
BIO NITROGEN CORPORATION

(A New Jersey Corporation)

CURRENT REPORT

As of January 12, 2012

Item (8) Sales of Equity Securities

Effective on December 2, 2011, the Board of Directors of Bio Nitrogen Corporation, a New Jersey corporation (the "Company"), authorized the settlement of debt in the amount of \$10,000.00 evidenced by that certain convertible promissory note dated February 16, 2007 between the Company and Claude Eldridge ("Eldridge") in the principal amount of \$150,000.00 (the "Note"), with associated conversion rights to convert the Note into shares of the Company's common stock at the rate of \$0.0001 per share. Previously Eldridge assigned a proportionate share of his right, title and interest in the debt and the Note in the aggregate amount of \$72,234.00, which was converted into 72,234,000 shares of common stock at the rate of \$0.001 (the "April 2011 Conversion"). Subsequently, Eldridge assigned a portion of the remaining right, title and interest in the debt and the Note in the aggregate amount of \$10,000.00 (collectively, the "Assignments") to certain individuals (collectively, the "Assignees"). The Company received certain conversion notices dated December 3, 2011 from the Assignees (collectively, the "Conversion Notices") and settled a portion of the debt in the amount of \$10,000.00 by conversion of the debt into 100,000,000 shares of common stock of the Company at \$0.0001 per share.

The shares of common stock were issued to eight non-United States investor in reliance on Regulation S promulgated under the United States Securities Act of 1933, as amended (the "Securities Act"). The shares of common stock have not been registered under the Securities Act or under any state securities laws and may not be offered or sold without registration with the United States Securities and Exchange Commission or an applicable exemption from the registration requirements. The Assignees acknowledged that the securities to be issued have not been registered under the Securities Act, that they understood the economic risk of an investment in the securities, and that they had the opportunity to ask questions of and receive answers from the Company's management concerning any and all matters related to acquisition of the securities.

Beneficial Ownership Chart

The following table sets forth certain information, as of the date of this Current Report, with respect to the beneficial ownership of the outstanding common stock by: (i) any holder of more than five (5%) percent; (ii) each of the Corporation's executive officers and directors; and (iii) the Corporation's directors and executive officers as a group. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned. Unless otherwise indicated, each of the stockholders named in the table below has sole

voting and investment power with respect to such shares of common stock. Beneficial ownership consists of a direct interest in the shares of common stock, except as otherwise indicated. As of the date of this Current Report, there are 200,500,187 shares of common stock issued and outstanding.

Name and Address of Beneficial Owner⁽¹⁾	Amount and Nature of Beneficial Ownership⁽¹⁾	Percentage of Beneficial Ownership
Directors and Officers:		
Beruvides Engineering LLC (2) 3423 94 th Street, Suite 170 Lubbock, Texas 79423	18,770,000	9.36%
Texas Agricultural Bioenergy LLC (3) P.O. Box 64147 Lubbock, Texas 79464	17,970,000	8.96%
Jay Almeida 2550 N.W. 72 nd Avenue, Suite 200 Miami, Florida 13122	-0-	0%
Claudio Marcelo Beruvides (4) 2550 N.W. 72 nd Avenue, Suite 200 Miami, Florida 13122	500,000	nil
All executive officers and directors as a group (4 persons)	36,740,000	18.32%
Beneficial Shareholders Greater than 10%		
Simonton Engineering LLC 3012 103 rd Street Lubbock, Texas 79423	18,620,000	9.29%
DBS – Dynamic Business Services 7003 72 nd Street Lubbock, Texas 79424	16,120,000	8.04%
JL Energy Consultants LLC P.O. Box 582 Shallow Water, Texas 79363	18,000,000	8.98%

* Less than one percent.

- (1) Under Rule 13d-3, a beneficial owner of a security includes any person who, directly or indirectly, through any contract, arrangement, understanding, relationship, or otherwise has or shares: (i) voting power, which includes the power to vote, or to direct the voting of shares; and (ii) investment power, which includes the power to dispose or direct the disposition of shares. Certain shares may be deemed to be beneficially owned by more than one person (if, for example, persons share the power to vote or the power to dispose of the shares). In addition, shares are deemed to be beneficially owned by a person if the person has the right to acquire the shares (for example, upon exercise of an option) within 60 days of the date as of which the information is provided. In computing the percentage ownership of any person, the amount of shares outstanding is deemed to include the amount of shares beneficially owned by such person (and only such person) by reason of these acquisition rights. As a result, the percentage of outstanding shares of any person as shown in this table does not necessarily reflect the person's actual ownership or voting power with respect to the number of shares of common stock actually outstanding as of the date of this Current Report. As of the date of this Current Report, there are 200,500,187 shares issued and outstanding.

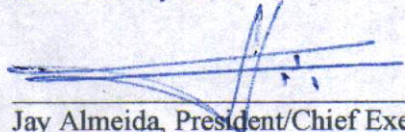
- (2) Mario G. Beruvides is the sole officer and director and shareholder of Beruvides Engineering LLC. He holds sole voting and dispositive power regarding the shares held of record.
- (3) Terry R. Collins is the sole officer and director and shareholder of Texas Agricultural Bioenergy LLC. He holds sole voting and dispositive power regarding the shares held of record.
- (4) Claudio M. Beruvides is the husband of Rosario Beruvides. Rosario Beruvides holds of record 500,000 shares of common stock.

Item (XXI) Issuers Certification

I, Jay Almeida, certify that:

- 1. I have reviewed this Current Report of Bio Nitrogen Corporation;
- 2. Based on my knowledge, this Current Report 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.

Date: January 12, 2012

A handwritten signature in blue ink, appearing to read "Jay Almeida", is written over a horizontal line.

Jay Almeida, President/Chief Executive Officer