

- Five Hundred Forty Thousand Seven Hundred Dollars (\$540,700.00) due on May 13, 2011 with an interest rate of Ten Percent (10%), and
- Two Hundred Twenty Thousand Dollars (\$220,000.00) with an interest rate of Ten Percent (10%) per annum.

The Company is in the process of negotiating a settlement of these notes with Dr. Wilson.

7. Change of Control: On April 21, 2010, Jennifer Pharris, Founder of cMoney, Inc. prior to the Merger, acquired 105,000,000 shares of Bonfire directly from Alexander Kulyashov, thereby obtaining control of our Company as previously disclosed in our Current Report on Form 8-K filed on April 27, 2010. In conjunction with the closing of that acquisition, and in accordance with the terms of the merger agreement between cMoney and Bonfire, the officers and directors of our Company resigned and Jennifer Pharris was appointed the Chief Executive Officer and director of our Company. An additional 86,970,663 shares were acquired by cMoney on the same date from unaffiliated stockholders of Bonfire. A total of \$350,000.00 was paid for such shares, \$190,000.00 by Jennifer Pharris and \$160,000.00 by cMoney. Our then director and newly appointed CEO, Dr. Larry Wilson, loaned funds to Ms. Pharris and cMoney for such stock purchases.
8. On May 6, 2010, we consummated the Merger as previously disclosed in our Current Report on Form 8-K filed on May 12, 2010. The 86,970,663 shares of our common stock previously acquired by cMoney became treasury shares of our Company upon the Merger and were subsequently cancelled. Upon completion of the Merger, in satisfaction of prior commitments of cMoney and for no additional consideration to our Company, we issued to the PLJMMP Trust, which is controlled and owned by our Founder's grandmother, 18,000,000 shares of our common stock, 3,225,441 to the TFPMMP Trust, 75,000 shares to John Schiavo, 1,255,722 shares to our new director, Dr. Larry Wilson and his wife, 329,787 shares to our new director Melvin Tekell, 209,790 shares to Mr. Tekell's adult daughters (all share amounts have been adjusted to reflect our three for one stock split that took effect on July 30, 2010).
9. A 3-for-1 stock split took effect on July 30, 2010. There are no other pending or anticipated stock splits, stock dividends, recapitalizations, acquisitions, spin-offs or reorganizations. See above for information on past merger; there are no pending or anticipated mergers.
10. N/A

11. We received a demand letter from the attorney for Larry Krasner relating to a lawsuit filed by Mr. Krasner against us in Harris County on May 26, 2010, all claims by Mr. Krasner have been now been resolved on confidential terms as of April 14, 2011.

B. Business of Issuer

The issuer is a Houston-based technology company that provides innovative secure mobile payment solutions for mobile phone users, retailers and financial institutions, has developed an innovative way to send money and pay for goods and services using a mobile phone and the text messaging system protected by licensed patents pending. Scheduled to debut in 2012, the pioneering technology will create a “virtual wallet” that will eliminate exposure to identity and credit card theft for users. It can be used anywhere that cash, checks, ATM’s or credit cards are accepted. For more information, visit www.cmoney.com

1. The Issuer’s Primary SIC Code is 7379
2. The Issuer is currently conducting operations.
3. We previously were deemed a shell company, therefore the exemption offered pursuant to Rule 144 is not available. Anyone who purchased securities directly or indirectly from us or any of our affiliates in a transaction or chain of transactions not involving a public offering cannot sell such securities in an open market transaction. However, the Company’s current management and legal counsel do not believe that the Company is or ever was a “Shell Company,” notwithstanding any such statements in the Company’s previous filings. We will be undertaking efforts to rectify this matter.
4. N/A
5. N/A
6. Approximately \$1,500,000
7. N/A
8. One (1)

Item IX The Nature of products or services offered

- A. cMoney, Inc., a Houston-based technology company that provides innovative secure mobile payment solutions for mobile phone users, retailers and financial institutions, has developed an innovative way to send money and pay for goods and services using a mobile phone and the text messaging system protected by licensed patents pending. Scheduled to debut in 2012, the pioneering technology will create a “virtual wallet” that will eliminate exposure to identity and credit card theft for users. It can be used anywhere that cash, checks, ATM’s or credit cards are accepted.
- B. The Company will distribute its products and services through apps for mobile phones.
- C. The Company plans a nationwide launch of its product in the first quarter of 2012.

- D. The Company's principal competitors are bank's internal online banking systems, credit card companies, PayPal Mobile, and obopay.com.
- E. N/A
- F. The Company has four categories of potential customers: 1. Banks, 2. Underbanked, such as banks, credit card companies, mortgage companies, etc., 3. Individuals without bank accounts, and 4. Mobile phone service providers such as AT&T and Verizon.
- G. None.
- H. None.

Item X The Nature and extent of the Corporation's Facilities

The Company rents an office in Houston from where the Chief Executive Officer conducts the Company's business. The Company has a 6-month lease with monthly rent of \$1,143.21 that expires on December 31, 2011 and automatically renews for successive 6-month terms.

Part D Management Structure and Financial Information

A. Officers and Directors

1. Paul Matthews, Chief Executive Officer, Treasurer, Secretary and Director
2. Address: 4606 SM 1960 West, Suite 400, Houston, Texas 77069
3. Employment History: Mr. Paul Matthews has over 42 years experience in the global Information Technology industry including building global marketing/sales teams, business development plans including ROI and raising capital, and software product development including Intellectual Property.

Mr. Matthews has performed lead roles in negotiations, including closing major deals at State Street Bank, Charles Schwab, US Government, BETA Systems, a division of Thomson Financial, and major global financial companies including ING Insurance. He has travelled extensively and is very familiar with American, European and Asian business life and culture. He has spent over 5 years in Asia, closing deals in China with IBM Greater China Group, Hong Kong with Bank Of China and in Taiwan with China Trust Commercial Bank.

Mr. Matthews is very familiar with business practices and is well known within IT community globally receiving many recognition awards. He keeps current with all the business and IT latest trends through his attendance at global industry conferences and his professional memberships.

4. Board Memberships and Other Affiliations: N/A

5. Compensation: \$276,000 annually - compensation has been and is currently deferred and may be paid in Company Common Stock
6. Securities Beneficially Owned: 0

1. Melvin Tekell, Director
2. Address: 4606 SM 1960 West, Suite 400, Houston, Texas 77069
3. Employment History: Over the last five years, Mr. Tekell has been semi-retired focusing on his ranches and farms. From 1965 to 1980, Mr. Tekell was a part owner and board director for Heart State Bank located in Heart, Texas when the bank was sold. During that time he was also running a grain business in multiple states, which he sold as he began to move into retirement. Prior to his semi-retirement, Mr. Tekell managed agro-chemical facilities, grain storage facilities, farms and ranching operations throughout his career. Mr. Tekell brings a wealth of general business knowledge to our board as well as extensive knowledge of the banking industry.
4. Board Memberships and Other Affiliations: N/A
5. Compensation: \$ 0
6. Securities Beneficially Owned: 329,787

1. Krishna Kashyap, Director
2. Address: 4606 SM 1960 West, Suite 400, Houston, Texas 77069
3. Employment History: Mr. Kashyap brings over 25 years of broad industry experience in global sales, marketing, business development and product development. He has been instrumental in closing major deals worth over \$200M. He has in-depth experience covering mobile payments, mobile software development, telecommunications, IP telephony, wire line, cable, wireless and Internet. His recent experience includes founding teams at Zumezu, Tricastmedia and Sentac. He has led teams in large successful business deals with worldwide carriers such as Bharti-Airtel, Reliance, KTF, SK Telecom, Vivo, Claro, Oi, O2 and China Mobile. His recent consulting assignments have been for clients including Obopay, Picsel, HearMe, KTF, Polaris Wireless and Tricastmedia to assist with them with strategies for international market expansion. He previously worked for major companies such as Qualcomm, Lucent, Motorola, and Verizon Wireless. Krishna has an MS degree in Engineering from the University of Iowa and has completed graduate level courses in Computer Science and Marketing at University of Illinois, Urbana-Champaign and Northwestern University, respectively. He has a Bachelor's Degree in Engineering from University of Bangalore, India. He has taught short IT and business courses at John Hopkins University and for companies including Infosys.
4. Board Memberships and Other Affiliations: N/A

5. Compensation: \$ 0
6. Securities Beneficially Owned: 0

The Company has entirely replaced the previous management team with Mr. Matthews, Mr. Tekell, and Mr. Kashyap in order to address past deficiencies in management performance and failings to meet projected deadlines.

1. Jennifer L. Pharris, Significant Shareholder
2. Address: PO Box 572022, Houston, TX 77257
3. Employment History: N/A
4. Compensation: \$ N/A
5. Securities Beneficially Owned: 105,000,000 shares of common stock

1. AGS Capital Group, LLC, Significant Shareholder
2. Address: Attention: Stock Receipts Department, 1700 Pacific Avenue, Suite 1400, Dallas, TX 75201
3. Employment History: N/A
4. Compensation: \$ N/A
5. Securities Beneficially Owned: 12,666,666 shares of common stock

1. Dr. Larry Wilson, Significant Shareholder
2. Address: PO Box 572022, Houston, TX 77257
3. Employment History: N/A
4. Compensation: \$ N/A
5. Securities Beneficially Owned: 10,258,722 shares of common stock

B. Legal/Disciplinary History

1. N/A
2. N/A
3. N/A
4. N/A

C. Disclosure of Family Relationships and

D. Related Party Transactions:

From 2005 through 2009, cMoney received advances of \$502,236.00 from the Pharris Family Trust, a trust owned and managed directly by Miriam Pharris, grandmother of Jennifer Pharris, the Company's Founder. The funds obtained via the advances were used by cMoney for research and development costs and legal fees associated with product development. The advances are evidenced by a note, which carries an interest rate of 4% per annum and matures on May 31, 2010. Upon completion of the Merger, the PLJMMP Trust, another trust owned and managed directly by Miriam Pharris, received 18,000,000 shares of Company Common Stock in consideration for providing such note. There were \$502,236.00 in advances outstanding as of December

31, 2009 and 2008, respectively. Jennifer Pharris has assumed the obligation to repay this note.

On April 8, 2009, cMoney entered into an agreement with Global 1 Enterprises, Inc., whereby in exchange for \$41,543.00 per year over the next five years, Global 1 Enterprises, Inc. will provide consulting services to cMoney, which are expected to be provided by Ms. Pharris. Global 1 Enterprises, Inc. is owned by Jennifer Pharris, the Company's Founder. During 2009, cMoney accrued accounts payable of \$27,696.00 related to this agreement. On April 3, 2010, cMoney entered into a technology license agreement with Global 1 Enterprises, Inc. Under the agreement, cMoney will pay Global 1 \$1,500,000.00 per year for an exclusive and non-transferable license to certain intellectual property including trademarks and patents. Global 1 is owned by Jennifer Pharris. Global 1 has filed a lien against the Company's assets in order to secure this obligation.

In May 2010, after completion of the Merger we issued 329,787 shares to Melvin Tekell in satisfaction of contractual obligations of cMoney. Mr. Tekell had paid cMoney \$100,000.00 for the right to obtain these shares. In addition, his two adult daughters, Lola Faye and Debra Faye Tekell, each received 104,895 shares in satisfaction of contractual obligations of cMoney. Each daughter had paid cMoney \$50,000.00 for the right to obtain these shares. These daughters do not reside with Mr. Tekell, have no involvement in the Company and do not possess any non-public information.

In May 2010, after completion of the Merger, we issued 1,255,722 shares to former director Dr. Larry Wilson and his wife in satisfaction of contractual obligations of cMoney. Dr. Wilson had paid cMoney \$300,000.00 for the right to obtain these shares and had loaned cMoney an additional \$1,040,700.00 bearing interest at 10% per annum, of which Jennifer Pharris has assumed \$190,000.00, leaving \$850,700.00 to be paid by us.

The \$1,040,700.00 is represented by three notes:

- a. \$280,000.00 which carries an interest rate of 10% per annum and matured on March 31, 2011;
- b. \$540,700.00 which carries an interest rate of 10% per annum and matured on May 13, 2011; and
- c. \$220,000.00 which carries an interest rate of 10% per annum and matured in June 2011 unless earlier converted.

cMoney is currently negotiating with Dr. Wilson to bring these notes current.

Mr. Tekell is the father-in-law of Dr. Wilson.

E. Disclosure of Conflicts of Interest

We are a party to a technology license agreement with Global 1 Enterprises, Inc., or Global 1, under which we are obligated to pay Global 1 \$1,500,000.00 per year for an exclusive and non-transferable license to certain intellectual property, including trademarks and patent applications. Global 1 is owned by our Founder Jennifer Pharris, who does not participate in the management of cMoney. This relationship presents a potential conflict of interest for Ms. Pharris as she benefits directly from the payments to Global 1 and is also the largest shareholder in cMoney, Inc. In addition, we are party to an agreement with Global 1 to provide consulting services to us for \$41,543.00 per year over the next five years.

From 2005 through 2009, cMoney received advances of \$502,236.00 from the Pharris Family Trust, a trust owned and managed directly by Miriam Pharris, grandmother of Jennifer Pharris. The funds obtained via the advances were used by cMoney for research and development costs and legal fees associated with product development. Upon completion of the Merger, the PLJMMP Trust, another trust owned and managed directly by Miriam Pharris, received 18,000,000 shares of Company Common Stock in consideration for providing such note and Jennifer Pharris assumed the obligation to repay the note.

In May 2010, former CEO and Director Dr. Larry Wilson loaned cMoney \$280,000.00 which carries an interest rate of 10% per annum and matures on the earlier of March 31, 2011 or the date cMoney closes an equity investment of \$5,000,000.00 or more. \$190,000.00 of this amount was transferred to Ms. Pharris, the sole stockholder of cMoney at that time, and Ms. Pharris assumed the corresponding obligation to repay Dr. Wilson that \$190,000.00. Ms. Pharris used that \$190,000.00 to acquire a controlling interest in Bonfire prior to the merger of cMoney and Bonfire.

The Securities and Exchange Commission (the "SEC") had initiated a formal civil inquiry into the Company and asked that the Company and related parties provide certain records, documents and information to the SEC. On August 13, 2010, the Company filed a Form RW withdrawing its S-1 filed May 28, 2010. Since then there have been no further inquiries from the SEC. For additional information see previous filings.

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

Financial Information of the Issuer is posted through the OTC Disclosure and News Service and is hereby incorporated by referenced thereto.

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

Financial Information of the Issuer is posted through the OTC Disclosure and News Service and is hereby incorporated by reference hereto.

Item XIV Beneficial Owners

1. Cede & Company, P.O. Box 222, Bowling Green Station, New York, New York 10274. (13.416%). At this time the number and identity of shareholders of the Company holding through Cede & Company are not known to the issuer.
2. Jennifer L. Pharris PO Box 572022 Houston, Texas 77257 (63.801%)
3. Dr. Larry Wilson PO Box 572022, Houston, Texas 77257 (5.469%)

Item XV Outside Advisors

1. Investment Banker
N/A
2. Promoters
N/A
3. Counsel
Brinen & Associates, LLC
7 Dey Street, Suite 1503
New York, New York 10007
212-330-8151
4. Accountant or Auditor
Pannel Kerr Foster of Texas, PC
5847 San Felipe, Suite 2400
Houston, Texas 77057
5. Public Relations Consultant(s)
6. Investor Relations Consultant(s)
N/A

Item XVI Management's Discussion and Analysis or Plan of Operations

A. Plan of Operation:

- i. The Company will need to raise additional funds within the next twelve (12) months in order to launch its product by the first quarter of 2012. It will need to raise One Million Five Hundred Thousand Dollars (\$1,500,000.00) to acquire the rights to use and modify certain intellectual property in order to develop its product internally rather than through third party vendors. Management anticipates that it will need to raise an additional Two Million Dollars (\$2,000,000.00) in order to develop its product and provide working capital for the Company.
We have significant cash requirements in addition to our monthly operating expenses, including:

- the annual payment of \$1,500,000 to Global 1, which is owned by our Founder, Jennifer Pharris, related to the license of technology from Global 1;
 - \$750,000 to Kodiak Capital Group LLC, in consideration of the Equity Line of Credit contained in the Kodiak Equity Line of Credit (5% of the \$15 million facility amount) half of which is being paid in 6,849,666 shares of common stock in lieu of cash.
 - \$771,000 to Soprano Design Pty Ltd. pursuant to the Technology Sublicense Agreement, however this obligation will be canceled when the license to use and modify is effective;
 - \$280,000 to pay off a promissory note to Dr. Wilson which carries an interest rate of 10% per annum and matures on the earlier of March 31, 2011 or the date cMoney closes an equity investment of \$5,000,000;
 - \$540,700 to pay off a promissory note to Dr. Wilson which carries an interest rate of 10% per annum and matures on May 13, 2011;
 - \$220,000 to pay off a promissory note to Dr. Wilson which carries an interest rate of 10% per annum and matures in June 2011 unless he earlier converts part or all of the amount due into shares of our Common Stock at a conversion price of \$0.0367 per share (after adjusting for the 3-for-1 split).
- ii. The Company plans to develop the mobile phone apps for sale to customers by the first quarter of 2012.
- iii. N/A.
- iv. The Company will hire a team of developers in order to develop the mobile phone apps.

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

N/A

C. Off-Balance Sheet Arrangements

N/A

Part E Issuance History

Item XVII **List of securities offerings and shares issued for services in the past two years**

- i) On May 6, 2010, we consummated the Merger as previously disclosed in our Current Report on Form 8-K filed on May 12, 2010. The 86,970,663 shares of our common stock previously acquired by cMoney became treasury shares of our Company upon the Merger and were subsequently cancelled. Upon completion of the Merger, in satisfaction of prior commitments of cMoney and for no additional consideration to our Company, we issued to the PLJMMP Trust, which is controlled and owned by our Founder's grandmother, 18,000,000 shares of our common stock, 3,225,441 to the TFPMMP Trust, 75,000 shares to John Schiavo, 1,255,722 shares to our new director, Dr. Larry Wilson and his wife, 239,787 shares to our new director Melvin Tekell, 209,790 shares to Mr. Tekell's adult daughters (all share amounts have been adjusted to reflect our three for one stock

split that took effect on July 30, 2010). We issued 3,000,000 shares pursuant to a confidential settlement with a creditor in satisfaction of a claim.

- ii) No shares have been issued for services in the past two years.

Part F Exhibits

Item XVIII Material Contracts

Development contract with Soprano Design Pty Ltd. (“Soprano”), in which the Company contracted with Soprano to have designed and developed a certain software application known as the Rich Mobile Application Interface, which is based upon certain patents licensed by Global 1 to Soprano.

Item XIX Articles Of Incorporation and Bylaws

Please refer to Articles of Incorporation and Bylaws as posted on the OTC Disclosure and News Service

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

N/A

Item XXI Issuer’s Certifications

I, Paul Matthews, certify that:

1. I have reviewed this initial disclosure statement of cMoney, 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:

/s/: Paul Matthews

Mr. Paul Matthews
Chief Executive Officer

I, Melvin Tekell, certify that:

1. I have reviewed this initial disclosure statement of cMoney, 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:

/s/: Melvin Tekell

Mr. Melvin Tekell
Chief Executive Officer