

## PINK OTC MARKETS INITIAL DISCLOSURE STATEMENT

### VZILLION, INC.

Report prepared on December 7, 2009 for the period ending September 30, 2009.

**All information contained in Initial Disclosure Statement has been compiled to fulfill the disclosure requirements of the Pink OTC Markets.**

#### **PART A GENERAL COMPANY INFORMATION**

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

Present Name: Vzillion, Inc. (hereinafter referred to as the "Issuer").

|                                 |                      |
|---------------------------------|----------------------|
| Predecessors: Fusion Road, Inc. | Until September 2007 |
| HoldTek Enterprises, Inc.       | Until July 2007      |
| Continental Gourmet Group, Inc. | Until July 2007      |
| Bruin Group, Inc.               | Until May 2007       |
| Jayhawk Acceptance Corp.        | Until March 2007     |

**Item II The address of the issuer's principal executive offices**

Address: 701 Brickell Avenue, Suite 1550, Miami, Florida 33133  
Tel No. 305-728-5236

Fax No. 305-728-5288  
Website: www.Vzillion.com  
info@vzillion.com

**Item III Jurisdiction and date of the issuer's incorporation or organization**

Issuer originally formed in Texas as Jayhawk Acceptance Corporation in June of 1993. The Issuer completed a re-domicile to Delaware in December of 2006.

#### **PART B SHARE STRUCTURE**

**Item IV The exact title and class of securities outstanding**

As of the date of this statement, there are 213,552,686 shares of the Issuer's common stock outstanding, par value \$0.0001, Cusip number 92927Q109 and trading over the counter under the symbol "VZIL." Additionally, there are 100 shares of the Issuer's Series A Preferred stock outstanding, par value \$0.0001. There are no other shares of preferred stock outstanding. There are an additional twenty-five million (25,000,000)

shares reserved for conversion of the two outstanding debentures and one thousand (1,000) shares reserved for conversion of the Preferred.

**Item V Description of the security**

A. Par or stated value and description of the security

Common Stock par value \$0.0001

Preferred Stock par value \$0.0001

B. Rights

1. Common stock: Each and every common share is entitled to one vote with no preemption rights and rights to dividends as the Issuer may deem appropriate from time to time. There are no provisions in the Issuer's bylaws or charter that would delay, defer, or prevent a change in control of the Issuer.

2. Preferred stock: each one share of the Series A Preferred Stock is convertible into and votes as ten (10) shares of the Issuer's common stock.

3. No other material rights of common shareholders.

4. No provisions in issuer's charter or bylaws that would delay, defer or prevent a change in control of the issuer

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

1. As of September 30, 2009

i.number of shares authorized

Total: 250,000,100

Common: 250,000,000

Preferred: 100

ii. number of shares outstanding

Total: 213,552,786

Common: 213,552,686

Preferred: 100

iv. freely tradable shares (public float):

Common: 16,027,979

iii. total number of beneficial shareholders:

Common: 253

Preferred: 1

2. As of the end of the issuer's last two fiscal years

As of December 31, 2007.

i. number of shares authorized:

Total: 260,000,000

Common: 200,000,000

Preferred "A": 100

Preferred "D": 50,000,000

ii. number of shares outstanding:

Total: 166,027,879

Common: 166,027,879

Preferred "A" 100

Preferred "D" 0

iii. freely tradable shares (public float):

Common: 16,027,879

iv. total number of beneficial shareholders:

Common: 203

Preferred: 1

v. total number of shareholders of record:

Common: 203

Preferred: 1

As of December 31, 2008

i. number of shares authorized:

Total: 250,000,100

Common: 250,000,000

Preferred "A": 100

ii. number of shares outstanding:

Total: 213,552,786  
Common: 213,552,686  
Preferred "A" 100

iii. freely tradable shares (public float):

Common: 16,027,979

iv. total number of beneficial shareholders:

Common: 253  
Preferred: 1

v total number of shareholders of record:

Common: 253  
Preferred: 1

## **PART C BUSINESS INFORMATION**

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

Empire Stock Transfer, Inc.  
1869 Whitney Mesa Drive  
Henderson, NV 89014

Tele: (702) 818-5898  
Fax: (702) 974-1444

Empire Stock Transfer, Inc. is registered under the Exchange Act and is a SEC approved transfer agent.

### **Item VIII Nature of issuer's business**

#### **A. Business Development**

1. The issuer is a corporation.
2. The issuer was incorporated in Texas in June of 1993 as "Jayhawk Acceptance Corporation." In December of 2006, the issuer, via an agreement and plan of merger with Jayhawk Holdings, Inc. and Bruin Group, Inc. (both Delaware Corporations) completed a re-domicile to Delaware. In July of 2007, the Issuer merged with Vzillion, Inc. of Nevada.
3. The issuer's fiscal year ends on December 31.

4. The issuer filed a petition under Chapter XI of the Federal Bankruptcy Code in April of 1997.

5. The issuer merged with Vzillion, Inc. of Nevada in July 2007. Other than as mentioned in Section 2. above and the merger with Vzillion, Inc. of Nevada, there are no material mergers, consolidations, purchases, or sales of significant amounts of assets.

6. There have been no defaults.

7. Control of the issuer was transferred to the stockholders of the acquired/merged operating company, Vzillion, Inc. of Nevada in November 2007. Previously, the issuer was controlled by Pegasus Advisors, Inc. of California until May of 2007 and Airport Road Associates One, LLC until November of 2007.

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

The issuer, under the name of Continental Gourmet Group, Inc., performed a reverse split of 1,000 to 1 in May of 2007. The issuer, under the name of Fusion Road, Inc., issued 16,400,000 Series "C" preferred shares to Airport Road Associates One, LLC, the then majority shareholder. The issuer, under the name of Vzillion, Inc. retired the 16,400,000 Series "C" preferred shares owned by Airport Road Associates One, LLC and issued 170,000,000 common shares to various persons including 102,000,000 common shares to the issuer's President, Antonio Collier and 48,000,000 common shares to Financial Future Corporation and 20,000,000 common shares to other individuals and entities (none of which individually own over five percent of the Issuer). In February of 2008, the issuer cancelled and returned to treasury 20,000,000 shares of common stock from various investors in exchange for debt instruments of the issuer and issued an additional 41,500,000 common shares (upon the increase in the authorized common shares of the issuer) to various persons/entities including 25,500,000 common shares to Antonio Collier and 12,000,000 common shares to Financial Future Corporation.

9. Stock splits: 1,000 to 1 in May of 2007

Recapitalization: In April of 2008, an increase of 50,000,000 authorized common shares, cancellation and forced conversion of all outstanding preferred shares, cancellation of 20,000,000 common shares of certain investors in exchange for debt instruments of the issuer, and issuance of 41,500,000 common shares to certain persons, including 25,500,000 to Antonio Collier and 12,000,000 to Financial Future Corporation.

Issuance of 170,000,000 common shares to various persons including issuance of 102,000,000 common shares to Antonio Collier and 39,700,000 shares to Financial Future Corporation in November of 2007.

Issuance of 16,400,000 Series “C” preferred shares to Airport Road Associates One, LLC in July of 2007. The Series “C” preferred shares were cancelled in November of 2007.

Issuance of 10,000,000 Series “A” preferred shares to Pegasus Capital, Inc. in December 2006. 9,990,000 shares were then transferred to Airport Road Associates One, LLC in May of 2007.

Mergers: Between the issuer and Vzillion, Inc. of Nevada in July of, 2007.  
Between the issuer, Jayhawk Holdings, Inc. and Bruin Group, Inc. (both of Delaware) in December of 2006

10. Delisting of Securities. The issuer fulfilled its reporting requirements with the SEC until May of 1999. It is now de-registered.

11. There are no past, pending, or threatened legal proceedings or administrative actions.

### **B. Business of Issuer**

The issuer, Vzillion, Inc., is in the business of integrating real-world business and technology into virtual casual environments. This is accomplished by creating virtual website portals and a virtual domain system.

1.SIC Codes:

7379: Computer Related Services, Not Elsewhere Classified

2. The issuer is not a development stage company and is currently conducting operations.

3. The issuer is not a “shell company” as that term is defined in Securities Act Rule 405.

4. The issuer has no parent, subsidiary, or affiliate.

5. There are no governmental regulations that would have a materially affect the issuer’s business.

6. Estimated amount spent during each of the last two fiscal years on R&D activities, and if applicable, the extent to which the cost of such activities are borne directly by customers.

|       |                     |
|-------|---------------------|
| 2009  | <u>\$255,258.00</u> |
| 2008: | <u>\$116,494.00</u> |
| 2007: | <u>\$250,000.00</u> |

All the R&D expenses paid came from private investments in exchange for equity of the Issuer and/or for debt instruments of the Company.

7. Costs and effects of compliance with environmental laws: \$0.00. The issuer is engaged in business in the information technology industry and there are consequently little or no environmental compliance necessary.

8. Number of total employees and full time employees:

Total Employees: 3

Full-Time Employees: 3

## **Item IX                      The nature of products or services offered**

Vzillion, Inc. creates virtual worlds – both proprietary and for third parties – for the advertising, marketing and sale of both real world and virtual products and services as well as for access to information including gaming, entertainment and education. In addition, Vzillion will integrate existing future virtual world platforms through the meta-verse development medium, create virtual world platforms through the meta-verse development medium, create virtual economic structures that are in real world currency, create mediums to incorporate real-world products into an entertainment/virtual platforms, and act as a conduit for companies looking to enter the virtual arena and users looking for content.

### **A. principal products or services, and their markets**

The issuer creates virtual worlds – both proprietary and for third parties – for the advertising, marketing and sale of both real world and virtual products and services as well as for access to information including gaming, entertainment and education. In addition, the Issuer will generate existing future virtual world platforms through meta-verse development medium, create virtual economic structures that are in real-world currency, create mediums to incorporate real-world products into an entertainment/virtual platform, and act as a conduit for companies looking to enter the virtual arena and users looking for content.

### **B. Distribution methods of the products or services**

The services are all sold via website designed by the issuer, [www.Vzillion.com](http://www.Vzillion.com).

### **C. Status of any publicly announced new product or service**

None

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

The issuer owns and facilitates an innovative virtual “inner-net” consisting of customized entertainment, social interaction, and empowering business environments. While there are other virtual platforms on the worldwide web, the use of virtual reality on the internet is in its infancy. The issuer, through its virtual domain registry is linking these different destinations along with the destinations designed by the issuer for its own use and the use of its clients. To the best of the company’s knowledge, there are few, if any, other companies linking the virtual world’s in this unique way.

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

The company does not sell any tangible product, but rather, internet-related services and therefore the supply is unlimited.

F. Dependence on one or a few major customers

The issuer is not dependent on one or few major customers.

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

None.

H. The need for any governmental approval of principal products or services and the status of any requested governmental approvals

None.

**Item X The nature and extent of the issuer’s facilities**

Office location, any assets, properties or facilities, condition of the property

Address: 701 Brickell Avenue, Suite 1550, Miami, Florida 33133

Assets: The issuer’s primary assets consist of its proprietary methods of developing virtual reality based websites.

Properties/Facilities: The issuer does not own any real property.

Condition of Property: The issuer does not own any real property.

**PART D MANAGEMENT STRUCTURE & 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



President: Antonio Collier

Business Address: 701 Brickell Avenue, Suite 1550, Miami, Florida 33133

Vzillion, Inc. – President – 2007-Present. Mr. Collier was the President of the pre-merger operating Company, Vzillion, Inc. of Nevada and the President of the Issuer post-merger.

Dynamedia, LLC – President - 2005-2007 – Responsible for day to day operation of internet marketing company

Freedom WiFi – President- 2002-2005 – Responsible for day to day operations for wireless internet service

PCmen2u.com – President - 1998 – 2002 – Responsible for day to day operations of Mobile PC service

Board Memberships and other affiliations: President

Compensation by Issuer: \$160,000 yearly salary

Number and Class of Securities Beneficially Owned: 127,500,000 Common Shares

Antonio Collier is the sole director of the Company. The company is actively interviewing key industry individuals for membership on its board.

B. Legal/Disciplinary History:

Antonio Collier:

1. Convictions in a criminal proceeding or named as a defendant in a pending criminal proceeding

None

2. The entry of an order, judgment, 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 Commodity Futures Trading Commission, 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

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

There are no relationships between Antonio Collier and any other officer, director, persons nominated or chosen by the Issuer to become directors or officers, or beneficial owner of more than five percent (5%) of the class of the Issuer's securities.

#### D. Disclosure of Related Party Transactions

There are no related party transactions involving the Issuer in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the Issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a director or indirect material interest.

#### E. Disclosure of Conflicts of Interest

There are no conflicts of interest.

### **Item XII Financial information for the issuer's most recent fiscal period**

Financial information of the Issuer for the period from January 1, 2009 through September 30, 2009 is attached hereto as "Exhibit A" and is hereby incorporated by reference. Such quarterly and annual reports include an accountant's report, balance sheet, statement of income and comprehensive income, statement of cash flows and accompanying notes. There is no audit letter as the financial information is not audited.

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

Financial information of the Issuer for the years ending December 31, 2007 and December 31, 2008 are attached hereto as "Exhibit B" and are hereby incorporated by reference. Such report includes only the financial information of Vzillion, Inc. of Nevada, the operating company after the merger between the Issuer and Vzillion, Inc. of Nevada and of the Issuer after the merger. Vzillion, Inc. of Nevada began operations in 2007 and there is therefore no financial information for Vzillion, Inc. of Nevada in 2006. Such yearly report for the year ending December 31, 2007 and December 31, 2008

includes an accountant's report, balance sheet, statement of income and comprehensive income, statement of cash flows and accompanying notes. There is not audit letter as the financial information is not audited.

**Item XIV Beneficial Owners**

Antonio Collier: 127,500,000 common shares (61.43%)  
Address: 701 Brickell Avenue, Suite 1550, Miami, Florida 33133  
Resident Agent: N/A

Financial Future Corporation: 51,700,000 common shares (24.91%)  
Address: 1772 E. Jericho Turnpike, Suite 2, Huntington, NY 11743  
Resident Agent: The Company Corporation

**ITEM XV The name, address, telephone number, and e-mail address of each of the following outside providers that advise the Issuer on matters relating to the operations, business development and disclosure:**

Investment Banker: N/A

Promoters: N/A

Counsel: N/A

Accountant: East West Accounting – Frasad Farooq. CPA, CFE  
13550 SW 88 St.,  
Suite 236B  
Miami, FL 33186  
(305) 383-6330

Public Relations: N/A

No advisor assisted, advised, prepared or provided information with respect to this disclosure statement

**Item XVI Management Discussion & Analysis or Plan of Operation**

A. Plan of Operation

Vzillion, Inc. was organized in the State of Nevada. In July 2008, the Company merged with Fusion Road, Inc., a publicly traded pink sheet company, organized under the laws of the state of Delaware with Fusion Road, Inc. as the surviving entity. Fusion Road immediately changed its name to Vzillion, Inc.

It is a Lifestyle & Technology Innovation company. VZillion utilizes “Virtureal” Environments, Hardware, Applications and Entertainment to merge both online and offline lives. With the explosion of web 2.0 and virtual worlds the web has begun to transform from an endless array of WebPages and sites to more of a relevant and engaging universe. The next step in this evolution is the creation of an immersive and always connected way of experiencing this environment. VZillion is delivering that New Way and beyond.

Initially VZillion will deliver a free “Virtureal” environment, an Apartment that lets the user begin to experience the New Way. From themed apartments that let the user connect with their favorite Celebrities, to bringing new and innovative ways to create revenue. The apartment is the home of tomorrow on the Internet today.

VZillion will bring the real-time internet to life first by giving its users a home on the web. Our virtual apartments will be the entry into the VZillion “Virtureal” Environments. The apartment will become the link between the user and their online lives. From Entertainment and Shopping, to Education and Business the apartments will begin to deliver relevant content and services exclusively to its resident. VZillion will continue to develop to become smarter and allow its members to use the internet with ease. VZillion is not a virtual world or online game, nor are we avatars and fantasy lives. VZillion is not a search engine or computer operating system and it is definitely not a browser.

Beginning with the merger and continuing through the date of this Statement, Vzillion has been developing its environment. Although VZillion has not yet started generating revenue, it starting issuing apartments to the public in October of 2009. The Issuer believes that the capital requirements necessary for the Issuer to remain as a going concern most likely will not be satisfied through the sale of the Issuer’s products and current capital accounts. The Issuer further recognizes that due to the Issuer’s relatively short operating history (as Vzillion, LLC), the Issuer may need to raise additional capital through an equity or debt offering within the next twelve months.

Over the next twelve months, the Company intends to generate revenue from numerous courses including: (i) advertising; (ii) apartment upgrades; (iii) sale of real of virtual merchandise; (iv) development fees from the development of virtual worlds within the Vzillion environment for third parties; (v) the sale of music, videos and concerts distributed through and/or viewed within the environment;

It is expected that the Company will be able to generate sufficient cash to satisfy its monthly requirements by the end of the second quarter of 2010. In addition, the Company expects to raise up to five hundred thousand dollars (\$500,000) by the end of 2009 and additional funds, as needed, until the Company is cash flow positive.

Over the next twelve months the Company will continue to develop and expand the environment and offer additional content, including, but not limited to, extensive education content and entertainment content from the music world.

The Company plans to hire additional developers, administrative personnel, sales and marketing professionals and additional senior management over the next twelve months. Although the exact number of additional employees is not known, it is expected that the Company will hire at least fifteen to twenty personnel to fill these roles in the first two quarters of 2010.

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

In the fiscal years ending December 31, 2007 and 2008 and the first three quarters of 2009, the Company was in a pre-revenue phase, using paid in capital to develop its products. The Issuer focused on the optimization of its product throughout this period.

As the Company is still pre-revenue, the Issuer had a net loss since its inception. However, the Issuer was able to meet its capital requirements to further its business operation capital through private investments. The Issuer believes that its implemented marketing strategy has been successful.

Even though the Issuer has grown considerably since the inception, there are several risk factors investors should consider that may affect the Issuer's ability to remain as a going concern. The Issuer is a small company and as such it is subject to all of the risks and uncertainties of any such business. The Issuer has expended much of its efforts and funds on developing its environment. The Issuer's products are unique and whether they can be successfully commercialized is uncertain. Additionally, trends for existing customers to purchase the Issuer's products is unknown due to the Issuer's relatively short operating history. As a small company, the Issuer is highly dependent upon the efforts and abilities of its management. The loss of the services of any of them could have a substantial adverse effect on it. To achieve its business goals, the Issuer may have to attract investment capital. It is uncertain about its ability to attract sufficient capital to fund its growth and financing may be dilutive to the then-existing shareholders. Although the Issuer has commitments for funding, it does not have firm sources of internal or external liquidity.

**C. Off-Balance Sheet Arrangements.**

The Company does not currently 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.**

On June 26, 2008:

- i. nature of each offering – issuance of 41,000,000 shares of the Issuer’s restricted common stock to various individuals, including 25,500,000 shares issued to Antonio Collier and 12,000,000 shares issued to Financial Future Corporation
- ii. any jurisdictions where the offering was registered or qualified – n/a
- iii. the number of shares offered – 41,000,000
- iv. the number of shares sold – 41,000,000
- v. the price at which the shares were offered, and the amount actually paid to the issuer – n/a
- vi. the trading status of the shares – restricted

On June 19, 2008:

- i. nature of each offering – 2,500,000 shares of the Issuer’s restricted common stock to Berten, LLC for services rendered
- ii. any jurisdictions where the offering was registered or qualified – n/a
- iii. the number of shares offered – 2,500,000
- iv. the number of shares sold – 2,500,000
- v. the price at which the shares were offered, and the amount actually paid to the issuer – n/a
- vi. the trading status of the shares – restricted

On November 19, 2007:

- i. nature of each offering – 170,025,000 shares of the Issuer’s restricted common stock to various individuals, including 102,000,000 shares issued to Antonio Collier and 48,000,000 shares issued to Financial Future Corporation pursuant to the merger between Vzillion, Inc. of Nevada and the Issuer on July 16, 2008. (Note: 20,000,000 of these shares have been cancelled as of the date of this Statement).
- ii. any jurisdictions where the offering was registered or qualified – n/a
- iii. the number of shares offered – 170,025,000

- iv. the number of shares sold – 170,025,000
- v. the price at which the shares were offered, and the amount actually paid to the issuer – n/a
- vi. the trading status of the shares – restricted

On July 17, 2007:

- i. nature of each offering - Securities Act Rule 504 Offering of unrestricted and freely tradable common stock on July 17, 2007 to MJSC Enterprises, LLC
- ii. any jurisdictions where the offering was registered or qualified - Minnesota
- iii. the number of shares offered - 16,000,000
- iv. number of shares sold - 16,000,000
- v. the price at which the shares were offered, and the amount actually paid to the issuer - Share price offered and paid was \$0.0125
- vi. the trading status of the shares - Freely Tradable with no restrictions
- vii. the certificates have no restrictive legend and no restrictions on transfer

## **PART F                      EXHIBITS**

### **Item XVIII    Material Contracts**

There are no material contracts.

### **Item XIX      Articles of Incorporation and Bylaws**

The Certificate of Incorporation, and amendments, and Bylaws of the Issuer are attached hereto as “Exhibit C” and are hereby incorporated by reference.

Additionally, a certified shareholder list of the Issuer’s outstanding common stock as of December 07, 2009 is attached hereto as Supplemental Information (Shareholders of 5% or more) and is hereby incorporated by reference.

### **Item XX       Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The Issuer has made no purchases of Equity Securities.

### **Item XXI      Issuer’s Certifications**

I, Antonio Collier, President, sole Officer, and sole Director of Vzillion, Inc., certify that:

1. I have reviewed this quarterly disclosure statement of Vzillion, Inc.;
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 cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: December 7, 2009

/s/ Antonio Collier  
Antonio Collier  
President / Director

**Annual Report**

Financials for the Period January 1, 2009 – September 30, 2009

Published on Pinksheets.com separately

**Annual Report**

Financial Information – 2007 and 2008

Published on Pinksheets.com separately

**Supplemental Information**

Certification of Incorporation  
Amendments  
By-Laws

Published on Pinksheets.com separately

**Supplemental Information**

Shareholders of 5% or more

Published on Pinksheets.com separately



