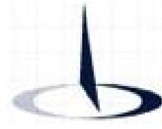
QUARTERLY REPORT FOR THE THREE MONTH PERIOD ENDING March 31, 2010



METATRON INC.

(Exact name of issuer as specified in its charter.)

DELAWARE 27-0298575

(State or Other Jurisdiction of (I.R.S. Employer Incorporation or Organization) Identification No.)

160 GREENTREE DRIVE SUITE 101 DOVER, DE 19904

(Address of principal executive offices)

(619) 550-4668

(Company's telephone number, including area code)

Ms. Victoria Duff
Investor Relations
(619) 550-4668
ir@metatroninc.com

(Company contact)

May 15, 2010

QUARTERLY REPORT FOR THE THREE MONTH PERIOD ENDING March 31, 2010

Item 1. Exact name of the issuer and its predecessor:

Metatron Inc. – effective April 24, 2009
XRG Inc. – January 16, 2002 to April 24, 2009
USA Polymers Inc. – November 17, 2000 to January 16, 2002

Address of the issuer's principal executive offices:
160 Greentree Drive, Suite 101
Dover, DE 19904

Telephone and Fax : (619) 550-4668

Website: www.metatroninc.com

Investor Relations:
Victoria Duff, Investor Relations
Telephone: (619) 550-4668
Email: ir@metatroninc.com

Item 2. Exact titles and classes of securities outstanding:

Common Stock Trading Symbol: MRNJ CUSIP# 59140T 103
Preferred Stock Series "A" Convertible Preferred Stock

Number of shares or total amount of securities outstanding for each class of securities authorized:

Common Stock
As of March 31, 2010, we have 300,000,000 shares authorized and 269,413,425 shares issued and outstanding of which 242,498,923 are freely tradable.

As of March 31 2010, we have 150 shareholders of record.

Preferred Stock
As of March 31, 2010, we have 5,000,000 shares authorized, and one (1) share issued and outstanding.

Series "A" Preferred Stock
As of March 31, 2010, we have one (1) shares authorized, and one (1) share of Series "A" Convertible Preferred Stock, issued and outstanding.

Item 3. Interim Financial Statements.

METATRON, INC.

Interim Financial Statements and Notes are attached at the end of this document in Exhibit A.

Item 4.Management's Discussion and Analysis or Plan of Operation:

A. Plan of Operation.

The management of Metatron, Inc. has decided to focus company resources on the i-Mobilize subsidiary. It has proved its business model by acquiring contracts with top authors, personalities and publishers in the self-improvement and self-help industry. i-Mobilize will continue to emphasize the self-help content niche because the market is lucrative but underserved with respect to the mobile app industry. The Company is also in discussions with mainstream music and movie content owners and will continue to pursue acquisition of high quality evergreen content in all genres.

i-Mobilize is currently in Phase I of a three phase build-out plan. The goals of Phase I are to acquire contracts and content for its content library to be developed into apps for sale to consumers for use in their mobile devices. Phase II is expected to begin during the 3rd Quarter and will focus on aggressive distribution of apps. Phase III is expected to begin in the 4th Quarter and will focus on marketing and promotion in order to optimize revenues during the Holiday Shopping Season 2010.

Metatron, Inc. is continuing to seek value added investment and strategic partnerships for its i-Mobilize unit.

While the Company has no immediate plans to spin off i-Mobilize, management recognizes that such a procedure may be in the best interests of Metatron, Inc. shareholders and could provide funding for the acquisition of additional companies into the Metatron holding company.

As of May 15, 2010 the Company management feels there is sufficient cash flow to operate the business for the foreseeable future.

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

Information for the three month period ending March 31, 2010

Overview

Metatron, Inc. was incorporated on November 17, 2000 under the laws of the State of Delaware as USA Polymers Inc. On July 26, 2001 we filed a certificate of amendment to change our name to XRG Inc, and began operations as a holding company that owned subsidiary interstate trucking companies.

On March 22, 2009 we entered into an agreement with Belmont Partners LLC ("Belmont") by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay

Financial Solutions Inc., ("South Bay"), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we entered into a joint venture agreement with Rcomm Inc. under which we have operated our current business.

On April 24, 2009 we amended our Articles of Incorporation to change our name to Metatron Inc., increased our authorized common stock to one hundred million (100,000,000) and reverse split our issued and outstanding common stock by a forty to one (40-1) ratio.

On June 3, 2009 we acquired Rcomm Inc. in exchange for the issuance of twenty million (20,000,000) shares of common stock to Rcomm's sole shareholder.

Joe Riehl, our controlling stockholder, was appointed as our President and sole director on June 3, 2009. We currently have three full time employees and operate as a holding company that identifies and incubates promising Internet, mobile and digital industry businesses that represent internal synergy for Metatron with the potential, though not a requirement, for spin off as freestanding companies.

Risks That Relate to Our Business

We have a very limited operating history, limited revenues and only minimal assets. We have a very limited operating history and limited revenues to date. We have no significant assets or financial resources. We have had losses and they are likely to continue in the near future. No assurance can be given that we will be able to develop our business organically or through mergers or acquisitions.

We need to obtain financing in order to continue our operations.

On a prospective basis, we will require both short-term financing for operations and long-term capital to fund our expected growth. We have no existing bank lines of credit and have not established any definitive sources for additional financing. Based on our current operating plan, we have enough cash to meet our anticipated cash requirements for approximately 12 months. We will likely require additional funds if we want to fully implement our business plan and take advantage of evolving market conditions. Additional financing may not be available to us, or if available, then it may not be available upon terms and conditions acceptable to us. If adequate funds are not available, then we may be required to delay, reduce or eliminate product development or marketing programs. Our inability to take advantage of opportunities in the industry because of capital constraints may have a material adverse effect on our business and our prospects.

We face intense competition, which could harm our business.

We face intense competition, which could harm our business, and we expect competition to intensify in the future. Our market is relatively new, intensely

competitive, highly fragmented and subject to rapid technological change. We expect competition to intensify and increase over time because:

- there are few barriers to entering the development and sale of apps for use in mobile devices;
- our industry is consolidating;
- many of our competitors are forming cooperative relationships; and
- almost all of our competitors have longer operating histories, greater name recognition, larger established client bases, longer client relationships and significantly greater financial, technical, personnel and marketing resources than we do. Our competitors may be able to undertake more extensive marketing campaigns, adopt more aggressive pricing policies and make more attractive offers to potential clients, employees and strategic partners.

Further, our competitors may perform Internet services that are equal or superior to our services or that achieve greater market acceptance than our services. We have no patented or other proprietary technology that would limit competitors from duplicating our services. We must rely on the skills of our personnel and the quality of our client service.

Increased competition is likely to result in price reductions, reduced gross margins additional marketing expenses and loss of market share, any of which would have a material adverse effect on our business, results of operations and financial condition. We cannot assure you that we will be able to compete successfully against existing or future competitors.

If we fail to remain competitive, then our revenues may decline, which could adversely affect our future operating results and our ability to grow our business.

Our efforts to raise awareness of our corporate identity may not be successful, which may limit our ability to expand our client base and attract acquisition candidates and employees.

We believe that building our corporate identity is critical for attracting and expanding our client base and attracting employees. If we do not continue to build our corporate identity, we may not be able to affect our strategy. We also believe that reputation and name recognition will grow in importance as the number of companies competing in the market for the development and sale of apps for use in mobile devices increases. Our success will be predicated on providing high quality, reliable and cost-effective services. If clients do not deem our services as meeting their needs, or if we fail to market our services effectively, we will be unsuccessful in maintaining and strengthening our corporate identity.

If we do not keep pace with technological changes, our services may become less competitive and our business could suffer.

Our market is characterized by rapidly changing technologies, frequent new product and service introductions, and evolving industry standards. If we cannot keep pace with these changes our services could become less competitive and our business could suffer. To achieve our goals, we need to provide services that keep pace with continuing changes in industry standards, information technology and client preferences. We may be unable to develop and introduce new services or enhancements to existing services in a timely manner or in response to changing market conditions or client requirements. This would materially and adversely affect our business, results of operations and financial condition.

The market for our services and our revenue growth depend on our current and potential clients accepting and employing the Internet.

Since we expect to derive most of our revenues from providing Internet professional services, our future success is dependent on increased use of the Internet as a marketplace. If the Internet develops as a viable marketplace more slowly than expected, our business, results of operations and financial condition could materially suffer. Most of our current or potential clients have limited experience with Internet marketing and may determine that the Internet is not an effective method for expanding their businesses. We cannot assure you that the market for Internet professional services will continue to grow or become sustainable.

Governmental regulations regarding the Internet may be enacted which could impede our business.

To date, governmental regulations have not materially restricted the use of the Internet by most companies. However, laws and regulations relating to the Internet may change. New laws and regulations, or new interpretations of existing laws and regulations, could impact us directly, by regulating our operations or imposing additional taxes on the services we provide, which could adversely impact our results and operations. These regulations could restrict our ability to provide our services or increase our costs of doing business.

In addition, new laws could impact us indirectly by preventing our clients from delivering products and services over the Internet or slowing the growth of the Internet. New laws relating to sales and other taxes, user privacy, pricing controls, consumer protection and international commerce may limit the growth of the Internet as a commercial vehicle. In addition, unfavorable judicial interpretation of existing laws, and the adoption of new laws, regarding liability for libel and defamation and copyright, trademark and patent infringement may extend liability to Web site owners. If these new laws decrease the acceptance of e-commerce and other aspects of the Internet, our clients may be harmed and, as a consequence, our revenue growth and growth in demand for our services would be limited and our business, results of operations and financial condition would be adversely affected.

We may be subject to liability if our services or solutions for our clients infringe upon the intellectual property rights of others.

It is possible that in performing services for our clients, we may inadvertently infringe upon the intellectual property rights of others. In such event, the owner of the intellectual property may commence litigation seeking damages and an injunction against both us and our client, and the client may bring a claim against us. Any infringement litigation would be costly, regardless of whether we ultimately prevail. Even if we prevail, we will incur significant expenses and our reputation would be hurt, which would affect our ability to generate business and the terms on which we would be engaged, if at all.

We are dependent upon our management and we need to engage additional skilled personnel.

Our success depends in large part on the skills and efforts of our only officer, our president and chief executive officer, Joe Riehl. The loss of the services of Mr. Riehl could have a material adverse effect on the development and success of our business. Mr. Riehl has an employment agreement with us that requires him to devote such of his working time to our business as we and Mr. Riehl determine is necessary for the performance of his duties under his employment agreement. We have not obtained key man insurance on the life of Mr. Riehl. Our future success will depend in part upon our ability to attract and retain additional qualified management and technical personnel. Competition for such personnel is intense and we will compete for qualified personnel with numerous other employers, almost all of which have significantly greater financial and other resources than we. We may experience increased costs in order to retain and attract skilled employees. Our failure to attract additional personnel or to retain the services of key personnel and independent contractors could have a material adverse effect on our ability to operate profitably.

If we make any acquisitions, they may disrupt or have a negative impact on our business.

If we make acquisitions, we could have difficulty integrating the acquired companies' personnel and operations with our own. In addition, the key personnel of the acquired business may not be willing to work for us. We cannot predict the effect expansion may have on our core business. Regardless of whether we are successful in making an acquisition, the negotiations could disrupt our ongoing business, distract our management and employees and increase our expenses.

In addition to the risks described above, acquisitions are accompanied by a number of inherent risks, including, without limitation, the following:

- the difficulty of integrating acquired products, services or operations;
- the potential disruption of the ongoing businesses and distraction of our management and the management of acquired companies;
- difficulties in complying with regulations in other countries that relate to our businesses;

- difficulties in maintaining uniform standards, controls, procedures and policies;
- the potential impairment of relationships with employees and customers as a result of any integration of new management personnel;
- the potential inability or failure to achieve additional sales and enhance our customer base through cross-marketing of the products to new and existing customers;
- the effect of any government regulations which relate to the business acquired;
- potential unknown liabilities associated with acquired businesses or product lines, or the need to spend significant amounts to retool, reposition or modify the marketing and sales of acquired products or the defense of any litigation, whether of not successful, resulting from actions of the acquired company prior to our acquisition;
- difficulties in disposing of the excess or idle facilities of an acquired company or business and expenses in maintaining such facilities; and
- potential expenses under the labor, environmental and other laws of other countries.

Our business could be severely impaired if and to the extent that we are unable to succeed in addressing any of these risks or other problems encountered in connection with an acquisition, many of which cannot be presently identified. These risks and problems could disrupt our ongoing business, distract our management and employees, increase our expenses and adversely affect our results of operations.

If we spin off any of our subsidiaries it may disrupt or have a negative impact on our business.

No dividends.

We have not paid any dividends on our common stock and do not anticipate paying cash dividends in the foreseeable future. We intend to retain any earnings to finance the growth of our business and we may never pay cash dividends.

Risks Concerning our Securities.

Our common stock has no active trading market.

While our common stock has become listed for quotation on the Pink OTC Markets only a limited trading market has developed and we do not anticipate having a significant public float. In the absence of an active trading market, you may have difficulty buying and selling or obtaining market quotations for our stock; the market

visibility for our stock may be limited, and the lack of visibility for our common stock may have a depressive effect on the market price for our common stock.

Our stock price may be affected by our failure to meet projections and estimates of earnings developed either by us or by independent securities analysts.

Our operating results may fall below the expectations of securities analysts and investors as well as our own projections. In this event, the market price of our common stock would likely be materially adversely affected.

The sale of common stock from existing shareholders or creditors may have a depressive effect upon the market for our common stock.

We may have a minimal public float, and any shares of common stock offered by us or other entities may constitute a not insignificant portion of the outstanding shares of our common stock. If stockholders sell a significant number of shares of common stock, the market price of our common stock may decline.

Because we may be subject to the "penny stock" rules, you may have difficulty in selling our common stock.

If a public market develops for our common stock, and if our stock price is less than $5.00 per share, our stock may be subject to the SEC's penny stock rules, which impose additional sales practice requirements and restrictions on broker-dealers that sell our stock to persons other than established customers and institutional accredited investors. The application of these rules may affect the ability of broker-dealers to sell our common stock and may affect your ability to sell any common stock you may own.

According to the SEC, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include:

- Control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer;

- Manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases;

- "Boiler room" practices involving high pressure sales tactics and unrealistic price projections by inexperienced sales persons;

- Excessive and undisclosed bid-ask differentials and markups by selling broker-dealers; and

- The wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the inevitable collapse of those prices with consequent investor losses.

As an issuer of "penny stock' the protection provided by the federal securities laws relating to forward looking statements does not apply to us.

Although the federal securities law provide a safe harbor for forward-looking statements made by a public company that files reports under the federal securities laws, this safe harbor is not available to issuers of penny stocks. As a result, if we are a penny stock we will not have the benefit of this safe harbor protection in the event of any based upon a claim that the material provided by us, including this annual report, contained a material misstatement of fact or was misleading in any material respect because of our failure to include any statements necessary to make the statements not misleading.

Because we are not subject to compliance with rules requiring the adoption of certain corporate governance measures, our stockholders have limited protections against interested director transactions, conflicts of interest and similar matters.

The Sarbanes-Oxley Act of 2002, as well as rule changes proposed and enacted by the SEC, the New York and American Stock Exchanges and the NASDAQ Stock Market as a result of Sarbanes-Oxley, require the implementation of various measures relating to corporate governance. These measures are designed to enhance the integrity of corporate management and the securities markets and apply to securities which are listed on those exchanges or the NASDAQ Stock Market. Because we are not presently required to comply with many of the corporate governance provisions and because we chose to avoid incurring the substantial additional costs associated with such compliance any sooner than necessary, we have not yet adopted all of these measures. As of the date of this Form 10-K, we are not in compliance with requirements relating to the distribution of annual and interim reports, the holding of stockholders meetings and solicitation of proxies for such meeting and requirements for stockholder approval for certain corporate actions. Until we comply with such corporate governance measures, regardless of whether such compliance is required, the absence of such standards of corporate governance may leave our stockholders without protections against interested director transactions, conflicts of interest and similar matters and investors may be reluctant to provide us with funds necessary to expand our operations.

Our officers and directors have limited liability and have indemnity rights which may discourage stockholders from bringing an action against them.

Our Certificate of Incorporation provides that we will indemnify our officers and directors against losses sustained or liabilities incurred which arise from any transaction in that officer's or director's respective managerial capacity unless that officer or director violates a duty of loyalty, did not act in good faith, engaged in intentional misconduct or knowingly violated the law, approved an improper dividend, or derived an improper benefit from the transaction. Our Certificate of Incorporation also provides for the indemnification by us of our officers and directors against any losses or liabilities incurred as a result of the manner in which the officers and directors operate our business or conduct our internal affairs, provided that in

connection with these activities they act in good faith and in a manner which they reasonably believe to be in, or not opposed to, our best interests of and their conduct does not constitute gross negligence, misconduct or breach of fiduciary obligations. The existence of these provisions may discourage holders of our Common Stock from bringing an action against management because we may be responsible for paying all costs associated therewith, which could negatively impact the value of our Common Stock.

Failure to achieve and maintain effective internal controls in accordance with Section 404 of the Sarbanes-Oxley Act could have a material adverse effect on our business and operating results. In addition, current and potential stockholders could lose confidence in our financial reporting, which could have a material adverse effect on our stock price.

Effective internal controls are necessary for us to provide reliable financial reports and effectively prevent fraud. If we cannot provide reliable financial reports or prevent fraud, our operating results could be harmed. We are required to document and test our internal control procedures in order to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act, which requires annual management assessments of the effectiveness of our internal controls over financial reporting for the year ending December 31, 2008 and a report by our independent registered public accounting firm addressing these assessments for the year ending December 31, 2009. During the course of our testing, we may identify deficiencies which we may not be able to remediate in time to meet the deadline imposed by the Sarbanes-Oxley Act for compliance with the requirements of Section 404. In addition, if we fail to maintain the adequacy of our internal controls, as such standards are modified, supplemented or amended from time to time, we may not be able to ensure that we can conclude on an ongoing basis that we have effective internal controls over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act. Failure to achieve and maintain an effective internal control environment could also cause investors to lose confidence in our reported financial information, which could have a material adverse effect on our stock price.

Transfers of our securities may be restricted by virtue of state securities "blue sky" laws which prohibit trading absent compliance with individual state laws. These restrictions may make it difficult or impossible to sell shares in those states.

Transfers of our common stock may be restricted under the securities or securities regulations laws promulgated by various states and foreign jurisdictions, commonly referred to as "blue sky" laws. Absent compliance with such individual state laws, our common stock may not be traded in such jurisdictions. Because the securities registered hereunder have not been registered for resale under the blue sky laws of any state, the holders of such shares and persons who desire to purchase them should be aware that there may be significant state blue sky law restrictions upon the ability of investors to sell the securities and of purchasers to purchase the securities. These

restrictions may prohibit the secondary trading of our common stock. Investors should consider the secondary market for our securities to be a limited one.

How We Generate Revenue

We generate revenue by providing consulting services in the areas of web development, mobile software, on-line marketing, PPC management, SEO services and corporate strategy to Internet-based businesses. Due to our President's depth of experience, we are able to generate improved returns on investments in advertising for our clients and base our fee structure on the increased cashflow that our efforts generate for our clientele.

When our clients realize an increase in sales due to implementing our ideas we receive a percentage of the increased profits. Our contracts are designed to be long-term and performance based to optimize client value.

Our Business Objectives

- Create or acquire complimentary Internet-based companies to leverage economies of scale;
- Develop and promote IPhone and mobile device software;
- Implement subscription based models and advertising revenue optimization opportunities;
- Build new applications on social networking platforms and mobile platforms, and
- Capitalize on new opportunities that emerge in our rapidly evolving industry

Results of Operations for the three month period ended March 31, 2010 as compared to the three month period ending March 31, 2009.

Revenues

Revenue was $34,790 for the three month period ended March 31, 2010as compared to $151,900 for the three month period ended March 31, 2009, a decrease of 77%.

These revenues are primarily generated from the development and sale of apps for use in mobile devices. The decrease in revenue was caused by overall economic conditions, seasonal factors in retailing and the Company's emphasis on building i-Mobilize which resulted in limited consulting revenues, the previousl major source of revenues.

Cost of Revenue

Our subsidiary, i-Mobilize, purchases and licenses content for development into apps. The Company pays acquisition fees, licensing fees, consulting fees for deal facilitation, and the costs of developing the raw content into apps.

Cost of revenue was $131,232 for the three month period ended March 31, 2010 as compared to no cost of revenue for the three month period ended March 31, 2009, a 100% owing to the different business model adopted on June 3, 2009 with the acquisition of Rcomm.

Operating Expenses

Operating Expenses for the three month period ended March 31, 2010 increased to $331,184 from no operating expense for the three month period ended March 31, 2009, representing a increase of 100%.

The increase in Operating Expenses is primarily attributable to our focus on software development and business development activities owing to the different business model adopted on June 3, 2009 with the acquisition of Rcomm.

General and Administrative Expenses for the three month period ended March 31, 2010 increased to $331,184 from no operating expense for the three month period ended March 31, 2009, representing a increase of 100%.

The increase in General and Administrative Expenses is primarily attributable to our focus on research and development activities owing to the different business model adopted on June 3, 2009 with the acquisition of Rcomm.

Net Income (Loss)

Net income decreased to ($296,394) for the three month period ended March 31, 2010 from a net gain of $151,900 for the three month period ended March 31, 2009. The decrease in net income is primarily owing to the different business model adopted on June 3, 2009 with the acquisition of Rcomm.

Liquidity and Capital Resources

The Company is currently financing its operations primarily through cash generated by revenues derived from consulting operations.

As of March 31, 2010, the Company had $26,173 in cash. Historically, the Company's principal working capital needs have been met through continuing operations. As the Company grows and expands its operations, the need for working capital will increase. The Company expects to finance its internal growth with cash provided from operations, borrowings, debt or equity offerings, or some combination thereof.

The Company's net income for the three month period ended March 31, 2010 was ($296,394). During the three month period ended March 31, 2010 we received a total of $34,790 in revenue and had total operating expenses of $331,184.

Critical Accounting Pronouncements

Our significant accounting policies are summarized in Note 1 of our financial statements.

We have adopted the following accounting standards. While all of these significant accounting policies impact our financial condition, our views of these policies are critical. Policies determined to be critical are those policies that have the most significant impact on our financial statements and require management to use a greater degree of judgment and estimates. Actual results may differ from those estimates. Our management believes that given current facts and circumstances, it is unlikely that applying any other reasonable judgments or estimate methodologies would cause effect on our consolidated results of operations, financial position or liquidity for the periods presented in this report:

We account for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

We value property and equipment at cost and depreciate these assets using the straight-line method over their expected useful life. We use a three year life for software and five year life for computer equipment.

We recognize revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

Recent Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (FASB) issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements – an amendment of ARB No. 51 ". This statement improves the relevance, comparability, and transparency of the financial information that a reporting entity provides in its consolidated financial statements by establishing accounting and reporting standards that require; the ownership interests in subsidiaries held by parties other than the parent and the amount of consolidated net income attributable to the parent and to the noncontrolling interest be clearly identified and presented on the face of the consolidated statement of income, changes in a parent's ownership interest while the

parent retains its controlling financial interest in its subsidiary be accounted for consistently, when a subsidiary is deconsolidated, any retained noncontrolling equity investment in the former subsidiary be initially measured at fair value, entities provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS No. 160 affects those entities that have an outstanding noncontrolling interest in one or more subsidiaries or that deconsolidate a subsidiary. SFAS No. 160 is effective for fiscal years, and interim periods within those fiscal years, beginning on or after December 15, 2008. Early adoption is prohibited. The adoption of this statement is not expected to have a material effect on the Company's financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("SFAS No. 141R"), which replaces FASB Statement No. 141. SFAS No. 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquiree and the goodwill acquired. The Statement also establishes disclosure requirements that will enable users to evaluate the nature and financial effects of the business combination. SFAS No. 141R applies prospectively to business combinations in fiscal years beginning after December 15, 2008. Early adoption is not permitted. Accordingly, any business combination the Company consummated prior to January 1, 2009 were recorded and disclosed in accordance with SFAS No. 141. The Company expects SFAS No. 141R to have an impact on its consolidated financial position and results of operations. However, the nature and magnitude of the impact will depend upon the terms and size of the acquisitions the Company consummates on or after January 1, 2009. Two illustrative examples of the impact of the adoption of SFAS No. 141R follow. Prior to the adoption of SFAS No. 141R, direct costs incurred in connection with a business combination, such as finder's, advisory, accounting, legal, valuation and other professional fees, were capitalized as part of the cost of the acquired business; under SFAS No. 141R these costs will be expensed as incurred. In addition, prior to the adoption of SFAS No. 141R, decreases to deferred tax asset valuation allowances associated with a business combination usually resulted in a decrease to goodwill; under SFAS No. 141R, these adjustments are accounted for as a component of income tax expense.

In February 2008, the FASB issued FSP FAS 157-2, "Effective Date of FASB Statement No. 157" ("FSP FAS 157-2"), which delays the effective date of SFAS No. 157 to fiscal years beginning after November 15, 2008 for all nonfinancial assets and nonfinancial liabilities except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The Company does not expect the adoption of FSP FAS 157-2 to have a material impact on its consolidated financial position, results of operations or cash flows.

In March 2008, the FASB issued SFAS No. 161, “Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133” (SFAS 161). This statement is intended to improve transparency in financial reporting

by requiring enhanced disclosures of an entity's derivative instruments and hedging activities and their effects on the entity's financial position, financial performance, and cash flows. SFAS 161 applies to all derivative instruments within the scope of SFAS 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133) as well as related hedged items, bifurcated derivatives, and nonderivative instruments that are designated and qualify as hedging instruments. Entities with instruments subject to SFAS 161 must provide more robust qualitative disclosures and expanded quantitative disclosures. SFAS 161 is effective prospectively for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application permitted. We are currently evaluating the disclosure implications of this statement.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities, an amendment of FASB Statement No. 133" (SFAS 161). This statement is intended to improve transparency in financial reporting by requiring enhanced disclosures of an entity's derivative instruments and hedging activities and their effects on the entity's financial position, financial performance, and cash flows. SFAS 161 applies to all derivative instruments within the scope of SFAS 133, "Accounting for Derivative Instruments and Hedging Activities" (SFAS 133) as well as related hedged items, bifurcated derivatives, and nonderivative instruments that are designated and qualify as hedging instruments. Entities with instruments subject to SFAS 161 must provide more robust qualitative disclosures and expanded quantitative disclosures. SFAS 161 is effective prospectively for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application permitted. We are currently evaluating the disclosure implications of this statement.

In May 2008, the FASB issued SFAS No. 162, "The Hierarchy of Generally Accepted Accounting Principles." SFAS No. 162 identifies the sources of accounting principles and provides entities with a framework for selecting the principles used in preparation of financial statements that are presented in conformity with GAAP. The current GAAP hierarchy has been criticized because it is directed to the auditor rather than the entity, it is complex, and it ranks FASB Statements of Financial Accounting Concepts, which are subject to the same level of due process as FASB Statements of Financial Accounting Standards, below industry practices that are widely recognized as generally accepted but that are not subject to due process. The Board believes the GAAP hierarchy should be directed to entities because it is the entity (not its auditors) that is responsible for selecting accounting principles for financial statements that are presented in conformity with GAAP. The adoption of FASB 162 is not expected to have a material impact on the Company's financial position.

In May 2008, the FASB issued SFAS No. 163, "Accounting for Financial Guarantee Insurance Contracts-an interpretation of FASB Statement No. 60." Diversity exists in practice in accounting for financial guarantee insurance contracts by insurance enterprises under FASB Statement No. 60, Accounting and

Reporting by Insurance Enterprises. This results in inconsistencies in the recognition and measurement of claim liabilities. This Statement requires that an insurance enterprise recognize a claim liability prior to an event of default (insured event) when there is evidence that credit deterioration has occurred in an insured financial obligation. This Statement requires expanded disclosures about financial guarantee insurance contracts. The accounting and disclosure requirements of the Statement will improve the quality of information provided to users of financial statements. SFAS 163 is effective for financial statements issued for fiscal years beginning after December 15, 2008 and interim periods within those years. The adoption of FASB 163 is not expected to have a material impact on the Company's financial position.

Off-Balance Sheet Arrangements

We do not have any off-balance sheet arrangements, financings, or other relationships with unconsolidated entities or other persons, also known as "special purpose entities" (SPEs).

Item 5. Legal Proceedings:

We are not subject to any legal action nor are we aware of any legal action that is contemplated against us.

Item 6. Defaults upon senior securities:

None.

Item 7. Other Information.

Election of Directors; Appointment of Principal Officers.

On June 22, 2009 we announced the appointment of the following officers and directors:

Denis Sluka, Director and Chief Operating Officer (COO)

Mr. Sluka has over 15 years of development, database and e-commerce expertise. Prior to co-founding his own consulting company in 2002, he served as senior inventory database programmer and manager for the high-end men's clothing designer and manufacturer, Mario Valente. Prior to that, he served with NY-based Croman Real Estate as its listings database developer. He also designed and developed the websites of clothing designer, Sigrid Olsen, FashionMall.com, Car and Driver, and Smashbox Cosmetics. His deep design and programming experience are crucial to the Company's ongoing success.

Mike Sunyich, Chief Technology Officer (CTO)

Mr. Sunyich began his career in the technology industry in 1994 when he started his first internet-based business distributing American merchandise across the globe. Since then he has been involved in many

start-ups both online and off contributing to various departments from server administration to product distribution to product development and marketing. Spending six years as Senior Vice President of a large cellular phone retail chain laid the groundwork for some of his more recent projects in mobile marketing and iPhone application development. Mr. Sunyich earned his Bachelor's degree in Marketing from California State University, Long Beach.

Tim Homuth, Vice President, Sales and Marketing
Mr. Homuth brings a wide variety of sales and marketing expertise to the Company. In the past, he has advised various companies and brands how to best use mobile phone technologies including SMS, MMS, mobile phone applications, and mobile web to interact with their customers. His expertise includes extensive internet marketing experience including SEO, SEM, PPC, social networks, and email marketing. Most recently, Mr. Homuth served as a consultant to Fashion Careers College. Prior to this engagement he was Marketing Manager for mobile delivery company, NiNE Mobile, where he oversaw the complete marketing function, from conception and rollout, of ROI Monitoring. Before that, he operated his own internet marketing consultancy, Early Runner, Inc., which he founded in 2006. Mr. Homuth earned his Bachelor's degree in Management from California State University, San Diego.

Item 8. Exhibits:

None

Item 9. Issuers Certifications:

CERTIFICATION

I, **Ralph Joseph Riehl**, certify that:

1. I have reviewed this disclosure statement of Metatron, 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: March 31, 2010

/s/_Ralph Joseph Riehl
Ralph Joseph Riehl
President and Chairman of the Board of Directors

Exhibit A

METATRON, INC.

Interim Financial Statements & Notes to Financial Statements

Metatron, Inc
Balance Sheet
As of March 31,2010
(Unaudited)

	March 31,10	Dec 31, 09
ASSETS		
Current Assets		
Cash and Cash Equivalents	26,173	2,178
Receivables	6,481	
Total Current Assets	32,654	2,178
Fixed Assets		
Property & Equipment, Net	1,474	1,474
Total Fixed Assets	1,474	1,474
Other Assets		
Acquisition of RComm	14,935	14,935
Acquistion of IMobilize	149,750	149,750
Acquistion of Just Data	100,000	100,000
Acquistion of PB Magic	750,000	750,000
Content	114,770	-
Total Other Assets	1,129,455	1,014,685
TOTAL ASSETS	1,163,583	1,018,337
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable		
Other Current Liabilities	79,360	79,360
Total Other Current Liabilities	79,360	79,360
Total Current Liabilities	79,360	79,360
Long Term Liabilities		
Notes Payable	210,521	4,063,431
Shareholders Notes Payable	366,040	
Total Long Term Liabilities	576,561	4,063,431
Total Liabilities	655,921	4,142,791
Equity		
Retained Earnings	(6,527,954)	(6,594,314)
Shareholders' Equity		
Preferred Stock $.001 Par Value: 5,000,000 Shares Authorized: 1 SH Issued and Outstanding as of 12/31/09		
Common Stock $.001 Par Value: 100,000,000 Shares Authorized:269,413,426 Issued and Outstanding as of 3/31/10; 55,758,349 Issued and Outstanding as of 12/31/09	269,414	55,759
Paid in Capital	7,062,296	3,347,741
Total Shareholders' Equity	7,331,710	3,403,500
Retained (Loss)/Earning	(296,094)	66,360
Total Equity	507,662	(3,124,454)
TOTAL LIABILITIES & EQUITY	1,163,583	1,018,337

Metatron, Inc

Profit Loss

For the 1st Quarter Ended
March 31,2010
(Unaudited)

	2010	2009
Ordinary Income/Expense		
Income		
Revenue	34,790	151,900
Total Income	34,790	
Cost Of Goods Sold	131,232	
General and Adminstrative	199,952	
Total Cost & Expenses	331,184	
Net Ordinary Income	(296,394)	151,900
Net Income	(296,394)	151,900
Retained Loss, Beg	(6,527,954)	6,594,314
Retained Loss, End	(6,824,348)	6,442,414
Income (Loss) Per Share:		
Basic	(0.03)	0.008
Diluted	(0.03)	0.008
Number of Shares Used in the per share Calculation		
Basic	269,413,426	20,229,143
Diluted	269,413,426	20,229,143

Metatron, Inc
Statement of Stockholders Equity
For the Three Months Ending March 31,2010
(Unaudited)

	Preferred Stock		Common Stock				
	Number of Shares	Amount	Number of Shares	Amount	Paid In Capital	Accumulated Deficit(Income)	Total Stockholders Equity
Balance December 31, 2009			55,758,349	$ 55,759	3,347,741	$ (6,527,954)	$ (3,124,454)
Preferred Stock Issued	1				100		100
Common Stock Issued in Exchange of Long Term Debts			212,555,077	212,555	3,629,855		3,842,410
Common Stock Issued in Exchange of Professional Fees			1,100,000	1,100	84,700		85,800
Net Income(Loss) for the Three months Ended March 31,2010						(296,094)	(296,094)
Balance, March 31,2010	1		269,413,426	269,414	7,062,396	(6,824,048)	507,762

Metatron, Inc

Statement of Cash Flows

January through March 2010

	2010	2009
OPERATING ACTIVITIES		
Net Income	(417,345)	151,900
Accounts Receivable	(6,481)	
Accounts Payable		(152,000)
Net cash provided by Operating Activities	(417,345)	(100)
Investing Activities		
Content Libraries	(114,470)	
Net Cash provided by Investing Activities	(114,470)	
FINANCING ACTIVITIES		
Notes Payable	(3,852,910)	
Shareholders Note Payable	366,040	
Shareholders' Equity:Common Stock $.001 Par Value	213,655	
Shareholders' Equity:Paid in Capital	3,714,555	
Preferred Stock Issuance		100
Net cash provided by Financing Activities	441,340	100
Net cash increase for period	23,995	-
Cash at beginning of period	2,178	-
Cash at end of period	26,174	-

NOTE 1 ORGANIZATION

Metatron, Inc. was incorporated on November 17, 2000 under the laws of the State of Delaware as USA Polymers Inc. On July 26, 2001 we filed a certificate of amendment to change our name to XRG Inc, and began operations as a holding company that owned subsidiary interstate trucking companies.

On March 22, 2009 we entered into an agreement with Belmont Partners LLC ("Belmont") by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay Financial Solutions Inc., ("South Bay"), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series "A", Convertible Preferred Stock to TDC Ventures LLC for the sum of $100.00.

On May 24, 2009 we amended our Articles of Incorporation to change our name to Metatron Inc., increased our authorized common stock to one hundred million (100,000,000) and reverse split our issued and outstanding common stock by a four to one (4-1) ratio at that time.

On June 3, 2009 we acquired Rcomm Inc. in exchange for the issuance of twenty million (20,000,000) shares of common stock to Rcomm's sole shareholder. The excess cost of acquisition of Rcomm. Inc. asset was reported as other assets in the company's books.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five hundred seventy one (428,571) shares of common stock to iMobilize's sole shareholder. The cost of acquisition was valued at $150,000 and the excess cost of acquisition against iMobilize's asset was reported as other assets in the company's books.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with Generally Accepted Accounting Principles in the United States of America for the presentation of financial information, but do not include all the information and footnotes required for complete financial statements. Operating results for the three-month period and nine month period ended September 30, 2009 are not necessarily indicative of the results that may be expected for the year ended December 31, 2009.

The comparison data of 2008 Balance Sheet is the financial data of Rcomm, Inc. only, as the acquirer in accordance with APB No. 16. 2008 Rcomm's stockholders' Equity is not comparable to 2009, for the reason that the original shares of Rcomm has been replaced by 20-million shares of Metatron.

(B) Basis of Consolidation

The Company's financial statements for the three month and nine month periods ended September 30, 2009 are consolidated to include the accounts of Metatron Inc. and its wholly owned subsidiary, iMobilize Inc. All significant inter-company accounts and transactions have been eliminated in consolidation.

(C) Cash and Cash Equivalents

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

(D) Revenue Recognition

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

(E) Property and Equipment

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of September 30, 2009, the company net property and equipment is $1,474.

(F) Income Taxes

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(G) Income (Loss) Per Share

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings per Share."

Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For the three

month and nine month periods ended September 30, 2009 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

(H) Recent Accounting Pronouncements

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" (“SFAS 165”). SFAS 165 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 will be effective for interim or annual period ending after June 15, 2010 and will be applied prospectively. The Company will adopt the requirements of this pronouncement for the quarter ended June 30, 2010. The Company does not anticipate the adoption of SFAS 165 will have an impact on its consolidated results of operations or consolidated financial position.

In June 2009, the FASB issued SFAS No. 167, “Amendments to FASB Interpretation No. 46(R)” (“SFAS 167”), which modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. SFAS 167 clarifies that the determination of whether a company is required to consolidate an entity is based on, among other things, an entity’s purpose and design and a company’s ability to direct the activities of the entity that most significantly impact the entity’s economic performance. SFAS 167 requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity. SFAS 167 also requires additional disclosures about a company’s involvement in variable interest entities and any significant changes in risk exposure due to that involvement. SFAS 167 is effective for fiscal years beginning after June 15, 2010.

NOTE 3 STOCKHOLDERS’ EQUITY

On March 22, 2009 we entered into an agreement with Belmont Partners LLC (“Belmont”) by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with

Belmont and South Bay Financial Solutions Inc., (“South Bay”), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series “A”, Convertible Preferred Stock to TDC Ventures LLC for the sum of $100.00.

On June 3, 2009 we issued Rcomm Inc. sole stockholder twenty million (20,000,000) shares of common stock in exchange of all Rcomm’s outstanding stocks. This was accounted for as a reverse merger acquisition having Rcomm, Inc. as the surviving entity.

On June 9, 2009 we convert the sum of $479,359 of outstanding debt to PHP Holdings Inc. into 2,396,793 shares of common stock.

On June 9, 2009, we convert the sum of $436,177 of outstanding debt to Rovert Consulting Inc. into 2,180,885 shares of common stock.

On June 9, 2009, we convert the sum of $360,000 of outstanding debt due to Beach Cities Home Improvement Inc. into 1,800,000 shares of common stock.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five hundred seventy one (428,571) shares of common stock to iMobilize's sole shareholder valued at $0.35 per share or $150,000.

On September 11, 2009 we convert the sum of $216,323 of outstanding debt to PHP Holdings Inc. into 2,704,042 shares of common stock.

On October 7, 2009 we converted the sum of $127,500 of outstanding debt to PHP Holdings Inc. into 1,500,000 shares of common stock.

On October 19, 2009 we converted the sum of $216,203 of outstanding debt to PHP Holdings Inc. into 3,088,616 shares of common stock.

On December 7, 2009 we converted the sum of $110,224 of outstanding debt to PHP Holdings Inc. into 3,325,000 shares of common stock.

On December 9, 2009 we converted the sum of $124,485 of outstanding debt to PHP Holdings Inc. into 3,755,190 shares of common stock.

On December 9, 2009 we converted the sum of $136,809 of outstanding debt to PHP Holdings Inc. into 4,126,954 shares of common stock.

On December 10, 2009 we converted the sum of $151,575 of outstanding debt to PHP Holdings Inc. into 4,572,408 shares of common stock.

On January 6, 2010 we converted the sum of $126,962 of outstanding debt to PHP Holdings Inc. into 5,520,077 shares of common stock.

On January 8, 2010 we converted the sum of $382,194 of outstanding debt to PHP Holdings Inc. into 6,066,564 shares of common stock.

On January 12, 2010 we converted the sum of $390,029 of outstanding debt to PHP Holdings Inc. into 6,667,154 shares of common stock.

On January 13, 2010 we converted the sum of $428,641 of outstanding debt to PHP Holdings Inc. into 7,327,202 shares of common stock.

On January 14, 2010 we converted the sum of $249,032 of outstanding debt to PHP Holdings Inc. into 6,385,441 shares of common stock.

On January 19, 2010 we converted the sum of $294,294 of outstanding debt to PHP Holdings Inc. into 8,793,654 shares of common stock.

On February 25, 2010 we converted the sum of $164,936 of outstanding debt to PHP Holdings Inc. into 9,664,226 shares of common stock.

On February 25, 2010 we converted the sum of $181,265 of outstanding debt to PHP Holdings Inc. into 10,620,984 shares of common stock.

On February 25, 2010 we converted the sum of $199,210 of outstanding debt to PHP Holdings Inc. into 11,672,461 shares of common stock.

On February 25, 2010 we converted the sum of $218,932 of outstanding debt to PHP Holdings Inc. into 12,828,035 shares of common stock.

On February 25, 2010 we converted the sum of $240,606 of outstanding debt to PHP Holdings Inc. into 14,098,011 shares of common stock.

On February 25, 2010 we converted $254,327 of outstanding debt to PHP Holdings Inc. into 14,901,989 shares of common stock.

On March 1, 2010 we converted the sum of $60,917 of outstanding debt to PHP Holdings Inc. into 5,000,000 shares of common stock.

NOTE 4 NOTES PAYABLE

On May 20, 2005, the Company entered into a Promissory Notes Modification Agreement with Barron Partners, LP ("Barron"), formerly its largest shareholder, extending the due date of all of the Barron Notes, until December 31, 2005. Subsequently, the note was extended until December 31, 2006.

On June 28, and October 20, 2006, the company issued convertible notes payable to Barron in the amounts of $25,000 and $1,500,000 respectively.

On November 27, 2007, Barron Partners, LP assigned the total amount of convertible notes payable in the amount of $4,537,084.86 to Max Communications.

On April 1, 2009 Max Communications assigned the total amount of notes payable to PHP Holdings Inc.

On April 1, 2009, Kenneth Steel assigned the total amount of notes payable in the amount of $360,000 to Beach Cities Home Improvement Inc. . On April 3, 2009 Barron assigned the total amount of notes payable to Rovert Consulting Inc

On June 9, 2009 PHP Holdings Inc. converted $479,359 of its outstanding debt into 2,396,793 shares of common stock.

On June 9, 2009, Rovert Consulting Inc. converted $436,177 of its outstanding debt into 2,180,885 shares of common stock.

On June 9, 2009, Beach Cities Home Improvement Inc. converted $360,000 of its outstanding debt into 1,800,000 shares of common stock.

On September 11, 2009, PHP Holdings Inc. converted $216,323 of its outstanding debt into 2,704,042 shares of common stock.

On October 7, 2009 PHP Holdings Inc. converted $127,500 of outstanding debt into 1,500,000 shares of common stock.

On October 19, 2009 PHP Holdings Inc. converted $216,203 of outstanding debt into 3,088,616 shares of common stock.

On December 7, 2009 PHP Holdings Inc. converted $110,224 of outstanding debt into 3,325,000 shares of common stock.

On December 9, 2009 PHP Holdings Inc. converted $124,485 of outstanding debt into 3,755,190 shares of common stock.

On December 9, 2009 PHP Holdings Inc. converted $136,809 of outstanding debt into 4,126,954 shares of common stock.

On December 10, 2009 PHP Holdings Inc.converted $151,575 of outstanding debt into 4,572,408 shares of common stock.

On January 6, 2010 PHP Holdings Inc. converted $126,962 of outstanding debt into 5,520,077 shares of common stock.

On January 8, 2010 PHP Holdings Inc. converted $382,194 of outstanding debt into 6,066,564 shares of common stock.

On January 12, 2010 PHP Holdings Inc. converted $390,029 of outstanding debt into 6,667,154 shares of common stock.

On January 13, 2010 PHP Holdings Inc. converted $428,641 of outstanding debt into 7,327,202 shares of common stock.

On January 14, 2010 PHP Holdings Inc. converted $249,032 of outstanding debt into 6,385,441 shares of common stock.

On January 19, 2010 PHP Holdings Inc. converted $294,294 of outstanding debt into 8,793,654 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted $164,936 of outstanding debt into 9,664,226 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted $181,265 of outstanding debt into 10,620,984 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted $199,210 of outstanding debt into 11,672,461 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted $218,932 of outstanding debt into 12,828,035 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted $240,606 of outstanding debt into 14,098,011 shares of common stock.

On February 25, 2010 PHP Holdings Inc. converted $254,327 of outstanding debt into 14,901,989 shares of common stock.

On March 1, 2010 PHP Holdings Inc. converted $60,917 of outstanding debt into 5,000,000 shares of common stock.

NOTE 5 COMMITMENTS AND CONTINGENCIES

(A) Employment Agreements

The Company has no Employment Agreements in force.

(B) Consulting Agreements

The Company has no Consulting Agreements in force.

(C) Operating Lease Agreements

The Company has no Lease Agreements in force.

(D) Investment Agreements

The Company has no Investment Agreements in force.

(E) Litigation.

To management's knowledge, the Company is not subject to any pending or threatened litigation.

NOTE 6 RELATED PARTY TRANSACTIONS

On August 5, 2009, a shareholder advanced the amount of $25,000 to the company and we agreed to issue 67,568 shares of our restricted common stock to PHP Holdings, Inc., a Belize corporation. These shares will be issued during the fourth quarter of 2009.

On August 20, 2009, a shareholder advanced the amount of $4,500 to the company and we agreed to issue 12,162 shares of our restricted common stock to PHP Holdings, Inc., a Belize corporation. These shares will be issued during the fourth quarter of 2009.

The company incurred accumulated advances from a shareholder in the amount of $23,343.

NOTE 7 SUBSEQUENT EVENT

On October 1, 2009 we acquired Just Data Billing Inc. in exchange for the issuance of three hundred twenty two thousand five hundred eighty one (322,581) shares of common stock to its sole shareholder.