

**Hop-On, Inc.  
Initial Disclosure Statement  
January 2010**

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**Corporate Initial Disclosure  
January 6, 2010**

**Part A: General Company Information**

**Item I: Name of Issuer**

Hop-on, Inc. a Nevada Corporation

**Item II: Address of Principal Executive Offices**

2222 Michelson, Suite 182, Irvine CA 92612

**Item III: Jurisdiction and Date of Incorporation**

Nevada, March 16, 1993

**Part B: Share Structure**

**Item IV: Exact Title and Class of Securities Outstanding**

**Title:** Common shares

**Class:** Common equity

**Cusip:** 439338203

**Symbol:** HPNN

**Title:** Series A and B Preferred Stock

**Class:** Preferred equity

**Cusip:** None

**Symbol:** None

**Item V: Par or Stated Value and Description of Security**

**Class:** Common equity

**Par value:** \$.001

**Dividend:** No fixed dividend policy, has paid no dividend over past two financial years

**Voting Rights:** Yes

**Preemption:** No

**Class:** Preferred equity, Series A

**Par value:** \$.001

**Dividend:** No fixed dividend policy; has paid no dividends

**Voting Rights:** Yes, each one share of preferred equity has the voting power of 100 shares of common equity

**Conversion Rights:** Yes

**Preemption:** Yes

**Class:** Preferred equity, Series B

**Par value:** \$.001

**Dividend:** No fixed dividend policy, has paid no dividend over past two financial years

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**Voting Rights:** Yes, each one share of preferred equity has the voting power of 100 shares of common equity

**Conversion Rights:** Yes

**Preemption:** Yes

**Item V: Number of Securities**

	<u>12/31/2007</u>	<u>12/31/2008</u>	<u>1/11/2010</u>
Number of Shares Authorized – Common	400,000,000	800,000,000	1,490,000,000
Number of Shares Authorized – Preferred – (Series A)	5,000,000	5,000,000	5,000,000
Number of Shares Authorized – Preferred – (Series B)	5,000,000	5,000,000	5,000,000
Number of Shares Outstanding – Common	409,526,745	779,049,711	794,049,711
Number of Shares Outstanding – Preferred	9,000,000	9,000,000	9,000,000
Freely Tradable Shares – Common			
Total Number of Beneficial Shareholders - Common	Approximately		735,000,000
Total Number of Shareholders of Record - Common	Over 10,000		

**Part C: Business Information**

**Item VII: Name and Address of Transfer Agent**

**Name:** Standard Registrar & Transfer Agency

**Address:** 673 Blue Bird Lane N.E., Albuquerque, NM 87191

**TEL:** 505-828-2839

**Registered under the Exchange Act:** Yes

Regulatory Authority: Securities & Exchange Commission

**Item VIII: The Nature of the Issuer's Business**

A. Business Development and Distribution

**1. Form of Organization** – Corporation

**2. Year organized** – March 16, 1993

**3. Fiscal year end** – 12/31

**4. Bankruptcy/receivership/similar proceeding** – None

**5. Any material reclassification, merger, consolidation, or purchase of significant amount of assets** – None

**6. Any default of terms** – None

**7. Any change of control** – None

**8. Any increase of 10% or more of the same class of outstanding equity security** – None

**9. Any past, pending or anticipated stock split** – Company conducted a reverse stock split at a ratio of two-thousand old shares for one new share in May 2005

**10. Any delisting** – None

**11. Any threatened legal proceedings** – None

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**B. Business of Issuer:**

The Company has changed its business model to become a master distributor of cell phones, interactive mobile electronic gaming software, electronic cigarettes and medical devices and applications.

Hop-on develops and manufactures cellular phones and provides interactive mobile wireless gaming applications which are delivered over various platforms. We offer multi-media services and have secured licensing agreements from essential patent holders for GSM, CDMA and WIFI technologies. Since our inception, known for developing the world's first disposable cell phone, Hop-on currently remains one of the few U.S. based manufacturers of cellular technology committed to protection of our intellectual property utilized by foreign entities.

Hop-on signed a distribution agreement in December 10<sup>th</sup>, 2009 with USACIG, Inc. to distribute "The Electric Cigarette and The Electric Cigar" a hi-tech/electronic cigarette which is completely smoke-free and tobacco-free. The nicotine products are made in the USA. The products are designed to protect the non-smoker from second hand smoke and all its effects while providing the smoker a way to enjoy smoking anywhere including places that prohibit smoking. Further, it will allow the smoker to enjoy smoking while not having to worry about the dangers and ill effects of regular cigarette smoking.

Hop-on previously had distributed its products in Office Depot, Walgreens, and Sam's Club, Staples, QVC, Home Shopping Network and other big box retailers. The Company is using those relationships to distribute its new products domestically and internationally.

The Company is focusing on Tier 1 and Tier 2 carriers and on main-stream distribution. It is currently bringing in new phones to market to increase shareholder equity and its asset base.

**1. SIC Code:** 3661; **Secondary SIC:** 4813

**2. Stage of Business** – The Company has been, and is currently operating.

**3. Whether the Issuer is or has been a Shell Company:** The Company has never been a shell company.

**4. Name of parent/subsidiary/affiliate:** None

**5. Effect of Government Regulations:** The Company is not subject to government regulation outside of its CDMA, GSM and WIFI licensing requirements and its state licensing requirements.

**6. Previous R&D expenditure:** Hop-on was previously a Research and Development company of cellular phones. The research and development company was based in Dallas, Texas.

**7. Environmental laws (federal, state and local):** None

**8. Number of total employees** – Five

**Item IX – The Nature of Products or Services Offered:**

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**A. Principal products/markets:** Manufactures cellular phones and creates/distributes mobile content. The Company has signed new distribution agreements with USACIG Inc. the World's Premier Smokeless Cigarette, "The Electric Cigarette and The Electric Cigar"

**B. Distribution methods:** The Company has relationships with Big Box Retailers, C-Stores and traditional distribution channels.

**C. Status of publicly announced new product:** None

**D. Competitive Business Conditions:** Hop-on has essential patents for GSM and CDMA Technology's for its distribution of cell phones. The company also has relationships with overseas manufacturers to keep the costs of products and quality control. Hop-on signed distribution agreements with Manufacturers of new products to deliver thru its distribution channels. All products are high tech in nature.

**E. Sources and availability of raw material:** Not applicable.

**F. Dependence on one or few major customers:** Not applicable

**G. Patents, trademarks, intellectual property.:** Hop-on has received a Utility Patent and Design Patents as part of its initial portfolio. The essential utility patent required by the market is necessary for the commercialization of wireless handsets and other consumer electronics. (Reference US Patent 6,994,592)

The Design Patent on a MP3 Phone utilizes side speakers in addition to front and side buttons to activate camera/video features.

(Reference US Patent US D536,685 S)

Hop-on has received a Design Patent on a Thin Sleek flip phone.

(Reference US Patent US D536,320 S)

Hop-on also received a Wireless Surveillance and Communication System, Patent January 2006, Pub. No.: US 2006/0012685 A1

**H. Government approvals:** Hop-on has phones that were approved by the FCC for its distribution channels.

Hop-on also has various Trademarks related to the industry. "Mini Mobile", "Chitter Chatter", "Hop-on to the Future", "Phone Thong", "Size Does Matter", "El Tamano Si Importa", and "Hop-on".

Item X – The Nature and Extent of the Issuer's Facilities

The Company leases its office space at 2222 Michelson, Suite 182, Irvine CA 92612. The terms of the lease are for 2 years at \$ 30 per month. There are no other substantial leases, assets or property- review terms \$30 a month

**Part D: Management Structure and Financial Information:**

**Item XI:** Name of CEO, Members of Board of Directors and Control Persons

**A. Officers and Directors:**

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1. Peter Michaels, Chairman of the Board, CEO and President.

**2. Business Address:** 2222 Michelson, Suite 182, Irvine CA 92612

**3. Employment History:** Peter D. Michaels is the visionary, Chairman of the Board and Chief Executive Officer of Hop-on, Inc., a company that develops and markets wireless phones and accessories. Michaels is best known for using his own inventive, cutting-edge technology to create, build and market the first disposable cell phone, which is the most cost-effective CDMA phone on the market worldwide. The disposable cell phone, sold through Walgreens, was named one of the "Top ten Inventions of the Year" by *Time* magazine. Michaels is also the developer of the lowest-priced GSM cell phone as well, which was launched in February 2005 in Cannes. Since founding Hop-on, Inc., on March 16, 1993, Michaels has set the pace for Hop-on's tremendous growth and success, and has branched out into many other successful ventures as a result.

Michaels developed and successfully closed many multi-million dollar real estate transactions, including many involving casinos, raw land, single family residences and commercial projects. He attended the communications school at the University of Southern California, where he was an All-American athlete earning a full scholarship for track and field, and completed the Entrepreneur Program in 1988. After leaving USC, Michaels worked with his father to develop raw land in Riverside County into the Lakes Project, a 1,900 single-family residence master-planned community. The Lakes Project was the third largest master-planned development in Riverside history.

Following the success of The Lakes, Michaels received a contract to develop the casino and resort for the Pechanga Band of Indians. He was the original developer of the Pechanga Resort and Casino, which is ranked high as one of the most popular casinos in California. Michaels also started World Wide Web Casinos, a company that ABC's *Nightline* called "the largest Internet Casino in the world."

As a proponent for corporate diversification of income, Michaels has launched several affiliated companies to assist in World Wide Web Casinos' success. The purchase of a patent for portable change carts used in casinos resulted in a company called Casino a La Carte, which was responsible for the licensing and manufacturing of change carts for the casino industry world-wide. Furthermore, through PJ Promotions, Michaels garnered national and international exposure for World Wide Web Casinos as the promoter and sponsor of numerous professional boxing events. The affiliated Internet graphics development firm, Digital Age, proved to be yet another fruitful venture, producing web pages for well-known clients and earning a Silver Cindy Award for the graphic design of the Net Pirates web page for World Wide Web Casinos.

Michaels then sought to tie-in land based Casinos to the Internet, by opening the St. James Casino in Antigua. He also synched actual land-based slot machines to the Internet slot machines. His spin-off software company, Binky Roo Software, developed the most secure software on the market to allow Internet gaming customers to gamble in a safe environment secure from hackers. Michaels developed credit card processing long before similar types of commerce were available. Michaels software was also animating images on Netscape's browser

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before Java script was readily available. In addition, he acted as a consultant to the Little Hoover Commission of California, a gaming commission convened to educate California's elected officials regarding legal gambling ventures.

Michaels is the technological mastermind behind all of his companies and is directly responsible for their day to day operations. He assembled and led key personnel in their specific fields to assure the success of the entire operation including gaming lawyers, securities lawyers, financial consultants, gaming consultants, casino management, computer programming and graphic specialists.

Currently, Michaels is in the process of selling the "The Electric Cigarette" in the USA and foreign markets through his distribution agreements with USA Inc. This product is a smoking alternative for a healthy life style for millions of smokers.

**4. Board Memberships and other affiliations:** CEO of USACIG, Inc.

**5. Compensation by the Issuer:** Annual Salary of CEO is currently not available.

**6. Number and Class of the Issuer's Securities Beneficially Owned by Each Person:** None

**B. Legal/Disciplinary History**

**1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses):** In 2005, Mr. Michaels plead guilty to money laundering for a check of \$20,000 from a previous non affiliate company. In 2007 Peter Michaels 'Modified Judgment in his Criminal Case, Plead Guilty to Conspiracy to Launder Illegal Proceeds and received 3 years probation, electronic Monitoring (home arrest) for a 180 days, \$100 Assessment (satisfied 11/18/05) and a \$2,000 fine (satisfied 11/18/05)

**2. An entry of an order, judgment or decree 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 bank activities:**  
None

**3. Any violation of federal or state securities or commodities laws:** None

**4. Any entry of an order by self-regulatory organization to bar from the involvement in any type of business or securities activities:** None

**C. Disclosure of Family Relationships:**

None of the company's officers or directors is related by blood or marriage.

**D. Disclosure of Related Party Transactions:**

**Related party transactions in the past two years and current year to date:** None.

**E. Disclosure of Conflicts of Interest:** None

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**Item XII – Financial Information for the Issuer’s Most Recent Fiscal Period:**

Please see attached financial statements of the Company from 2003 to the present.

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

See Item XII hereinabove.

**XIV – Beneficial Owners:**

Mr. Peter Michaels owns No common shares of the Company and also owns No Series A Preferred Shares and No Series B Preferred Shares.

**Item XV – Name and details of outside providers:**

**Investment Banker** – None

**Promoter** – None

**Counsel** –                      Richardson & Patel, LLP  
   10900 Wilshire Blvd  
   Suite 500  
   Los Angeles CA 90024

**Accountant-**                      Spector & Wong, LLP  
   80 So. Lake Ave.  
   Suite 723  
   Pasadena CA 91101

**Public Relationships Consultant** –None at this time.

Investor Relations Consultant - None

Any other advisors – None

**Item XVI – Management’s discussion and analysis or plan of operation**

**A. Plan of Operation** – The Company has changed its business model to become a master distributor of cell phones, interactive mobile electronic gaming software, electronic cigarettes and medical devices and applications.

Hop-on develops and manufactures cellular phones and provides interactive mobile wireless gaming applications which are delivered over various platforms. We offer multi-media services and have secured licensing agreements from essential patent holders for GSM, CDMA and WIFI technologies. Since our inception, known for developing the world's first disposable cell phone, Hop-on currently remains one of the few U.S. based manufacturers of cellular technology committed to protection of our intellectual property utilized by foreign entities.

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Hop-on previously had distributed its products in Office Depot, Walgreens, and Sam’s Club, Staples, QVC, Home Shopping Network and other big box retailers. The company is using these relationships to distribute its new products domestically and internationally.

**A. Management’s Discussion and Analysis of financial condition and results of operations** – The Company saw a decrease in revenue in 2008 from 2007. This occurred mainly as a result of an overall decrease in sales to its’ largest distributor/customer. Resulting in a massive loss in revenue totaling several millions of dollars. We anticipate that in 2010 we will increase our sales with our new products, new distribution sources and new strategic partnerships.

**B. Off-Balance Sheet Arrangements** - None

**Part E: Issuance History**

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**Item XVII** – list of securities offerings and shares issued for services in the past two years and period since the last day of issuer’s most recent fiscal year

**Part F Exhibits:**

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**Item XVIII – Material Contracts:**

**Item XIX – Articles of Incorporation and Bylaws:**  
See attached exhibit.

**Item XX Purchase of Equity Securities by the Issuer and Affiliated Purchasers:**  
None

**Item XXI Issuer’s Certifications**  
See attached exhibit.



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**I, Peter Michaels, hereby certify that:**

1. I have reviewed this Initial Disclosure Statement of International Capital & Technology Corporation;
2. Based on my knowledge, this disclosure statement 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 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 balance sheets of the issuer as of, and for the periods presented in this disclosure statement.

Date: January 6, 2010

/s/ Peter Michaels  
**President**