the Universidade Santa Ursula in Rio de Janeiro, Brazil, and a Masters Degree in Marketing from the Universidad de Chile in Santiago, Chile. Mr. Almeida then subsequently earned two PhDs, one in Engineering Economics from Germany's Bonn University and a second in International Business from Toulouse University in France.

Claudio Marcelo Beruvides. Director. Mr. Beruvides has been a member of the Board of Directors since December 5, 2011. During his thirty year career in the risk management industry, Mr. Beruvides has held numerous managerial and sales positions, including claims manager, agency manager, district sales manager and field sales manager. Mr. Beruvides oversees and consults with independent sales agent and their staff helping ensure the success of their individual businesses in culturally diverse markets. Mr. Beruvides is accountable for a market with yearly production exceeding \$50,000,000. His responsibilities include compliance, achieving sales goals and successfully implementing strategies in recruiting and marketing.

Mr. Beruvides managerial skills have been enhanced by his service in the United States Navy where he achieved the rank of Lieutenant Commander. During his service, Mr. Beruvides held numerous high-profile positions, including briefer, watch officer, analyst and assistance naval attache to Columbia for UNITAS, the largest naval exercise with South America. He also received postings to many countries throughout the world, including Germany, Columbia, Panama, Bahrain and Saudi Arabia. Mr. Beruvides liaised at senior levels with officers and high ranking personnel of these countries.

Mr. Beruvides is also a dedicated support of non-profit community based initiatives. He is currently the Secretary of the Board of Directors at the Miami Chapter of SER Jobs for Progress. Previously, Mr. Beruvides served as chairman of the Business Advisors Committee. In addition, he volunteers with Home for the Homeless at ST. Agatha Catholic Church in Miami, where he helps to feed and clothe more than 500 homeless people.

Mr. Beruvides earned both a Bachelor of Administration and a Masters of Administration in International Business and Management from Florida International University in Miami, Florida. He is a certified commercial pilot and an instructor pilot, an accomplished martial artist and an automobile enthusiast.

Mario G. Beruvides, Ph.D., P.E. Director. Mr. Mario Beruvides has been a member of the Issuer's Board of Directors since December 5, 2011. He is responsible for defining and implementing strategies for attaining and maintaining technical excellence and enhancing the yield of the Issuer's technologies and products. He also oversees all processes and research related to protecting company technology and initiatives.

During the past thirty years, Mr. Beruvides has been employed in the areas involving systems and engineering management, advanced economic analysis, management of technology, white-collar knowledge work productivity and performance measurement and operations and systems engineering. Mr. Beruvides was the project manager at CIBA-GEIGY from 1985 through 1990, the engineer for product development at AFA Corporation from 1983 through 1985 and the CAD/CAM engineer for Security Plastics, Inc. from 1982 through 1983.

Mr. Beruvides also held a professorship at Texas Tech University since 1994 and most recently as AT&T Professor of Industrial Engineering. He also served in academic roles at the University of Texas at El Paso and Virginia Polytechnic Institute and State University. Mr. Beruvides specializes in systems, engineering and technology management and some of his major areas of academic interest are advanced economic analysis, management of technology and operations and systems engineering.

During his academic career, Mr. Beruvides has contributed to more than thirty technical research projects and has published more than 200 scholarly publications, including "Utilizing Agricultural Biomass in Energy Production and Economic Development" and "Feasibility Study for the Implementation of Bio-Mass to Fertilizer in Ecuador".

Mr. Beruvides has been awarded several research and teaching awards, including the Merritt Williams Best Paper Award (ASEM), Ex-Students Association New Faculty Award (TTU), Outstanding Industrial Engineering Professor Award (UTEP), Halliburton Award for Teaching Excellence, and Tau Beta Pi Outstanding Professor Award. Mario was selected to the Texas Tech University Teaching Academy in 2004.

Mr. Beruvides has design patents in the U.S. and Canada and is the co-author of several patent-pending technologies and processes, including "Modularized System and Method for Urea Production Using a Stranded Natural Gas," "Modularized System and Method for Urea Production Using a Biomass Feedstock," and "System, Method and Apparatus for Producing Fertilizer and/or Mixed Fuels." He has made presentations and refereed conference proceedings in organization

performance, services and leadership, as well as in specialized topics such as Six Sigma management strategizing and techno-organic symbiosis.

Mr. Beruvides's experience in industry includes positions as Project Manager at CIBA-GEIGY, Product Development Engineer at AFA Corporation and CAD/CAM Engineer at Security Plastics Inc. in Miami, Florida. He is a founding member and sits on the Board of Directors of Agricultural Bioenergy Products LLC and 4A Technologies.

Mr. Beruvides earned a Bachelor of Science in Mechanical Engineering and a Masters of Science in Industrial Engineering from the University of Miami, and a Ph.D in Industrial and Systems Engineering from Virginia Polytechnic Institute & State University (Virginia Tech). He is a certified Professional Engineer and holds an Arbitrator and numerous Mediator certifications. He is also a Fellow of the American Society of Engineering Management, an Engineering Management Honor Society member since 2007 and a National Scholars Honor Society member since 2008.

Terry R. Collins, Ph.D., P.E. Director. Mr. Collins has been a member of the Issuer's Board of Directors since December 5, 2011. Mr. Collins will be responsible for establishing the Issuer's overall strategic and operational plan. He will also oversee the growth and profitability of all company operations and is accountable for preparing the yearly operating budgets for approval by the Board of Directors. Additionally, Mr. Collins will be actively involved in the recruitment, placement and development of the company's senior management.

In his academic career, Mr. Collins has held professorships over the past 13 years at four prestigious research universities. He currently holds the post of Associate Professor in the School of Industrial and Engineering Management at Oklahoma State University, located in Stillwater, Oklahoma. He is a Director of the Biodiesel Performance and Testing Laboratory. And he recently served on the Steering Committee for the Oklahoma Secretary of Energy Committee for Bioenergy Development.

Mr. Collins has received more than \$5.3 million in academic research funding for projects in the areas of bioenergy, transportation logistics and performance measurement. He is also a published author, having written extensively in his area of expertise.

Over the course of his private-sector career, Mr. Collins has accumulated 18 years of professional experience in corporate engineering and plant operations management for major agricultural manufacturing companies, including Cargill, Anderson Clayton Foods, ACCO Feeds, Paymaster Oil Mill Company and Archer Daniels Midland Company.

Mr. Collins earned his Ph.D. in Industrial Engineering and Management, with a specialty in Technology Transfer and Engineering Management, from Oklahoma State University. Earlier, he attended Texas Tech University, located in Lubbock, Texas, where he completed Bachelor of Science degrees in the areas of Agricultural Engineering, with specialization in Manufacturing Systems, and Agricultural Processing and Material Handling. He then went on to obtain his Masters of Science in Industrial Engineering, also from Texas Tech University.

(B) Legal/Disciplinary History

Please also identify whether any of the foregoing persons have, in the last five years, been the subject of:

1. A conviction in a criminal proceeding or named as defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

None

2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

4. The entry of an order by a self-regulatory organization that permanently or temporarily barred suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

(C) Disclosure of Family Relationships

Describe any relationships existing among and between the issuer's officers, directors and shareholders.

Mario Beruvides and Marcello Beruvides are brothers.

D. Disclosure of Related Party Transactions.

None.

E. Disclosure of conflicts of interest

Describe any related party transactions of conflicts of interest

Mr. Terry Collins and Mr. Mario Beruvides are both members of the Board of Directors of the Issuer and Agricultural Bioenergy. However, this does not represent a controlling interest on either board of directors as there are five members of the board of directors of Agricultural and four members of the Board of Directors of the Issuer.

The members of the Issuer's Board of Directors are aware of their fiduciary responsibilities including conducting the oversight of the Issuer's assets and business affairs in a truthful, fair, conscientious and ethical manner. The members of the Board of Directors of the Issuer recognize and accept the scope and extent of their duties as directors. They have an accountability to carry out their duties in an honest and businesslike manner and within the scope of their authority as set forth in the General Corporation Laws of the State of Nevada and in the Certificate of Incorporation and Bylaws of the Issuer. As members of the Board of Directors, they will make and pass informed decisions and policies in the best interest of the Issuer and its shareholders. The members of the Board of Directors of the Issuer will: (i) act honestly, fairly, ethically and with integrity; (ii) act in the best interests of and fulfill their fiduciary obligations to the Issuer's shareholders; (iii) act in good faith, responsibility and with due care, competence and diligence without allowing their independent judgment to be subordinated; (iv) in the event of a conflict of interest, refrain from discussion and voting on any matter in which the director may have a conflict

of interest; and vi) respect the confidentiality of information relating to the affairs of the Issuer acquired in the course of their service.

The Issuer is unaware of any conflicts of interest associated with this entity.

Item (XII) Financial information for the issuer's most recent fiscal period.

1. Issuer's financial statements are reviewed by the signing Officer of the Company that they present fairly, in all material respects, the financial position, results of operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied

The following Quarterly Financial Statements dated September 31, 2011 are included and attached hereto and incorporated herein by reference:

- 1) Unaudited Balance Sheet
- 2) Unaudited Statement of Income
- 3) Unaudited Statement of Cash Flow
- 4) Unaudited Statement of Continuity of Equity

Item (XIII) Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.

The following Annual Financial Statements dated December 31, 2009 and December 31, 2010 are included and attached hereto and incorporated herein by reference:

- 1) Unaudited Balance Sheet
- 2) Unaudited Statement of Income
- 3) Unaudited Statement of Cash Flow
- 4) Unaudited Statement of Continuity of Equity

Item (XIV) Beneficial Owners

The following tables set forth as of December 12, 2011 certain information with respect to the Issuer's equity securities owned on record or beneficially by: (a) each officer and director of the Issuer; (b) each person who owns beneficially more than ten percent (10% for non-reporting issuers, 5% for reporting issuers) of each class of the Issuer's outstanding equity securities; and (c) all directors and executive officers as a group.

The Company currently has 100,500,000 shares of common stock issued and outstanding and 10,000,000 shares of preferred stock issued and outstanding. During December 2011, a further 100,000,000 shares of common stock will be issued in accordance with a conversion of debt.

	Common Shares	Percentage (%)
Officers and Directors:		
Beruvides Engineering LLC 3423 94 th Street 170 Lubbock, Texas 79423	18,770,000	18.68%
Simonton Engineering LLC 3012 103 rd Street Lubbock, Texas 79423	18,620,000	18.53%

5% or Greater Shareholders:		
Texas Agricultural Bioenergy LLC P.O. Box 64147 Lubbock, Texas 79464	17,970,000	17.88%
DBS – Dynamic Business Services 7003 72 nd Street Lubbock, Texas 79424	16,120,000	16.03%
JL Energy Consultants LLC P.O. Box 582 Shallow Water, Texas 79363	18,000,000	17.91%
Russell Len Backus 8305 Country Road Lubbock, Texas 79407	5,250,000	5.25%
Total Affiliate Ownership	37,390,000	37.21%
Shares Outstanding	100,500,000	100%

Item (XV) The name, address, telephone number and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure

1. Investment Banker

This does not apply to the Issuer

2. Promoters

None at this time

3. Counsel

Naccarato & Associates
1100 Quail Street, Suite 100
Newport Beach, California 92660

4. Accountant

Michael McCarthy
Address

5. Public Relations Consultant(s)

None

6. Investor Relations

None

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement

Legal counsel and in house management assisted the President/Chief Executive Officer in the preparation of this statement.

Item (XVI) Management's Discussion and Analysis or Plan of Operation.

A. Plan of Operation

General

The Issuer's overall production costs also allows us to enter into long term national or international contracts at any time based upon demand. The operation for each standard plant (US\$ 65 million) will have a total of 24 direct employees and nine indirect. Each plant will have a total salary of \$1,350,135 per year (taking United States salaries as reference) including state/federal taxes and workman compensation.

Financial Forecast

With each plant having investment of US\$65,000,000 and taking as reference (price changes daily) \$495 per ton wholesale price (\$645 as of June 26) for Urea, an EBITDA IRR in excess of 81% can be realized. The initial financial goals for the Issuer are: (i) finance the construction of Urea manufacturing facilities; (ii) finance growth through retained earnings; and (iii) operate each plant on a minimum of 35% IRR (Internal Rate of Return). Construction for each plant will start to generate revenue in twelve months after the investment.

Start-up Summary

A preliminary budget is presented below:

Start-up Requirements		TOTAL THOUSANDS		
Start-up Expenses	YEAR ONE	TWO	THREE	
Legal	\$275.0	\$450.0	\$600.0	
Phone/utilities deposits	\$108.0	\$3,368.0	\$8,258.0	
Licenses/tax deposit	\$5,500.0	\$11,620.0	\$28,800.0	
Insurance	\$319.3	\$1,264.4	\$3,142.6	
Brochures/sales literature				
Advertising	\$100.0	\$200.0	\$300.0	
Employee salaries	\$3,842.0	\$4,994.6	\$7,684.0	
Manufacturing other	\$52.3	\$12,416.0	\$31,040.0	
Travel	\$180.0	\$216.0	\$270.0	
Outside Eng	\$1,250.0	\$1,500.0	\$1,800.0	
Furniture and supplies	\$150.0	\$175.0	\$240.0	
Website development	\$85.0	\$102.0	\$122.4	
Miscellaneous	\$1,186.2	\$3,630.6	\$8,225.7	
Total Start-up Expenses	\$13,047.8	\$39,936.6	\$90,482.6	
Start-up Assets				
Cash Required	\$9,000.0	\$30,000.0	\$75,000.0	
Start-up Inventory	\$1,617.9	\$9,268.3	\$18,536.6	
Other Current Assets a/r	\$2,710.1	\$10,840.5	\$27,101.3	
Plants	\$65,000.0	\$260,000.0	\$650,000.0	
Long-term Assets	\$1,500.0	\$6,000.0	\$15,000.0	
Total Assets	\$79,828.0	\$316,108.8	\$785,637.9	

Total Requirements	\$92,875.8	\$356,045.5	\$876,120.5
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Financial Projection

As of the date of this Disclosure Statement, the Issuer is in full operation. The Issuer is underway with commencement of the development and construction of the plants. The Issuer presents below a conservative projection of number of plants to be built in a period of 3 years. For the charts provided below, we will use the follow values:

Investment	US\$ 65 million plant
Plant capacity:	124,200 Short Tons per year
Days of operation	345 days
Days of maintenance	20 days
Short Tons per Hour	15 short ton
Sale price for Urea	US\$ 495.00 per short Ton (price is only a reference)

From	Qty of plants	To	Months in operation	Gross revenue
Aug 1 st 2011	1	Oct 30 th 2012	0	US\$ 0.00
Nov 1 st 2012	1	Dec 31 st 2012	2	US\$ 10,246,500

The Issuer intends to have only one plant in operation during the last two months of 2012 with approximate gross revenue of \$10,246,500.

The end of the second year operation, 2013, the Issuer intends to have fifteen plants operating (in different number of months of operation) with gross revenue of approximately \$414,983,250.

The end of the third year operation, 2014, the Issuer intends to have five plants operating in full capacity and other 23 plants (in different number of months of operation) with approximately gross revenue of \$1,147,608,000.

The end of the fourth year operation 2015, the Issuer intends to have fifteen plants operating in full capacity and other nine plants * (in different number of months of operation) with gross revenue of approximately \$1,465,249,500.

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

Financial Outlook at September 30, 2011

At September 30, 2011, the Issuer had \$77,724 in current assets consisting of other current. As at September 30, 2011, the Issuer had current liabilities in the amount of \$5,090,919 consisting of: (i) \$90,919 in accounts payable; and (ii) \$5,000,000 in other liabilities. Thus, at September 30, 2011, we had working capital deficit of \$5,013,195.

During the nine month period ended September 30, 2011, we generated no revenue. We incurred expenses of \$13,193 consisting of sales, general and administrative expenses. Therefore, during the nine month period ended September 30, 2011, we incurred a net loss of (\$13,193).

Our financial statements have been prepared on a going concern basis that contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business.

We will seek to obtain additional capital principally through the sale of our equity securities. The realization of revenues and satisfaction of liabilities in the normal course of business is dependent

upon us ultimately obtaining profitable operations. However, no assurances can be given that we will be successful in these activities given the current state of our product development. Should any of these events not occur, the accompanying financial statements will be materially affected. We financed our operations through the sale of our common stock, the exercise of share purchase warrants, vendor credit, debt financing and convertible notes. Furthermore, we are dependent on investor capital and loans to meet our expenses and obligations. Although investor funds have allowed us to meet our obligations in the recent past, there can be no assurances that our present methods of generating cash flow will be sufficient to meet future obligations. Historically, we have, from time to time, been able to raise additional capital, but there can be no assurances that we will be able to raise additional capital in this manner. We do not believe that we will have sufficient cash to meet our short-term capital requirements, and there are no assurances that it will be able to raise sufficient funds to meet long-term capital needs. We may also seek alternative sources of financing, including more conventional sources such as bank loans and credit lines, although no assurances in this regard can be made. Further, the availability of any future financing may not be on terms that are satisfactory to us. From time to time, we may evaluate potential acquisitions involving complementary businesses, content, products or technologies. We have no present agreements or understanding with respect to any such acquisition. Our future capital requirements will depend on many factors, including growth of our business, the success of our operations, economic conditions and other factors including the results of future operations.

C. Off-Balance Sheet Arrangements.

As of the date of this document, the Issuer does not have any off balance sheet arrangements.

Part E

Issuance History

Item (XVII) List of securities offerings and shares issued for services in the past two years.

Common Shares

Issuances:

As of the date of this Disclosure Statement, the total issued and outstanding share after consummation of the Share Exchange Agreement is 100,500,000 shares of common stock. The Issuer effected the Reverse Stock Split on November 8, 2011, which reduced the total issued and outstanding shares to 499,999 shares of common stock.

On April 25, 2011, the Issuer issued an aggregate of 72,234,000 shares of its common stock to certain shareholders in accordance with the settlement and conversion of \$72,234.00 of debt.

On November 11, 2011, the Issuer issued an aggregate of 100,000,001 shares of its restricted common stock to the shareholders of Bio-SNG in accordance with the terms and provisions of the Share Exchange Agreement.

Part F

Exhibits

Item (xviii) Material Contracts

- A. Every material contract, not made in the ordinary course of business that will be performed after the disclosure document is posted on the Pink Sheets News Service or was entered into not more than two years before such posting.
- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure document, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price

Material contracts can be found on OTC Markets Pinksheets filings for the Issuer.
<http://www.otcm Markets.com/pink/quote/quote.jsp?symbol>.

- 2) Any contract upon which the Company's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements

Material contracts can be found on OTC Markets Pinksheets filings for the Issuer.

- 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the Company.

There are no existing or pending contracts for the purchase or sale of any property, plant or equipment exceeding 15 % of the Issuer's assets.

- 4) Any material lease under which a part of the property described in the disclosure document is held by the Company.

Not applicable.

Item (XIX) Articles of Incorporation and Bylaws

Attached as exhibits.

Item (XX) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

Not applicable

Item (XXI) Issuers Certification

I, Jay Almeida, certify that:

1. I have reviewed this Initial Disclosure Statement of Bio Nitrogen Corporation;
2. Based on my knowledge, this disclosure statement does not contain any untrue statements 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 statement were made, not misleading with respects to the period covered by this disclosure statement, and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December __, 2011

\sJay Almeida

Jay Almeida, President/Chief Executive Officer

Supplemental Information

(Exhibits attached hereto)

Initial Disclosure Statement.pdf
Bylaws.pdf
Articles and Amendments.pdf
Share Exchange Agreement. pdf
Technology Sublicense Agreement.pdf
Annual 2009 Financials.pdf
Annual 2010 Financials.pdf
Q1-Q3 Financials.pdf
Shareholder`s Statement of Equity.pdf
