

According to Pink Sheet Guidelines: Version 9.7 Updated on July 22, 2009

Company Information and Disclosure Statement
Section One: Issuers' Initial Disclosure Obligations

WatchIt Technologies, Inc.
OTCPK: WTCT



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Section One: Issuers' Initial Disclosure Obligations

Part A General Company Information

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

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

Exact Company Name: WatchIt Technologies, Inc. (hereinafter referred to as "we," "us," "our," the "Company," "WatchIt" or the "Issuer").

Predecessors: Evans Systems, Inc. until July 25, 2007.

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

In answering this item, please also provide (i) the telephone and fax number of the issuer's principal executive offices, (ii) if applicable, the URL of each website maintained by or on behalf of the issuer, and (iii) if applicable, the name, phone number, email address, and mailing address of the person responsible for the issuer's investor relations.

Address: 229 Airport Rd. STE 7-151, Arden, NC 28704
Phone: 828 681-5152
Fax 704 541-7315
Website: www.WatchItTech.com

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

Provide the issuer's jurisdiction(s) of incorporation or jurisdiction(s) of organization (if the issuer is not a corporation) and the date on which it was incorporated or organized.

The original corporation, Evans Systems Inc., was incorporated on October 28, 1968, in the State of Texas. It was re-domiciled from Texas to Nevada by the filing of the Articles of Incorporation and Articles of Merger with the Secretary of State of Nevada. The Company is currently a Nevada corporation.

Part B Share Structure

Item IV The exact title and class of securities outstanding.

In answering this item, provide the exact title and class of each class of outstanding securities. In addition, please provide the CUSIP and trading symbol.

Security Symbol: WTCT
CUSIP Number: 94110N 10 9
Common Stock (as of 11/30/2010):
Authorized: 1,500,000,000
Outstanding: 590,093,993
Preferred Stock (as of 12/22/2010):
Authorized: 150,000,000
Outstanding: 9,127,288

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Item V Par or stated value and description of the security

A. Par or Stated Value. Provide the par or stated value for each class of outstanding securities.

The Corporation is authorized to issue 1,500,000,000 shares of Common Stock, at par value \$0.0001, and 150,000,000 shares of Preferred Stock, at par value \$.0001.

B. Common or Preferred Stock.

1. For common equity, describe any dividend, voting and preemption rights.

Shareholders of Common Stock receive one vote per Common share; there are no dividends or preemptive rights associated with the stock.

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

Designation and Description of Series A Preferred Stock. The Company hereby designates thirty million (30,000,000) shares of its authorized but unissued Preferred Stock as Series A Preferred Stock. The Series A Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

Voting Rights

Each share of Series A Stock shall be entitled to two hundred (200) votes on all matters for which the shareholders of the corporation have the right to vote. The holders of shares of Series A Stock and the holders of Common Stock shall vote together as a single class on all matters.

Dividends

Dividends, if and when declared and paid, shall be declared and set aside for any shares of the Series A Stock in the same manner as the Common Stock.

Liquidation Preference

In the event of any liquidation, dissolution or winding up of the corporation, the holders of the Series A Stock shall be entitled to be paid out of the assets of the corporation available for distribution to its shareholders in the same manner as, and without preference over, the holders of Common Stock or any other series of Preferred Stock issued and outstanding.

Conversion Rights

Each share of Series A Stock shall be convertible, at the option of the holder, into two (2) shares of Common Stock, without the payment of any additional consideration; PROVIDED, HOWEVER, that each share of Series B Stock shall be converted automatically, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent for the Common Stock, into the number of shares of Common Stock into which such Series B Stock is convertible hereunder upon the earlier of, (a) immediately prior to the closing of a firmly underwritten, public offering by the Corporation of its Common Stock, registered under the Securities Act of 1933, as amended; or (b) upon a merger or acquisition of the Corporation.

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Designation of Series B Convertible Preferred Stock

Designation and Description of Series B Preferred Stock. The Company hereby designates one hundred thousand (100,000) shares of its authorized but unissued Preferred Stock as Series B Preferred Stock. The Series B Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

Voting Rights

The Series B Stock shall have no voting rights.

Dividends

Dividends, if and when declared and paid, shall be declared and set aside for any shares of the Series B Stock in the same manner as the Common Stock.

Liquidation Preference

In the event of any liquidation, dissolution or winding up of the Corporation, the holders of the Series B Stock shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders in the same manner as, and without preference over, the holders of Common Stock or any other class of Preferred Stock issued and outstanding.

Conversion Rights

Each share of Series B Stock shall be convertible, at the option of the holder, into five (5) shares of Common Stock, without the payment of any additional consideration; PROVIDED, HOWEVER, that each share of Series B Stock shall be converted automatically, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent for the Common Stock, into the number of shares of Common Stock into which such Series B Stock is convertible hereunder upon the earlier of, (a) immediately prior to the closing of a firmly underwritten, public offering by the Corporation of its Common Stock, registered under the Securities Act of 1933, as amended; or (b) upon a merger or acquisition of the Corporation.

Conversion Procedures

To exercise the conversion privilege, each holder of Series B Stock shall surrender the certificate or certificates representing shares being converted to the Corporation at its principal office, and shall give written notice to the Corporation at that office that such holder elects to convert such shares. Such notice shall also state the name or names, with address or addresses, in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series B Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Corporation or in blank. The date when such written notice is received by the Corporation, together with the certificate or certificates representing the shares of Series B Stock being converted, shall be the "Series B Conversion Date." As promptly as practicable after the Series B Conversion Date, the Corporation shall issue and shall deliver to the holder of the shares of Series B Stock being converted, or on its written order such certificate or certificates as it may request for the number of whole shares of Common Stock issuable upon the conversion of such shares of Series B Stock, cash in the amount of all declared and unpaid dividends on such

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shares of Series B Stock up to and including the Series B Conversion Date, and cash in respect of any fraction of a share of Common Stock issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Series B Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series B Stock shall cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock shall be issuable upon such conversion shall be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby. No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Series B Stock, but the Corporation shall pay to the holder of such shares a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock, as determined in a reasonable manner prescribed by the board of directors, at the close of business on the Series B Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the total number of shares of Series B Stock being converted at any one time by any holder thereof, not upon each share of Series B Stock being converted. In the event some but not all of the shares of Series B Stock represented by a certificate or certificates surrendered by a holder are converted, the Corporation shall execute and deliver to or on the order of the holder, at the expense of the Corporation, a new certificate representing the shares of Series B Stock that were not converted.

Adjustments to Conversion

In the event the Corporation shall issue any additional shares of Preferred Stock without consideration or for a consideration per share less than value of the Common Stock to be issued upon conversion of the Series B Stock, other than Common Stock issued or issuable to employees, officers or directors of the Corporation directly, or pursuant to Corporation benefit or compensation plan, to the extent such issuances are approved by the board of directors of the Corporation, the number of shares of Common Stock into which the Series B Stock can be converted will be adjusted proportionally.

Reservation of Shares

The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of the Series B Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series B Stock and, if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series B Stock, the Corporation shall take such corporate action as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

Redemption

The Corporation shall not have the right nor the obligation to call for redemption of all or any part of the Series B Stock.

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Restriction on sale of Common Shares received upon conversion of Series B Stock

Common shares received as a result of a conversion of Series B Stock shall be restricted in the same manner as “affiliate shares”; however, the holding period of such shares shall be deemed to begin on the date of the issuance of the Series B Stock.

DESIGNATION OF SERIES C CONVERTIBLE PREFERRED STOCK

Designation and Description of Series C Preferred Stock. The Company hereby designates one hundred million (100,000,000) shares of its authorized but unissued Preferred Stock as Series C Preferred Stock. The Series C Preferred Stock hereby authorized for issuance shall have the following terms, preferences, limitations and relative rights:

Conversion into Common Stock.

(i) Right to Convert. Each share of Series C Preferred Stock shall be convertible, at the option of the holder thereof, at any time after twelve (12) months from the date of issuance (the "Conversion Date"), into a number of share of fully paid and non-assessable share of Common Stock based upon the price per share of the Common stock, based on the average of the closing bid price for the Company's common stock for each of the five (5) consecutive trading days immediately prior to the date the holder gives notice to the Corporation of their intent to convert Unit(s). After a holding period of twelve (12) months, however, certificate holders shall receive a conversion discount to market of twenty (20%) percent ("Conversion Ratio"). A Floor Price of \$0.001 applies regardless of when conversion takes place.

(ii) Mechanics of Conversion. Before any holder shall be entitled to convert, he/she shall surrender the certificate or certificates representing Series C Preferred Stock to be converted, duly endorsed or accompanied by proper instruments of transfer, at the office of the Corporation or its transfer agent, and shall give written notice to the Corporation at such office that he elects to convert the same. The Corporation shall, as soon as practicable after delivery of such certificates, or such agreement and indemnification in the case of a lost, stolen or destroyed certificate, issue and deliver to such holder of Series C Preferred Stock a certificate or certificates for the number of shares of Common Stock to which such holder is entitled as aforesaid. The Corporation will round down any fractional shares resulting in the calculation of Common shares. Such conversion shall be deemed to have been made immediately prior to the close of business on the date of such surrender of the shares of Series C Preferred Stock to be converted.

(iii) Adjustments to Conversion Ratio. (a) Merger or Reorganization. In case of any consolidation or merger of the Corporation as a result of which holders of

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Common Stock become entitled to receive other stock or securities or property, or in case of any conveyance of all or substantially all of the assets of the Corporation to another corporation, the Corporation shall mail to each holder of Series C Preferred Stock at least thirty (30) days prior to the consummation of such event a notice thereof, and each such holder shall have the option to either (i) convert such holder's shares of Series C Preferred Stock into shares of Common Stock pursuant to this Section 3 and thereafter receive the number of shares of stock or other securities or property to which a holder of the number of shares of Common Stock of the Corporation deliverable upon conversion of such Series C Preferred Stock would have been entitled upon such consolidation, merger or conveyance, or (ii) exercise such holder's rights pursuant to Section 4(a). Unless otherwise set forth by the Board of Directors, the Conversion Ratio shall not be affected by a stock dividend or subdivision (stock split) on the Common Stock of the Corporation, or a stock combination (reverse stock split) or stock consolidation by reseriesification of the Common Stock. However, once the Series C Preferred Stock has been converted to Common Stock, it shall be subject to all corporate actions that affect or modify the common stock.

(iv) No Impairment. The Corporation will not, by amendment of its Articles of Incorporation, this Certificate of Designation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Section 4 and in the taking of all such action as may be necessary or appropriate in order to protect the Conversion Rights of the holders of the Series C Preferred Stock against impairment.

(v) Common Stock Reserved. The Corporation shall reserve and keep available out of its authorized but unissued Common Stock such number of shares of Common Stock, that in their best estimate, as shall from time to time be sufficient to effect conversion of the Series C Preferred Stock.

Warrants.

(i) Purchasers of this Offering shall receive one (1) Warrant for every Preferred share received as part of an exchange, or through outright purchase of Preferred shares. For every Warrant, shareholders can buy twenty (20) shares of Common stock at a price of five cents (\$0.05) per share. Separate Warrant certificates will be issued at the time Preferred shares are distributed. All warrants not exercised within 1,095 calendar days from the original issue date of the Series C Preferred Stock shall expire.

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Liquidation Preference.

(i) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary (a "Liquidation"), the assets of the Corporation available for distribution to its stockholders shall be distributed as follows:

(a) The holders of the Series C Preferred Stock shall be entitled to receive, prior to the holders of the other series of Preferred Stock and prior and in preference to any distribution of the assets or surplus funds of the Corporation to the holders of any other shares of stock of the corporation by reason of their ownership of such stock, an amount equal to \$2.50 per share with respect to each share of Series C Preferred Stock.

(b) If upon occurrence of a Liquidation the assets and funds thus distributed among the holders of the Series C Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amount, then the entire assets and funds of the Corporation legally available for distribution shall be distributed among the holders of the Series C Preferred Stock ratably in proportion to the full amounts to which they would otherwise be respectively entitled.

(c) After payment of the full amounts to the holders of Series C Preferred Stock as set forth above in paragraph (1), any remaining assets of the Corporation shall be distributed pro rata to the holders of the Preferred Stock and Common Stock (in the case of the Preferred Stock, on an "as converted" basis into Common Stock).

(ii) For purposes of this Section (c), and unless a majority of the holders of the Series C Preferred Stock affirmatively vote or agree by written consent to the contrary, a Liquidation shall be deemed to include (i) the acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, any reorganization, merger or consolidation) and (ii) a sale of all or substantially all of the assets of the Corporation, unless the Corporation's stockholders of record as constituted immediately prior to such acquisition or sale will, immediately after such acquisition or sale (by virtue of securities issued as consideration for the Corporation's acquisition or sale or otherwise) hold at least fifty percent (50%) of the voting power of the surviving or acquiring entity.

(c) If any of the assets of the Corporation are to be distributed other than in cash under this Section 4, then the board of directors of the Corporation shall promptly engage independent competent appraisers to determine the value of the assets to be distributed to the holders of Preferred Stock or Common Stock. The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock or Common Stock of the appraiser's valuation.

Voting Rights.

Except as otherwise required by law, the holders of Series C Preferred Stock and the holders of Common Stock shall be entitled to notice of any stockholders' meeting and to vote as a single Series upon any matter submitted to the stockholders for a vote as follows: (i) the holders of each series of Preferred Stock shall have one vote for each full share of Common Stock into which a Share of such series would be convertible on the record date for the vote, or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited; and (ii) the holders of Common Stock shall have one vote per share of Common Stock held as of such date.

Reissuance.

No share or shares of Series C Preferred Stock acquired by the Corporation by reason of conversion or otherwise shall be reissued as Series C Preferred Stock Preferred, and all such shares thereafter shall be returned to the status of undesignated and unissued shares of Series C Preferred Stock of the Corporation.

Anti-dilution

Shares of Series C Preferred Stock are anti-dilutive to reverse splits, and therefore in the case of a reverse split, are convertible to the number of Common Shares after the reverse split as would have been equal to the ratio established in Section (a) prior to the reverse split. The conversion rate for shares of Series C Preferred Stock, however, would increase proportionately in the case of forward splits, and may not be diluted by a reverse split following a forward split.

3. Describe any other material rights of common or preferred stockholders.

None

4. Describe any provision in issuer's charter or by-laws that would delay, defer, or prevent a change in the control of the issuer.

None

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

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

(i) The Period End Date, September 30, 2010 (most recent fiscal quarter)

(ii) As of September 30, 2010, the Company was authorized by the Amended Articles of Incorporation to issue 1,500,000,000 shares of Common Stock, 30,000,000 shares of Preferred Stock.

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(iii) As of September 30, 2010, there were 1,110,093,993 shares of Common Stock outstanding and 9,127,288 shares of Preferred Stock outstanding.

(iv) As of September 30, 2010, there were 246,388,175 shares of the Company's outstanding stock designated as free trading shares (public float).

(v) As of September 30, 2010, there were approximately 1,441 Common Stock beneficial shareholders of record and approximately 9 Preferred Stock beneficial shareholders.

(i) The Period End Date, September 30, 2009 (2009 fiscal year end).

(ii) As of September 30, 2009, the Company was authorized by the Amended Articles of Incorporation to issue 500,000,000 shares of Common Stock, 30,000,000 shares of Preferred Stock.

(iii) As of September 30, 2009, there were there were 152,093,993 shares of Common Stock and outstanding, 2,127,288 shares of Preferred Stock outstanding.

(iv) As of September 30, 2009, there were 38,388,175 shares of the Company's outstanding stock designated as free trading shares (public float).

(v) As of September 30, 2009, there were approximately 1,409 Common Stock beneficial shareholders of record and 8 Preferred Stock beneficial shareholders.

(i) The Period End Date, September 30, 2008 (2008 fiscal year end).

(ii) As of September 30, 2008, the Company was authorized by the Amended Articles of Incorporation to issue 500,000,000 shares of Common Stock, 30,000,000 shares of Preferred Stock.

(iii) As of September 30, 2008, there were there were 152,093,993 shares of Common Stock and outstanding, 2,584,788 shares of Preferred Stock outstanding.

(iv) As of September 30, 2008, there were 38,388,175 shares of the Company's outstanding stock designated as free trading shares (public float).

(v) As of September 30, 2008, there were approximately 1,409 Common Stock beneficial shareholders of record and 9 Preferred Stock beneficial shareholders.

Part C Business Information

Item VII The name and address of the transfer agent*

*In answering this item, please also provide the telephone number of the transfer agent, indicate whether or not the transfer agent is registered under the Exchange Act, and state the appropriate regulatory authority of the transfer agent. *To be included in OTCQX or the Current Information OTC Market Tier, the issuer's transfer agent must be registered under the Exchange Act.*

Bay City Transfer Agency & Registrar Inc.
300 Center Avenue
Suite 202B
Bay City, MI 48708

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Phone: (989) 891-9720
Registered Under Exchange Act: Yes
Regulatory Authority: Security Exchange Commission (SEC)

Item VIII The nature of the issuer's business

In describing the issuer's business, please provide the following information:

A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

1. The form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

WatchIt Technologies, Inc. is a Nevada Corporation.

2. The year that the issuer (or any predecessor) was organized;

The Company's predecessor, Evans Systems, inc, was incorporated on October 28, 1968.

3. The issuer's fiscal year end date;

September 30th.

4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The Company has not and is not in the process of filing bankruptcy, receivership or any other similar proceeding.

5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

On August 21, 2007, WatchIt Technologies, Inc. a Texas corporation merged with WatchIt Technologies, Inc a Nevada corporation. This merger was a part of re-domiciling the company from Texas to Nevada.

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

None

7. Any change of control;

On June 1, 2010 Frank A. Moody, II resigned as President of the company. Brian Riley was appointed as the new President, effective June 15, 2010. Brian Riley resigned as President on November 3, 2010, Max L. Bennett was appointed as President and Chief Executive Officer.

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

On August 10, 2010, WatchIt Technologies, Inc. issued 750,000,000 shares of its common stock to be used in the purchase of Air Pure Systems Development, Inc.

On August 10, 2010, WatchIt Technologies, Inc. issued 7,000,000 shares of Preferred Series A to Olde Rockledge Capital & Investments, LLC.

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

WatchIt currently has made two acquisitions; Air Pure Systems Development, Inc on August 9, 2010 and Ecologix Inc. WatchIt purchased Ecologix, Inc. on September 30, 2010.

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

The Company's securities have not been de-listed and are not in the process of being de-listed by the Securities and Exchange Commission or the NASD.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

None

B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

EXECUTIVE SUMMARY

WatchIt Technologies, Inc., a Nevada corporation, was originally incorporated in the State of Texas under the name Evans Systems, Inc., on October 22, 1968. The Company re-domiciled to Nevada in August 2007 and changed its name to WatchIt Technologies, Inc. The Company trades on the Pink Sheets under the symbol: WTCT.

WatchIt Technologies is a technology incubator with its core competencies being management support, leadership expertise and marketing implementation. WatchIt Technologies is focused on developing and marketing innovative, "GREEN" technologies and services that will contribute to the environmental efforts of increasing energy efficiency, lowering emissions and to energy independence initiatives for the United States. WatchIt Technologies will accomplish this through acquisitions and mergers of new and emerging technology companies.

WatchIt Technologies Inc Technology Incubator

The Company will serve as an incubator for new and innovative "green" technologies. The Technology Incubator will acquire and aid each company in developing and carrying out its business model to successfully launch its products into the marketplace. The Company

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made its first and second acquisitions during the fourth quarter of 2010. The Company's Mission is to acquire, establish and grow domestic and international technology companies that develop and market innovative products and services, which will make a positive impact on the global environment, while providing an outstanding return on investment for its shareholders.

Vision

The Company's Vision is to become known as an industry leading global technology development company specialized in the development and marketing of tomorrow's high tech innovative 'green' solutions to business and governmental entities.

Goals

Grow current operations through the acquisition of a minimum three additional companies, in synergistic environmental technology over the next 12 to 24 months. Diversify acquisitions to balance those who are already actively producing revenues through sales of their products or services; those who are about to launch their product or service to the market and those who are earlier staged companies that are still completing the developing of their technology.

Expand the product portfolio, of each subsidiary, to meet the demands of a larger percentage of the market segment.

Seek and maintain profitability while sustaining expansive growth.

Increase shareholders value.

Strategies

Actively seek out opportunities to acquire synergistic companies and perform extensive due diligence on each to ensure a successful and profitable acquisition.

Continue to grow each subsidiary through funding and sales support and accelerated those in the development phase to move to the marketing and distribution phase.

Grow in-house technical expertise and laboratory capabilities for the development of acquired technologies.

Seek out licensing and reseller opportunities to grow subsidiary product portfolios.

Offer superior customer service to meet and exceed customer expectations.

Continue to offer innovative services and solutions to customers that are cost effective and profit driven.

Continue to refine each subsidiary's marketing and sales strategies to develop additional distribution channels and market opportunities.

Recruit and assemble an experienced and knowledgeable sales force to drive revenues.

PRODUCTS & SERVICES

To the extent material to an understanding of the issuer, please also include the following:

1. the issuer's primary and secondary SIC Codes;

The Primary SIC Code for the Company is 7389 - Business Services

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

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The Company is currently conducting operations.

3. whether the issuer is or has at any time been a “shell company”

The Company has never been classified as a shell in its prior filings. While new management has not been involved in the day to day operations of the Company since inception, it accepts the accuracy of the Company's prior filings and further states categorically that the Company has never been a shell since the date of the change in control.

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

The Company has three subsidiaries Digital Fusion Television, LLC, Ecologix, Inc. and Air Pure Systems LLC.

Digital Fusion Television, LLC provides on-demand advertising solutions for businesses. It offers flat screen LCD monitors; DFTV computer systems; AdBuilder, an on-demand advertising scheduling software; and wireless access equipment, such as laptops and is included in the financial statements.

Ecologix provides GPS tracking software and hardware. Ecologix's client base is small to medium sized fleets with an emphasis on Emergency Response. Ecologix's product base is considered a "green technology" because it assists in decreasing fuel consumption and lowering tailpipe emissions.

Air Pure Systems has developed a technology (fuel reformer) that when installed on a vehicle increases fuel economy in excess of 20% and reduces tailpipe emissions significantly. Testing by an EPA certified lab is expected to be completed by the end of WTCT's first quarter and certify the actual increase in MPG's and decrease in emissions. In addition, work will begin on the development of a diesel version of the "fuel reformer" sometime in the next year.

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

The Company anticipates that tougher mileage standards for the auto and truck industry will dramatically effect the companies to market the gas version of the "fuel reformer" as well as greatly aid in the development of the diesel version.

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

None

7. costs and effects of compliance with environmental laws (federal, state and local); and

The Company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. All products and services are environmentally friendly

8. the number of total employees and number of full-time employees.

The Company currently has a total of 5 employees, all of which are full-time employees.

Item IX The nature of products or services offered

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

- A. principal products or services, and their markets;**
- B. distribution methods of the products or services;**
- C. status of any publicly announced new product or service;**
- D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;**

A. principal products or services, and their markets

Technology Incubator

WatchIt Technologies is always looking for commercially viable energy saving developments. We can bring access to capital markets, engineering, patent and other management talents to the new firm.

Business Planning

The WatchIt Incubator helps develop investor-grade Business Plans and supporting materials, such as Financial Projections and Investor PowerPoint Presentations. Business Planning encompasses the setting of both short- and long-term objectives. The Technology Incubator assists companies' management to develop a comprehensive plan that can be used by management to inform employees, customers, banks and investors of where the company is, where it is going and how is it going to get there.

Funding Product Development

Once the Business Plan is complete, WatchIt can assist its incubator companies in drafting a Private Placement Memorandum to raise funds and will work with its SEC attorney to assure proper filings are made with federal and state(s) agencies. WatchIt will also assist in presenting these investor materials to:

- Private Equity Firms
- Venture Capitalists
- Angel Investors
- Corporate and Strategic Investors
- Strategic Partners
- Banks and SBA Lenders
- Commercial Finance, Factoring and Leasing Companies
- Key Customers

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Regulation Compliance; Trademark and Patent Attainment

WatchIt Technologies will work with each of its incubator companies in the evaluation of any governmental or industry specific regulation(s) that affects their product(s) or provided service(s), as well as helping to ensure these regulations are followed. The Incubator also provides assistance in filing Trademark Applications with the U.S. Patent and Trademark Office, as well as aid companies in Patent review and assistance in working with a Patent attorney.

Product Development & Manufacturing

WatchIt Technologies will work with each of its incubator companies in evaluating the current status of its product(s), as well as defining and taking the required steps to finalize its development. The Incubator can also aid a company in locating, evaluating and utilizing the services of a synergetic manufacturer.

Marketing

WatchIt aids in both marketing, trade show representation, the structuring of distribution channels, direct sales support and maintains after market support. The Incubator will also assist in the negotiations and drafting of licenses, purchase orders, partner and distribution agreements.

General Consulting

The WatchIt Technology Incubator provides each of its incubator companies with general consulting to ensure they are on track to achieve their goals.

B. distribution methods of the products or services

WatchIt primary method of distribution is referrals from current and previous clients. Additionally the corporate web site www.WatchItTech.com provides information to potential clients.

C. status of any publicly announced new product or service

The Company does not make public announcements of its products or services. Products and services of client companies will announce their products.

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

In 2005 alone, North American incubation programs assisted more than 27,000 companies that generated annual revenues of \$17 billion. The Watchit Technologies Inc. Incubator differs from the majority of technology incubator companies, in that it focuses solely on the 'green' sector. Listed below are three companies that Watchit Technologies Incubator indirectly competes with:

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Austin Technology Incubator

The Austin Technology Incubator (ATI) works with early stage technology companies to increase their odds of success and decrease their time to capital and markets. Since its founding in 1989, ATI has worked with over 150 teams of entrepreneurs, who collectively has raised over \$725 million dollars in investor capital. ATI is a not-for-profit division of The University of Texas at Austin. Its mission is to create jobs and wealth in Central Texas through technology entrepreneurship, and to provide unparalleled opportunities for the University of Texas community.

Prince George's County Technology Assistance Center

The Prince George's County Technology Assistance Center (TAC) is an incubator program established to foster the creation and growth of early stage technology companies in Prince George's County. As an integral part of the Prince George's County Economic Development Corporation, the TAC promotes economic development by fostering the successful growth of its incubator companies through provision of affordable facilities and a broad range of business and technical services. The TAC encourages and supports high-growth potential technology companies, with a preference for those developing proprietary products and services.

Long Island High Technology Incubator

The Long Island High Technology Incubator is a non-profit business incubator that supports early-stage, high-tech companies to enhance their opportunity for development and growth. In its 16 years of operation, the incubator has housed over 70 companies, which have had a high survival rate upon graduating from the program.

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

The Corporation and its subsidiaries do not use any raw materials.

F. dependence on one or a few major customers;

The Company is not dependent on one or a few customers.

G. patents, trademarks, licenses, franchises, concessions,

The Company owns pending international patent:

- i. **Fuel Reformer**
International Patent Pending number PCT No/US2009/052661

The Company currently licenses the rights to several patents and one software license.

- i. **Multi-Phase Fuel System**
Patent Number: 6,843,236;
- ii. **Parallel Vaporized Fuel System**
Patent Number: 6,758,194;
- iii. **Fuel Supply and Cold Start Apparatus for an Internal Combustion Engine**
Patent Number: 6,189,518;
- iv. **Apparatus for Supplying Fuel to an Internal Combustion**

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Engine

Patent Number: 5,746,188;

v. **Apparatus and Method for Supplying Fuel to Internal Combustion Engines**

Patent Number: 5,515,814

vi. **Hydrogen and Liquid Fuel Injection System**

Patent Number 6,988,492

In addition, the company owns a software license from Position Logic for the resale of their mapping/tracking software.

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

The Company's products and services do not require any governmental approval, however it will seek all appropriate approvals and certifications.

Item X The nature and extent of the issuer's facilities.

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

The Company owns a variety of equipment (testing and mechanical) as well as a vehicle and a variety of office furniture and electronics.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

The Company leases its headquarters which is located at 229 Airport Rd. STE 7-151, Arden, NC 28704 The Company leases approximately 800 Square feet comprised of an entry/waiting area, conference room, executive offices and auxiliary office area. Office is set in a rural area with a woody atmosphere. Ample parking is available. The lease is a renewable one year lease.

Part D Management Structure and Financial Information

Item XI The name of the chief executive officer, members of the board of directors, as well as control persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and

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control persons, as of the date of this information statement:

- 1. Full name;**
- 2. Business address;**
- 3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);**
- 4. Board memberships and other affiliations;**
- 5. Compensation by the issuer; and**
- 6. Number and class of the issuer's securities beneficially owned by each such person.**

Full name: Max L. Bennett

Position: President & Chief Executive Officer

Business address: 229 Airport Rd. STE 7-151, Arden, NC 28704

Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates): Dr. Bennett has for 45 years managed politically sensitive projects with commercial, state, federal, and foreign entities. Recognized experience in military plans, security, intelligence, terrorism, emergency management, new project development, governmental affairs analysis, contractual assurance, public relations, and as a troubleshooter. Dr. Bennett has developed, implemented, and managed programs concerned with environmental compliance, risk management, communications, safety, multi-nation organizational and operational plans, operations centers, emergency response, training, and exercises. Experienced in technical writing, and proposal preparation. Dr. Bennett holds Doctorate degree from Oxford University, a Master of Science degree from Vanderbilt University and Oxford University and a Bachelors degree from William Carey University.

Compensation by the issuer: \$120,000 per year cash flow permitting.

Number and class of the issuer's securities beneficially owned by each such person: 467,300 common shares equaling less than 1% of outstanding common shares.

Full name: Brian D. Riley,

Position: Director

Business address: 229 Airport Rd. STE 7-151, Arden, NC 28704

Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates): Brian Riley, Director, is a 35 year veteran of both profit and not-for-profit businesses. Mr. Riley holds a BA in Psychology and Sociology from East Carolina University. In addition he holds a Masters Degree in Clinical Psychology from East Carolina University and has completed additional graduate studies at the University of North Carolina and the University of California, San Diego campus. Mr. Riley has owned several businesses in the southeastern United States, as well as serving as the Executive Director and CEO for several large not-for-profit corporations. In that capacity, he has specialized developing for-profit business ventures to support dwindling government support.

Compensation by the issuer: \$120,000 per year cash flow permitting.

Number and class of the issuer's securities beneficially owned by each such person: 8,584,826 common shares equaling less than 1% of outstanding common shares.

Full name: Gary A. Musselman,

Position: Secretary, and Director

Business address: 229 Airport Rd. STE 7-151, Arden, NC 28704

Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates): Thirty years of progressive management experience including account management, sales and marketing, call center operations, regulatory compliance, accounting, and finance and product development utilizing emerging

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technologies. Managed nationwide business development firm specializing in commercial finance, human resources and business acquisition. Analyze operational and financial performance of businesses, assisted businesses in streamlining operational and accounting functions. Evaluate businesses for commercial funding using SBA and lender guidelines. Assist businesses in determining value. Develop merger and acquisition strategies. Raise investment and debt capital for businesses. Over 15 years experience in executive management of national firms interacting with government agencies, corporate business partners and clients. Mr. Musselman holds a Bachelors of Arts from the University of South Florida.

Business address: 229 Airport Rd. STE 7-151, Arden, NC 28704.

Compensation by the issuer: \$120,000 per year cash flow permitting.

Number and class of the issuer's securities beneficially owned by each such person: 358,500 common shares equaling less than 1% of outstanding common shares, 500,000 Preferred Series A shares equaling 5.54% of outstanding Series A Preferred shares.

Full name: Robert Ryon

Position: Director

Business address: 229 Airport Rd. STE 7-151, Arden, NC 28704

Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates): Mr. Ryon has over fifteen years experience in positions involving management, the automotive industry, mortgage and financial investment, and law enforcement. He has extensive experience in new project development, product analysis, and contractual assurance. He has implemented and managed multi-person programs and is experienced in corporate marketing. Mr. Ryon is skilled in organizational start-up and planning. He has established an automotive development firm with new product assets. This firm organized a multi-state/multi-nation information program and sales force that had contracts arranged for hundreds of millions of dollars.

Business address: 229 Airport Rd. STE 7-151, Arden, NC 28704.

Compensation by the issuer: \$120,000 per year cash flow permitting.

Number and class of the issuer's securities beneficially owned by each such person: 0

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None

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

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state

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securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

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

None

C. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

None

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, 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 direct or indirect material interest. Disclose the following information regarding the transaction:

1. The name of the related person and the basis on which the person is related to the issuer;

None

2. The related person's interest in the transaction;

None

3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);

None

4. The approximate dollar value of the related person's interest in the transaction; and

None

5. Any other information regarding the transaction or the related person in the context of the transaction that is material to investors in light of the circumstances of the particular transaction.

None

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

None

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

Instruction to Item XII: The issuer shall post the financial statements required by this Item XII through the OTC Disclosure and News Service under the appropriate report name for the applicable period end. (If the financial statements relate to a fiscal year end, publish it as an "Annual Report," or if the financial statements relate to a quarter end, publish it as a "Quarterly Report" or "Interim Report") The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (i) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (ii) clearly explain where the incorporated documents can be found, and (iii) provide a clear cross-reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1. balance sheet;**
- 2. statement of income;**
- 3. statement of cash flows;**
- 4. statement of changes in stockholders' equity;**
- 5. financial notes; and**
- 6. audit letter, if audited**

The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)⁶ by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

The following Financial Statements have been posted to Pink Sheets for the fiscal year ending September 30, 2010.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes.

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

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Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years. Instruction to Item XIII: The issuer shall either (i) attach the financial statements required by this Item XIII to its initial disclosure statement or (ii) post such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report" for the applicable fiscal year end. The issuer must state in its disclosure statement that such financial statements are incorporated by reference. The issuer must also (x) provide a list in the disclosure statement describing the financial statements that are incorporated by reference, (y) clearly explain where the incorporated documents can be found, and (z) provide a clear cross- reference to the specific location where the information requested by this Item can be found in the incorporated documents.

The following Financial Statements have been posted to Pink Sheets for the fiscal year ending September 30, 2010.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

The following Financial Statements have been posted to Pink Sheets for the fiscal year ending September 30, 2009.

1. balance sheet;
2. statement of income;
3. statement of cash flows;
4. statement of changes in stockholders' equity; and
5. financial notes;

Item XIV Beneficial Owners

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

Name and Address of Beneficial Owners
(as of 9/30/2010)

Number of Common Shares

Name	Address	% Ownership	# of Shares
Raymond R Kripaitis Jr	39 Wyandotte Ave Oceanport, NJ-07757	9.73	108,000,000
Bay State Financial Services Corp	30 Stevin Dr Woburn, MA-01801	9.01	100,000,000
Air Pure Systems Development Inc	2025 Roja Colorado Springs, CO-80292	67.56	750,000,000

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Number of Preferred Series A Shares

Name	Address	% Ownership	# of Shares
Frank Moody	1 Town Sq, Blvd, Suite 347, Asheville, NC 28803	12.46	1,125,000
Gary Musselman	8206-1200 Providence Rd, #381, Charlotte, NC 28277	5.54	500,000
Olde Rockledge Capital & Investments, LLC	PO Box 10082, Cocoa, FL 32927	77.54	7,000,000

Number of Preferred Series B Shares

Name	Address	% Ownership	# of Shares
The Loudoun Group Development CO, LLC	19237 Creek Field Circle Lansdowne, VA 20176	50	50,000
W T Investments Group, LLC	1200 Sligh Blvd, Orlando, FL 32806	50	50,000

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

1. Investment Banker

None

2. Promoters

None

3. Counsel

Wani Iris Manly, Esq.
W. Manly, P.A.
10 SW South River Drive
Suite 1712
Miami, FL 33130

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

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None

5. Public Relations Consultant(s)

None

6. Investor Relations Consultant

None

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

None

Item XVI Management's Discussion and Analysis or Plan of Operation
Instructions to Item XVI

Issuers that have not had revenues from operations in each of the last two fiscal years, or the last fiscal year and any interim period in the current fiscal year for which financial statements are furnished in the disclosure statement, shall provide the information in paragraphs A and C of this item. All other issuers shall provide the information in paragraphs B and C of this item.

The discussion and analysis shall focus specifically on material events and uncertainties known to management that would cause reported financial information not to be necessarily indicative of future operating results or of future financial condition.

Issuers are not required to supply forward-looking information. This is distinguished from presently known data that will impact upon future operating results, such as known future increases in costs of labor or materials. This latter data may be required to be disclosed.

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

1. Full fiscal years. Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

None

ii. Internal and external sources of liquidity;

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The Company's cash flow is a result of revenues from the sale of products and services.

iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

None

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

None

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

None

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

None

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

None

2. Interim Periods. Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

The Corporation has a new division, which is a technology incubator and business consulting firm that acquires and aids emerging green, innovative technology companies to achieve their goals.

C. Off-Balance Sheet Arrangements.

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

i. The nature and business purpose to the issuer of such off-balance

sheet arrangements;

Non Applicable

ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

Non Applicable

iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

Non Applicable

iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

Non Applicable

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:

i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;

Non Applicable

ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

Non Applicable

iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both

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indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

Non Applicable

iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

Non Applicable

Part E Issuance History

Item XVII List of securities offerings and shares issued for services in the past two years
List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year. The list shall include all offerings of securities, whether private or public, and shall indicate:

(i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);

Name	Nature of Offering
Raymond R Kripaitis Jr	Debt conversion under Rule 144
Bay State Financial Services Corp	Debt conversion under Rule 144
Air Pure Systems Development Inc	Restricted Stock for purchase of company.

(ii) Any jurisdictions where the offering was registered or qualified;

None

(iii) The number of shares offered;

Name	Number of Shares	Type of Shares
Raymond R Kripaitis Jr	108,000,000	Common Free trading
Bay State Financial Services Corp	100,000,000	Common Free Trading
Air Pure Systems Development Inc	750,000,000	Common - Restricted
Olde Rockledge Capital & Investments, LLC	7,000,000	Preferred Series A

(iv) The number of shares sold;

Unknown

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(v) The price at which the shares were offered, and the amount actually paid to the issuer;

The price was based on the par value of the stock. no money was paid to the issuer. The issuer received services in return for the shares issued to Olde Rockledge Capital & Investments, LLC. Reduction corporate debt of \$20,800 for shares issued to Raymond R Kripaitis Jr. and Bay State Financial Services Corp. Share exchange with Air Pure Systems Development, Inc.

(vi) The trading status of the shares; and

(vii) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Shares issued to Air Pure Systems Development, Inc, the trading status of the shares was restricted under rule 144. The shares referenced above did have a legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Shares issued to Raymond R Kripaitis Jr and Bay State Financial Services Corp were issued as free trading shares under Rule 144 for the conversion of debt

Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:
Item XVIII Material Contracts

Any material contracts have been posted to Pink Sheets.

Item XIX Articles of Incorporation and Bylaws

A. A complete copy of the issuer's articles of incorporation or in the event that the issuer is not a corporation, the issuer's certificate of organization. Whenever amendments to the articles of incorporation or certificate of organization are filed, a complete copy of the articles of incorporation or certificate of organization as amended shall be filed.

The Company's Articles of Incorporation and Amendments to the Articles of Incorporation have been posted to Pink Sheets.

B. A complete copy of the issuer's bylaws. Whenever amendments to the bylaws are filed, a complete copy of the bylaws as amended shall be filed.

The Company's Corporate Bylaws have been posted to Pink Sheets.

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

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other

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units of any class of the issuer's equity securities.

ISSUER PURCHASES OF EQUITY SECURITIES

Month	Total Number of Shares (or Units) Purchased	Average Price Paid per Share (or Unit)	Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Maximum Number (or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
1	Not Applicable	Not Applicable	Not Applicable	Not Applicable
2	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Total	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Item XXI Issuer's Certifications

I, Max L. Bennett, certify that:

I have reviewed this Initial Information and Disclosure Statement *of* WatchIt Technologies Inc.;

1. 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, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and not misleading with respect to the period covered by this disclosure statement; and

2. 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.

Signature:

Date: 12/29/2010



Name: Max L. Bennett
Title: President

WatchIt Technologies, Inc.

According to Pink Sheet Guidelines: Version 9.7 Updated on 07/22/2009

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