

**ANNUAL REPORT
FOR THE FISCAL YEAR
ENDING DECEMBER 31, 2010**



METATRON INC.

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

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

27-0298575
(I.R.S. Employer
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)

Investor Relations
(619) 550-4668
ir@metatroninc.com
(Company contact)

March 31, 2011



**ANNUAL REPORT
FOR THE FISCAL YEAR
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Part A. General Company Information

Item I. 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

Item II. 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
Telephone (619) 550-4668
Email ir@metatroninc.com

Item III. State and date of incorporation:

Metatron Inc. was incorporated in the state of Delaware on November 20, 2000 as USA Polymers Inc.

Part B. Share Structure

Item IV. Exact titles and classes of securities outstanding:

1. Common Stock
Trading Symbol: MRNJ
CUSIP# 59140T 103
2. Preferred Stock
Series “A” Convertible Preferred Stock

Item V. Par or stated value and description of the security:

- A. Par value of Common Stock - \$0.001
Par value of Preferred Stock - \$0.001
Stated Value of Series ‘A’ Preferred Stock - \$100

- B. Description of Common and Preferred Stock

1. **Common Stock, par value \$0.001.** Holders of common stock have equal rights to receive dividends when, as and if declared by the Board of

Directors, out of funds legally available therefor. Holders of common stock have one vote for each share held of record and do not have cumulative voting rights. Holders of common stock are entitled, upon liquidation of the Company, to share ratably in the net assets available for distribution, subject to the rights, if any, of holders of any preferred stock then outstanding. Shares of common stock are not redeemable and have no preemptive or similar rights. All outstanding shares of common stock are fully paid and nonassessable.

2. **Preferred Stock, par value \$0.001.** The Board of Directors is authorized to establish series, and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock, and the relative rights, preferences and limitations between or among the series.
3. **Series “A” Convertible Preferred Stock, stated value \$100.**

Amount and Stated Value. The number of shares constituting such Series A Preferred Stock shall be one (1). The stated value of each share of Series A Preferred Stock is One Hundred Dollars (\$100) per share.

Dividends. The holders of Series A Preferred Stock shall be entitled to participate with the holders of the Corporation’s Common Stock, out of any funds legally available therefor, its pro rata portion of such dividends, distributions or other transfers of property or issuances of securities made to the holders of Common Stock in respect of such ownership, in such amount as if the Series A Preferred Stock had already been converted into one (1) share of Common Stock prior to the declaration of such dividend, distribution or transfer of property to the holders of Common Stock.

Preference in Liquidation. In the event of a liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Series A Preferred Stock then outstanding shall be entitled to receive out of the assets of the Corporation available for distribution to the Corporation's stockholders, whether such assets are stated capital or surplus of any nature, an amount on such date equal to the Stated Value multiplied by the shares of Series A Preferred Stock owned of record by such holder as of such date, less the amount of any distributions previously made to the holder in respect of such shares of Series A Preferred Stock

Voting Rights. Each share of Series A Preferred Stock shall be entitled to vote on any and all matters properly presented to the stockholders of the Corporation, and the number of votes which such share of Series A Preferred Stock is entitled to cast shall be calculated as the total number of shares of Common Stock then entitled to vote on such matter plus ten percent (10%) of such number (the “Voting Right”). In the event there shall ever be more than one (1) share of Series A Preferred Stock authorized, issued and outstanding, then the Voting Right shall be the maximum number of votes which all holders of Series A Preferred Stock shall be entitled to cast, and each holder of Series A Preferred Stock shall

be entitled to cast such percentage of the Voting Right as the number of shares of Series A Preferred Stock owned by such holder bears to the total number of shares of Series A Preferred Stock issued and outstanding as of the record date for any such vote. Shares of Common Stock and Series A Preferred Stock shall vote as a single class on all matters presented to the stockholders for action, and not as a separate class, except as and to the extent required by applicable law.

There are no provisions in our charter or bylaws that would delay, defer or prevent a change in control of our company.

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

Common Stock

As of March 25, 2011, we have 600,000,000 shares authorized and 413,938,818 shares issued and outstanding of which 334,668,691 are freely tradable.

As of March 25, 2011, we have 1,639 shareholders of record.

Preferred Stock

As of March 25, 2011, we have 5,000,000 shares authorized, and one (1) share issued and outstanding.

Series “A” Preferred Stock

As of March 25, 2011, we have one (1) shares authorized, and one (1) share of Series “A” Convertible Preferred Stock, issued and outstanding.

Part C. Business Information

Item VII. Name and address of the transfer agent:

Pacific Stock Transfer Company
500 E. Warm Springs Road, Suite 240
Las Vegas, NV 89119
Web: www.pacificstocktransfer.com

Beth Looker, Client Services
Email: beth@pacificstocktransfer.com
Telephone: 702-361-3033 Ext. 106
Fax: 702-433-1979

Pacific Stock Transfer Company is registered under the Exchange Act, and reports to the Securities and Exchange Commission.

Item VIII. The nature of the issuer’s business.

A. Business Development

1. We are a Delaware corporation.

2. We were incorporated on November 17, 2000 as USA Polymers Inc. We changed our name to XRG Inc. and began operations as a holding company that owned subsidiary interstate trucking companies on July 23, 2001. On March 24, 2009 we entered into a joint venture agreement with Rcomm Inc. under which we have pursued our current business strategy.
3. Our fiscal year ends on December 31.
4. We have never declared bankruptcy.
5. On June 3, 2009 we entered into a Share Purchase Agreement and Plan of Reorganization with Rcomm Inc. (“Rcomm”) and its sole shareholder, Ralph Joseph Riehl (hereinafter called “*Joe Riehl*”). We acquired 100% of Rcomm’s issued and outstanding common stock in exchange for the issuance of twenty million (20,000,000) shares of our common stock to Mr. Riehl in this transaction.
6. We are not currently in default on any note, loan, lease or indebtedness or financing arrangement.
7. On March 24, 2009 South Bay Financial Solutions Inc., (“South Bay”) a Nevada corporation acquired 50.01% of our issued and outstanding common stock from Belmont Partners LLC in a private transaction.
8. We issued the sum of twenty million (20,000,000) shares or ninety eight percent (98%) of our total issued and outstanding common stock to our President, Mr. Joe Riehl, in connection with the acquisition of Rcomm Inc. as described in Item VIIIA5 above
9. 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) shares and reverse split our issued and outstanding common stock by a forty to one (40-1) ratio.
10. We were delisted from the OTC-Bulletin Board during early 2006 for failure to timely file periodic financial reports. We filed Form 15 with the U.S. Securities and Exchange Commission on April 23, 2009 under which we voluntarily terminated our registration under Section 12(g) of the Exchange Act of 1934.
11. Management is not aware of any current, past or threatened legal proceedings or administrative actions either by or against the Company that could have a material effect on our business, financial condition, or operations and any current past or pending trading suspensions by a securities regulator.

B. Business of Issuer

1. Metatron, Inc. operates multi-sector businesses that transact through the Internet and mobile devices, using the power of technology to provide entertaining, educational and productive content and services to retail customers and business clients. Metatron companies operate in technologically synergistic business sectors including mobile and multi-media device applications, online dating, credit card processing, next-generation relational database development, and search engine advertising optimization. The Company has altered its operating

business since inception to take advantage of greater opportunities available in the field of aggregation and distribution of multi-media digital content as downloadable apps for mobile and other devices through its i-Mobilize division. Metatron's i-Mobilize division provides multi-platform digital content distribution for current and next-generation channels and devices. The iMobilize business model comprises accumulating top-tier digital content through purchase or license, for packaging and distribution as downloadable apps for mobile devices. Revenues come primarily from the sale of downloadable content on the iTunes and App Store websites and their own websites, which are www.metatroninc.com, www.i-mobilize.com, www.justdatabilling.com/JustData, www.cupidsdevil.com; and www.pbmagic.com.

2. Our Primary SIC Code is 5990, secondary SIC code is 7389.
3. Metatron Inc. conducts the operations described above.
4. We are not now, nor have we ever been considered a shell company.
5. We have no corporate parent or affiliates. Just Data Inc., a Delaware corporation, PB Magic Inc., a Delaware corporation and i-Mobilize Inc. are our wholly owned subsidiaries.
6. 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.
7. We have not engaged in any research and development since our inception, and at this time do not anticipate initiating any such operations during the 2010 fiscal year.
8. We are not subject to extensive environmental compliance laws and as such we anticipate that related costs will be minimal during the current fiscal year.

9. We currently have three employees, all of which are considered full time.

Item IX. The nature of products or services offered.

- A. We operated as a holding company which operated trucking companies from July 23, 2001 until March 24, 2009 when we executed a joint venture agreement with Rcomm Inc. to operate as an Internet consultant prior to the acquisition of Rcomm on June 3, 2009.

Today we operate as a digital content aggregator and distributor of downloadable content apps, available in Internet stores. We occasionally provide professional consulting services in the areas of web development, mobile software, online marketing, “Pay-per-Click” (PPC) management, SEO services and corporate strategy to our content generator clients and internet-based businesses.

We also provide fully integrated internet professional services to our clients to enable them to create, develop and enhance their interactive capabilities. We develop Internet services and strategies that add value to our clients' businesses. The services we provide include strategic planning, Web site content development, graphic design and computer programming. The following is a description of the scope of our services:

Strategic Services. After a thorough analysis, we help clients develop internet strategies for their businesses in the context of their overall corporate and marketing goals. Whether for an existing project in need of a new vision, or a new idea looking to be solidified into a viable venture, we have the creative expertise to help determine the best course of action.

Our strategic services include:

- Concept creation, service selection, and campaign strategy
- Detailed reports and market insights
- Strategic direction based on market research
- Strategic competition campaign analysis

We also help our clients use the internet as an effective means of dealing with their customers. We specialize in robust, turnkey website development that reflects the entire B2B or B2C relationship, including:

- Introducing relevant, customized information, products and services.
- Demonstrating the benefits of client products and services.
- Permitting customers to efficiently effect transactions with our clients.

Creative Services. We assist our clients in producing digital content and designing websites that are user-friendly and that effectively present our clients' products and services. Management has been involved with the

internet, and e-commerce in particular, since its infancy and puts this depth of experience to work for our client base. We work very closely with our clients to create published content that fits their business and captures the consumer's attention, but also makes sure to address vital criteria such as:

- Projecting a professional image
- Offering informative content
- Including user-friendly navigation
- Incorporating fast-loading graphics

Regarding e-commerce solutions, our e-commerce stores (both storefronts and backend) and online catalogs allow clients to display products or services and collect payment details from their websites. Whether integrating an existing business with the power of the web or starting from scratch, the company uses the latest technology and feature-rich programming which allows clients to fully manage their store or catalog without special software or advanced computer skills.

In summation, we advise clients on how they can bring their digital content online and develop the tools and strategy necessary to maximize the probability of success.

- B. Our products and services are distributed on the Internet through advertising and through word of mouth promotion by our existing clients.
- C. We have publicly announced the following deals to acquire content from the owners through purchase or license, for processing and sale as downloadable mobile and multi-media apps, during 2010. The status as of March 25, 2011 are as follows:
- Travel Video Store-100 apps deployed, 1000+ in development
 - SoundsTrue-350 apps deployed
 - Glenn Harrold-40 apps deployed, 50 in development
 - Benjamin Bonetti-30 apps deployed, 40 in development
 - Eckhart Tolle Tv-15 apps deployed 20 in development
 - Model Fitness-20 apps deployed, 20 in development
 - Infinity Entertainment Group – 30 apps for sale, 100 titles in development
 - Metatron-owned content – Over 300 apps for sale with another 600 titles in development
 - Payton Kane-5 apps deployed, 10 in development
 - Rising Star-5 apps deployed, 10 in development
 - My Yoga-20 apps deployed, 10 in development
 - Soul Concerts – 23 apps for sale, 140 titles in development
 - Vanguard – 15 apps for sale, 400 titles in development
 - Miscellaneous Content Providers – 200 apps for sale and over 250 in development
- D. 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 online content distribution business;
- the Internet 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 have technology and the capability to perform Internet services that are equal or superior to ours or that achieve greater market acceptance than our products. 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.

- E. We do not utilize raw materials in our business. Our principal suppliers are Verizon for internet bandwidth and AT&T for mobile phone service. We also utilize Macintosh computers manufactured by Apple Inc.
- F. Our business is subject to certain risks and concentrations including dependence on third party internet service providers, exposure to risks associated with online commerce security and credit card fraud. Significant changes in this industry or changes in customer buying behavior or advertiser spending behavior, including those changes that may result from the current economic downturn, could adversely affect our operating results.
- G. January 29, 2010 iMobilize filed for patent protection on its proprietary mobile content delivery system, which the Company has branded as "SyncStream." It is a streaming video application which allows an increase in the capacity and speed of mobile application content deployment.

H. Government approval is not required for the provision of any of our services.

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

We currently rent our corporate domicile on a yearly basis in Dover, Delaware at the cost of \$1200 per year. Our business is completely operated over the internet, which allows our personnel to work from their homes or other locations as they deem necessary.

Part D. Management Structure and Financial Information

Item XI. Name of chief executive officer, directors and control persons:

A. Officers and Directors.

1. Our Officers and Directors are as follows:

- Ralph Joseph (Joe) Riehl is our Chief Executive Officer (CEO), President and Director
- Denis Sluka, Chief Operating Officer (COO) and Director

2. Business addresses for our Officers and Directors are as follows:

- Mr. Riehl: 160 Greentree Drive Suite 101, Dover, De 19904
- Mr. Sluka: 160 Greentree Drive Suite 101, Dover, De 19904

3. Employment histories for our Officers and Directors are as follows:

- Mr. Riehl founded Rcomm Inc. in 1999 and has been continuously employed by Rcomm since that time. Joe Riehl attended the University of California at San Diego from 1988 to 1992 pursuing a double major in Computer Science and Economics. He was recruited late in his senior year to join Electric Pencil Inc., a graphic design and advertising company whose clients included Paramount Studios, Warner Bros, and Sony studios, as a new media specialist. Within one year he was appointed to the position of Vice President of Operations for their Hollywood and LA offices which had over sixty combined employees. Projects he managed during this time include the marketing and design of many movie ads and artists albums including Disney movies, Aliens 3, Gun's n Roses "Use your Illusion 1 and 2", and other top-selling favorites. The yearly revenue for Electric pencil during Joe's tenure rose from under \$1 million to over \$10 million within two years.

Mr. Riehl then formed RS International Inc. a web-design and on-line marketing company whose clients included Disney, MP3.com, Buzzlink.com, Car and Driver, and FashionMall.com. During this time Joe managed online marketing campaigns and traffic development programs that focused on maximizing revenue. For the first time in advertising history the Internet offered a way to precisely track ad spending vs ad revenue and RSI capitalized on this for their clients. RSI was also one of the first companies to market cell-phones on-line with an exclusive contract from AT&T, and one of the first to offer search engine optimization.

Mr. Riehl then focused on the opportunities in the Search Engine advertising market in 1999 by creating Rcomm Inc. with the intention to offer clients a systematic way to track ad spending and the ability to ramp up marketing budgets with predictable results. Since that time, Rcomm has acted as a consulting firm for a

wide-variety of companies seeking to develop and capitalize on their on-line presence.

During this time, Mr. Riehl also produced a television series pilot for the Sci-fi channel called The Chronicles which became that channel's top-rated show for three seasons. He also consulted and marketed music artists and seminar leaders selling their audio and videos online. One of his projects, Emote was the number one downloaded alternative band on mp3.com.

Seeing the future of on-line commerce being highly dependant on information management, Mr. Riehl was instrumental in the development of PBM Inc with on-line database and e-commerce expert Denis Sluka. During this time, Mr. Riehl managed the development of PBM web-sites and managed the on-line sales and credit-card processing for numerous companies. During his engagement, PBM generated \$3 million in revenue during their second year and seven figures for the next seven years and with a 45% profit margin.

- Mr. Sluka A self-taught entrepreneur and with over 15 years of development, database and e-commerce expertise, Mr. Sluka is co-founder of Company subsidiaries PB Magic and CupidsDevil, as well as heading up development for i-Mobilize. Prior to co-founding the companies, he served as inventory database programmer and manager for high-end mens' clothing designer and manufacturer, Mario Valente. Prior to that, he served with NY-based Croman Real Estate as its listings database developer. Under his company, Spidermade, Inc., 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.

4. Mr. Riehl nor Mr. Sluka are members of any other board of directors and have no other affiliations.
5. Annual Compensation for Mr. Riehl for 2010 was \$50,700 and for Mr. Sluka for 2010 was \$50,700.
6. Mr. Riehl beneficially owns 9,722,128 shares of our common stock. Mr. Sluka beneficially owns 9,722,128 shares of our common stock.

B. Legal and Disciplinary History.

1. Mr. Riehl and Mr. Sluka have not been convicted in a criminal proceeding or named as a defendant in a pending criminal proceeding

(excluding traffic violations and other minor offenses) during the last five years;

2. Mr. Riehl and Mr. Sluka have not been the subject of an 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;
3. Mr. Riehl and Mr. Sluka have not been the subject of 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 securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
4. Mr. Riehl and Mr. Sluka have not been the subject of 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.

C. **Disclosure of Family Relationships.** There are no 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.

D. **Disclosure of Related Party Transactions.** There have been no transactions 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.

E. **Disclosure of Conflicts of Interest.** There are no conflicts of interests 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.

Item XII. Financial Information on the issuer's most recent fiscal period

An unaudited balance sheet and unaudited statements of income, cashflow and changes in stockholder's equity for the fiscal year ending December 31, 2010 for the Company is attached hereto as Exhibit 1 These financial statements are incorporated by reference into this disclosure statement.

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

An unaudited balance sheet and unaudited statements of income, cashflow and changes in stockholder's equity for the 2009 and 2008 fiscal years for the Company is attached hereto as Exhibit 2 These financial statements are incorporated by reference into this disclosure statement.

An unaudited balance sheet and unaudited statements of income, cashflow and changes in stockholder's equity for the 2009 and 2008 fiscal years for the Company's wholly owned subsidiary, Rcomm Inc. is attached hereto as Exhibit 3. These financial statements are incorporated by reference into this disclosure statement.

Item XIV. Beneficial Owners:

The following table sets forth, as of December 31, 2010, information about the beneficial ownership of our capital stock with respect to each person known by the Company to own beneficially more than 5% of the outstanding capital stock, each director and officer, and all directors and officers as a group.

Name	Number of Shares	% of Ownership
Joe Riehl Chief Executive, President and Director 160 Greentree Drive Suite 101 Dover, De 19904	9,722,128 (1)	2.35%
Denis Sluka Chief Operations Officer 160 Greentree Drive Suite 101 Dover, De 19904	9,722,128	2.35%
All Director and Officers as a Group	19,444,256	4.7%

- (1) Joe Riehl owns one share of Series "A" Preferred Stock, and accordingly is able to control any vote of the shareholders. See Part B, Section V herein.

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

1. Investment Banker – None

2. Promoters – None

3. Legal Counsel

Joseph M. Lucosky, Esq.
Anslow & Jaclin LLP
195 Route 9 South, Manalapan, NJ 07726
Phone: (732) 409-1212
Email: jlucosky@anslowlaw.com

4. Accountant or Auditor – None.

The financial statements provided herein have been prepared in accordance with GAAP by management.

5. Public Relations

160 Greentree Drive Suite 101
Dover, De 19904
Phone: (619)-550-4668
Email: info@metatroninc.com

6. Investor Relations

160 Greentree Drive Suite 101
Dover, De 19904
Phone: (619)-550-4668
Email: ir@metatroninc.com

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - None.

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

- A. **Plan of Operation.** This information is not required to be provided.
- B. **Management's Discussion and Analysis of Financial Condition and Results of Operations.**

NOTE: In an effort to assist the reader in better understanding our present business operations we have elected to provide the following Proforma information on the combined entity comprised of Metatron Inc, and its wholly owned subsidiary, Rcomm Inc. This disclosure does not include information on any discontinued operations.

1. Information for each of the last two fiscal years.

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.

Denis Sluka, our COO was appointed Director on June 22, 2009.

We currently have three full time employees and operate as an aggregator and distributor of digital multi-media content for sale as app downloads for mobile and other devices.

The following factors should be considered carefully in evaluating us and our business. Additional risks and uncertainties not presently known to us may also effect our business operations. If any of the

following risks actually occur, our business, financial condition or operating results could be materially adversely affected.

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 online content distribution business;
- the Internet 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 have technology and the capability to perform Internet services that are equal or superior to ours or that achieve greater market acceptance than our products. 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 Internet professional services 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 products and 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 distributing downloadable content or 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 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.

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 trades in a volatile trading market.

Our common stock has become listed for quotation on the Pink OTC Markets. Pink Sheet and other thinly-traded securities ("over the counter stocks") present particular trading risks, in part because they are relatively less liquid and more volatile than actively traded securities listed on a major exchange or NASDAQ. They are subject to different trading rules and systems than other securities and may encounter significant delays in executions, reports of executions and updating of quotations in trading stocks. Under certain market conditions, it may be difficult or impossible to liquidate a position quickly at a reasonable price. This can occur, for example, when the market for a stock suddenly drops, or if trading is halted due to recent news events or unusual trading activity. The more volatile a stock is, the greater the likelihood that problems may be encountered in executing a transaction. In addition to normal market risks, losses can occur due to system failures during high market activity. An investment in an OTC security is speculative and involves a high degree of risk. Many OTC securities are relatively illiquid, or "thinly traded," which tends to increase price volatility. Our stock is often difficult for investors to buy or sell without dramatically affecting the quoted price. In some cases, the liquidation of a position in our stock, or any OTC security, may not be possible within a reasonable period of time.

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

Revenues come primarily from the sale of downloadable content on the iTunes and App Store websites and their own websites, which are www.metatroninc.com, www.i-mobilize.com, www.justdatabilling.com/JustData, and www.pbmagic.com.

Metatron, Inc. operates multi-sector businesses that transact through the Internet and mobile devices, using the power of technology to provide entertaining, educational and productive content and services to retail customers and business clients. Metatron companies operate in technologically synergistic business sectors including mobile and multi-media device applications, online dating, credit card processing, next-generation relational database development, and search engine advertising optimization. The Company has altered its operating business since inception to take advantage of greater opportunities available in the field of aggregation and distribution of multi-media digital content as downloadable apps for mobile and other devices through its i-Mobilize division. Metatron's i-Mobilize division provides multi-platform digital content distribution for current and next-generation channels and devices. The iMobilize business model comprises accumulating top-tier digital content through purchase or license, for packaging and distribution as downloadable apps for mobile devices.

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 Year Ended December 31, 2010 Compared to the Year Ended December 31, 2009

Revenues

Revenue increased from \$200,031 for the year ended December 31, 2009 to \$278,160 for the year ended December 31, 2010, an increase of 39%.

These revenues are primarily generated from app sales. The increase in revenue was caused by our focus on the development of mobile phone software sales as opposed to business development activities.

Cost of Revenue

As a consultant we were not subject to direct costs or costs of sale.

Operating Expenses

Operating Expenses for the year ended December 31, 2010 increased to \$703,946 from \$133,671 for the year ended December 31, 2009, representing an increase of 426%.

The increase in Operating Expenses is primarily attributable to our focus on software development and business development activities.

General and Administrative Expenses for the year ended December 31, 2010 increased to \$342,930 from \$123,515 for the year ended December 31, 2009, representing an increase of 177%. The increase in General and Administrative Expense is due to focus on the development of mobile phone software and business development activities.

Net Income (Loss)

Net loss increased to (\$425,786) for the year ended December 31, 2010 from a net income of \$66,360 for the year ended December 31, 2009.

The decrease in net income was primarily due to our increased software development.

Liquidity and Capital Resources

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

As of December 31, 2010, the Company had \$18,220 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 loss for the year ended December 31, 2010 was (\$425,786). During the year we received a total of \$278,160 in revenue and had total operating expenses of \$703,946.

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.

Item XVII. Issuance History.

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 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.

On March 15, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,000 of outstanding debt to PHP Holdings Inc. into 13,000,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On September 27, 2010 we converted the sum of \$48,450 of outstanding debt to PHP Holdings Inc. into 17,000,000 shares of common stock.

On September 28, 2010 we converted the sum of \$81,682 of outstanding debt to PHP Holdings Inc. into 28,660,393 shares of common stock.

On October 14 2010 we issued 2,500,000 in restricted shares of common stock to Mike Katz for services rendered.

On October 19 2010 we issued 7,000,000 in restricted shares of common stock to Ralph Riehl for services rendered.

On October 19 2010 we issued 7,000,000 in restricted shares of common stock to Denis Sluka for services rendered.

Item XVIII. Material Contracts

We have publicly announced the following deals to acquire content from the owners through purchase or license, for processing and sale as downloadable mobile and multi-media apps, during 2009. The status as of March 25, 2011 are as follows:

- Travel Video Store-100 apps deployed, 1000+ in development
- SoundsTrue-350 apps deployed
- Glenn Harrold-40 apps deployed, 50 in development
- Benjamin Bonetti-30 apps deployed, 40 in development
- Eckhart Tolle Tv-15 apps deployed 20 in development
- Model Fitness-20 apps deployed, 20 in development
- Infinity Entertainment Group – 30 apps for sale, 100 titles in development
- Metatron-owned content – Over 300 apps for sale with another 600 titles in development
- Payton Kane-5 apps deployed, 10 in development
- Rising Star-5 apps deployed, 10 in development
- My Yoga-20 apps deployed, 10 in development
- Soul Concerts – 23 apps for sale, 140 titles in development
- Vanguard – 15 apps for sale, 400 titles in development
- Miscellaneous Content Providers – 200 apps for sale and over 250 in development

Item XIX. Legal Proceedings:

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

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

ISSUER PURCHASES OF EQUITY SECURITIES				
Period	Column (a) Total Number of Shares (or Units) Purchased	Column (b) Average Price Paid per Share (or Unit)	Column (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs	Column (d) Maximum Number)or Approximate Dollar Value) of Shares (or Units) that May Yet Be Purchased Under the Plans or Programs
Month #1 N/A	NONE	NONE	NONE	NONE
Month #2 N/A	NONE	NONE	NONE	NONE
Month #3 N/A	NONE	NONE	NONE	NONE
Total	NONE	NONE	NONE	NONE

During the year ended December 31, 2010, Metatron, Inc. did not purchase any equity securities privately or through a publicly announced program nor did any agent or affiliate of Metatron, Inc.

During the year ended December 31, 2010 Metatron, Inc. did not default on any securities.

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.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "METATRON, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND DAY OF FEBRUARY, A.D. 2010, AT 5:47 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

3318552 8100

100181597

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State

AUTHENTICATION: 7827849

DATE: 02-22-10

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:12 PM 02/22/2010
FILED 05:47 PM 02/22/2010
SRV 100181597 - 3318552 FILE

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION
OF
METATRON, INC.


It is hereby certified that:

1. The name of the corporation is METATRON, INC. (the "Corporation").
2. The certificate of incorporation of the Corporation is hereby amended by striking out ARTICLE 4 thereof and by substituting in lieu of said Article the following new Article:

ARTICLE 4: The total number of shares of common stock the Corporation shall have authority to issue is 300,000,000 shares, par value \$0.001 per share, and the total number of shares of Preferred Stock the Corporation shall have authority to issue is 5,000,000 shares, par value \$0.001 per share. The Preferred Stock authorized by this Certificate of Incorporation shall be issued in series. The Board of Directors of the Corporation is authorized to establish series of Preferred Stock and to fix, in the manner and to the full extent provided and permitted by law, the rights, preferences and limitations of each series of the Preferred Stock and the relative rights, preferences and limitations between or among such series.

3. The amendments of the certificate of incorporation herein certified have been duly adopted and written consent have been given in accordance with the provisions of Section 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on February 22, 2010

By: 
Name: Ralph Joseph Richl
Title: President & CEO

For additional corporate documents, please see those already filed in the original disclosure document.

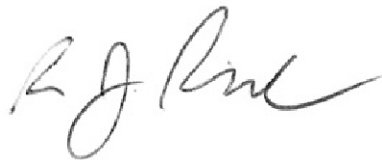
Issuers Certifications:

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 25, 2011



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

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 i-Mobilize’s assets were reported as other assets in the company’s books.

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. The excess cost of acquisition against Just Data’s assets were reported as other assets in the company’s books.

On November 23, 2009 we acquired PB Magic, Inc. in exchange for the issuance of five million (5,000,000) shares of common stock to its sole shareholder. The excess cost of acquisition against PB Magic’s assets were 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.

The comparison data of 2008 Balance Sheet is the financial data of Rcomm, Inc. only, as the acquirer in accordance with APB No. 16. Rcomm’s 2008 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 fiscal year ended December 31, 2009 are consolidated to include the

accounts of Metatron Inc. and its wholly owned subsidiaries, iMobilize Inc., Just Data Inc. and PB Magic 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 December 31, 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 converted 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 converted 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 converted 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 converted the sum of \$216,323 of outstanding debt to PHP Holdings Inc. into 2,704,042 shares of common stock.

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.

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 November 23, 2009 we acquired PB Magic, Inc. in exchange for the issuance of five million (5,000,000) shares of common stock to its sole shareholder.

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 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.

On March 15, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,000 of outstanding debt to PHP Holdings Inc. into 13,000,000 shares of common stock.

On April 30, 2010 we converted the sum of \$97,300 of outstanding debt to PHP Holdings Inc. into 13,900,000 shares of common stock.

On September 27, 2010 we converted the sum of \$48,450 of outstanding debt to PHP Holdings Inc. into 17,000,000 shares of common stock.

On September 28, 2010 we converted the sum of \$81,682 of outstanding debt to PHP Holdings Inc. into 28,660,393 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 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 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 \$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.

On March 15, 2010 PHP Holdings Inc. converted \$97,300 of outstanding debt into 13,900,000 shares of common stock.

On April 30, 2010 PHP Holdings Inc. converted \$91,000 of outstanding debt into 13,000,000 shares of common stock.

On April 30, 2010 PHP Holdings Inc. converted \$97,300 of outstanding debt into 13,900,000 shares of common stock.

On September 27, 2010 PHP Holdings Inc. converted \$48,450 of outstanding debt into 17,000,000 shares of common stock.

On September 28, 2010 PHP Holdings Inc. converted \$81,682 of outstanding debt into 28,660,393 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. This amount was repaid

by a third party on October 1, 2009

NOTE 7 SUBSEQUENT EVENTS

EXHIBIT 2
METATRON
FINANCIAL STATEMENTS
DECEMBER 31, 2010 AND 2009
(UNAUDITED)

Metatron, Inc
Profit Loss
Twelve Months Ended
December 31, 2010
(Unaudited)

	Three Months Ended Dec 31		Twelve Months Ended Dec 31	
	2010	2009	2010	2009
Ordinary Income/Expense				
Income				
Revenue	99,376	7,088	278,160	200,031
Other Income				
Total Income	<u>99,376</u>	<u>7,088</u>	<u>278,160</u>	<u>200,031</u>
Product Cost	73,958	10,157	361,016	10,156
General and Administrative	27,802	23,688	342,930	123,515
Total Cost & Expenses	<u>101,760</u>	<u>33,845</u>	<u>703,946</u>	<u>133,671</u>
Net Ordinary Income	<u>(2,384)</u>	<u>(26,757)</u>	<u>(425,786)</u>	<u>66,360</u>
Net Income	<u><u>(2,384)</u></u>	<u><u>(26,757)</u></u>	<u><u>(425,786)</u></u>	<u><u>66,360</u></u>
Retained Loss, Beg			<u>(6,527,954)</u>	<u>(6,594,314)</u>
Retained Loss, End			(6,953,740)	(6,527,954)
Income (Loss) Per Share:				
Basic			(0.0221)	0.0011
Diluted			(0.0221)	0.0011
Number of Shares Used in the per share				
Calculation				
Basic			314,973,819	55,758,349
Diluted			314,973,819	55,758,349

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

	Preferred Stock		Common Stock			Accumulated Deficit(Income)	Total Stockholders Equity
	Number of Shares	Amount	Number of Shares	Amount	Paid In Capital		
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			285,115,470	285,114	3,875,727		4,160,841
Common Stock Issued in Exchange of Professional Fees			1,100,000	1,100	84,700		85,800
Net Income(Loss) for the Twelve months Ended Dec 31, 2010						(425,786)	(425,786)
Balance, December 31, 2010	1		341,973,819	341,974	7,308,268	(6,953,740)	696,502

Metatron, Inc
Statement of Cash Flows
Twelve Months Ended
December 31, 2010

	2010	2009
OPERATING ACTIVITIES		
Net Income	(425,786)	66,360
Accounts Receivable	(27,401)	-
Advances from Shareholders		79,360
Accounts Payable		(152,000)
Net cash provided by Operating Activities	<u>(453,187)</u>	<u>(6,280)</u>
Investing Activities		
Content	(154,470)	
Acquisition of RComm		(14,935)
Acquisition of Just Date		(100,000)
Acquisition of PB Magic		(750,000)
Property and Equipment Closed		
Other Assets Closed		
Acquisition of Rcomm/Imobilize		(149,750)
property and Equipment		(1,474)
Net Cash provided by Investin Activities	<u>(154,470)</u>	<u>(1,016,159)</u>
FINANCING ACTIVITIES		
Notes Payable	(3,622,942)	(2,358,654)
Shareholders' Equity-Common Stock \$.001 Par Value	286,215	35,530
Shareholders' Equity-Paid in Capital	3,960,426	3,347,741
Opening Balance Equity		
Preferred Stock Issuance		
Net cash provided by Financing Activities	<u>623,699</u>	<u>1,024,617</u>
Net cash increase for period	16,042	2,178
Cash at beginning of period	<u>2,178</u>	<u>2,178</u>
Cash at end of period	<u><u>18,221</u></u>	<u><u>2,178</u></u>

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

	Dec 31, 2010	Dec 31, 09
ASSETS		
Current Assets		
Cash and Cash Equivalents	18,220	2,178
Receivables	27,401	
Total Current Assets	45,621	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
Acquisition of IMobilize	149,750	149,750
Acquisition of Just Data	100,000	100,000
Acquisition of PB Magic	750,000	750,000
Content	154,470	-
Total Other Assets	1,169,155	1,014,685
TOTAL ASSETS	1,216,250	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	440,488	4,063,431
Total Long Term Liabilities	440,488	4,063,431
Total Liabilities	519,848	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: 314,973,819 Issued and Outstanding as of 9/30/10; 55,758,349 Issued and Outstanding as of 12/31/09	341,974	55,759
Paid in Capital	7,308,168	3,347,741
Total Shareholders' Equity	7,650,142	3,403,500
Retained (Loss)/Earning	(425,786)	66,360
Total Equity	696,402	(3,124,454)
TOTAL LIABILITIES & EQUITY	1,216,250	1,018,337