

# COMPANY INFORMATION REPORT

16 November 2009

Third Quarter 2009

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## THE NUEARTH CORPORATION

(a Florida Corporation)

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TRADING SYMBOL: NUEC.PK

CUSIP NUMBER: 670365 105

TAX ID NUMBER: 65-0569329

SHAREHOLDERS OF RECORD: 174

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### COMPANY'S EQUITY SECURITIES:

#### Common Equity Voting Shares

Issued and Outstanding Common Shares:

**28,336,270**

Preferred Shares Issued and Outstanding:

**2,000,000**

#### TRANSFER AGENT:

Florida Atlantic Stock Transfer

c/o: Rene Garcia

7130 Nob Hill Road

Tamarac Fl 33321 USA

954-726-4954 phone

954-726-6305 fax

Information provided pursuant to Rule 15c2-11 of the Securities and Exchange Act of 1934, as amended

The information furnished herein has been prepared from the books and records of the company by its officers and directors, and:

No dealer, salesman or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the company. Such information or representations, if made, must not be relied upon as having been authorized by the company, and:

Delivery of this information file does not at any time imply that the information contained herein is correct as of any time subsequent to the date first written above.

# NUEARTH CORPORATION INFORMATION AND DISCLOSURE STATEMENT THIRD QUARTER 2009

THIS STATEMENT HAS NOT BEEN FILED WITH THE NASD OR  
ANY OTHER REGULATORY AGENCY

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

### **Item (I): The Exact Name of the Issuer and its Predecessors**

The NuEarth Corporation, a Florida corporation (hereinafter referred to as the “Company” or “NuEarth”).

The NuEarth Corporation (Certificate of Amendment, filed July 28, 2009);  
Successor to Eco-Rx, Inc. (Certificate of Amendment filed July 29, 1999);  
Successor to Eco-Air Company Inc (Certificate of Incorporation filed February 27, 1995)

### **Item (II): The Principal Executive Office of the Issuer**

The NuEarth Corporation

495 Grand Boulevard, suite 206, Miramar Beach Florida 32550 USA  
Phone Number: 866-311-6373  
Fax Number: 425-491-2838  
Website: www.nuearthcorp.com

### **Item (III): The State of Incorporation**

The NuEarth Corporation (successor in interest to Eco-Rx, Inc. and Eco-Air Company Inc.), was formed by the filing of Certificate of Incorporation with the Secretary of State of Florida on February 27, 1995.

## ***PART B SHARE STRUCTURE AND ISSUANCE HISTORY ITEM***

### **Item (IV): Exact Title and Class of the Security**

#### ***1) COMMON STOCK***

Cusip Number: **670365 105**

Security Symbol: NUEC.pk

Following the completion of the reverse split on 10 November 2009 there were **28,336,270** shares of common stock issued and outstanding to 174 shareholders as of 30 September 2009 post split equivalent.

#### ***2) NON-CONVERSION PREFERRED STOCK***

Following the completion of the reverse split on 10 November 2009 there were **2,000,000** shares of preferred stock issued and outstanding as of 30 September 2009 post split equivalent.

**Item (V): Par or Stated Value and Description of the Security**

***A. Common Stock***

Cusip Number: **670365 105**

Security Symbol: NUEC.pk

One hundred million (100,000,000) authorized shares of common stock, \$0.001 par value. The common stock is entitled to one vote per share on any matter properly put to a vote of the shareholders of the company. Holders of the common stock are not generally entitled to any specific preemption rights, unless specified by contract.

***B. Non-Conversion Preferred Stock***

Five million (5,000,000) authorized shares of blank check preferred stock, \$0.0001 par values. The preferred stock is entitled to Eleven votes per share on any matter properly put to a vote of the shareholders of the company. The Articles of Incorporation authorize the Board to designate the rights and privileges and/or limitations and restrictions on preferred stock with respect to dividends, voting rights, preemption rights, conversion and liquidation rights, sinking fund provisions or other provisions not prohibited by the Articles of Incorporation, By-Laws or federal, state or local law. Such provisions could include, at the discretion of, and designation by, the Board, provisions to deter or prevent change in control of the issuer.

**Item (VI): The Number of Shares or Total Amount of the Securities Outstanding for Each Class of Securities Authorized.**

1. Period end date; 30 September 2009
2. Number of shares authorized; 100,000,000 Common / 5,000,000 Preferred
3. Number of shares outstanding; 28,336,270 Common / 2,000,000 Preferred
4. Freely tradable shares (public float); 2,222,502 Common
5. Total number of beneficial shareholders; 174
6. Total number of shareholders of record. 180

***PART C BUSINESS INFORMATION***

**Item (VII): The Name and Address of the Transfer Agent**

Florida Atlantic Stock Transfer  
c/o: Rene Garcia  
7130 Nob Hill Road  
Tamarac Fl 33321 USA  
954-726-4954 phone  
954-726-6305 fax

Florida Atlantic Stock Transfer is registered under the Exchange Act and is an SEC approved transfer agent, under the regulatory authority of the SEC.

**Item (VIII): The Nature of the Issuer's Business.**

***1) BUSINESS DEVELOPMENT***

- a) The form of organization of the Issuer;**

The NuEarth Corporation is a Florida corporation.

- b) The year that the Issuer (or any predecessor) was organized;**

February 27, 1995

**c) The Issuer's fiscal year end date;**

The fiscal year end date is December 31.

**d) Whether the Issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding;**

Neither the Issuer nor any of its predecessors have been in bankruptcy, receivership or any similar proceeding.

**e) Whether the Issuer has made a material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;**

On June 3, 2009 The Company approved the Company's name change to "The NuEarth Corporation". The Name Change took effect on July 28, 2009.

On June 3, 2009 the Company approved a 44-for-1 reverse split of the Company's issued and outstanding Common Stock (the "Reverse Split"), which would result in Six Hundred Sixty-Five Thousand Seven Hundred and Seventy-Eight (665,778) shares of common stock of the Corporation issued and outstanding following the Reverse Split. The Reverse Split took effect on September 14, 2009.

On June 3, 2009, the Company completed a share purchase agreement between the Company and the Anviron Holding Company, whereby the Company acquired one hundred percent (100%) of the issued and outstanding Common Stock of the Anviron Corporation, the US wholly owned subsidiary of the Anviron Holding Company in exchange for twenty-five million (25,000,000) shares of the Company's Common Stock. As part of this agreement the current Board and officers resigned their positions and the appointment of a new Board and Officers was completed.

As part of the agreement the 25,000,000 share paid to the Anviron Holding Company will be directly issued as a dividend to the shareholder of Anviron Holding Company based on the combined voting rights of the individual shares held by the shareholders on 14 September 2009.

As part of the purchase of the NuEarth Corporation and the recapitalization of the Company the following Assets and Liabilities were transferred to the Company.

- All US License, Distribution rights and privileges to the AquaSolv; DustBlock; RoadBinder; SaltBlock; and NuSoil Product lines of NuEarth Holding Company
- All US License, Distribution rights and privileges to the AB Technologies CL-40 line of biodegradable cleaning and stripping products.
- A convertible promissory note in the amount of \$250,000 dated March 27, 2003, which was for the advancement of working capital.
- A convertible promissory note in the amount of \$239,000 dated May 16, 2005, which was for the advancement of working capital.

**f) Any change of control;**

On June 3, 2009, the Company completed a share purchase agreement between the Company and the Anviron Holding Company, whereby the Company acquired one hundred percent (100%) of the issued and outstanding Common Stock of the Anviron Corporation, the US wholly owned subsidiary of the Anviron Holding Company in exchange for twenty-five million (25,000,000) shares of the Company's Common Stock. As part of this agreement the current Board and officers resigned their positions and the appointment of a new Board and Officers was completed.

As part of the agreement the 25,000,000 share paid to the Anviron Holding Company will be directly issued as a dividend to the shareholder of Anviron Holding Company based on the combined voting rights of the individual shares held by the shareholders on 14 September 2009.

**g) Any increase in 10% or more of the same class of outstanding equity securities;**

- i) On January 7, 1997 the Company increase its Common Stock authorization from 1,000 to 5,000,000 with a par value of \$1.00
- ii) On February 7, 1997 the Company increase its Common Stock authorization from 5,000,000 to 10,000,000 with a par value of \$0.001. On the same date the Company Authorized 5,000,000 shares of Preferred Stock with a par value of \$0.001
- iii) On August 11, 2005 the Company increase its Common Stock authorization from 10,000,000 to 100,000,000 with a par value of \$0.001. On the same date the Company Authorized 5,000,000 shares of Preferred Stock with a par value of \$0.0001

**h) Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization;**

- i) On March 26, 2001 the Company completed a reverse split of its Common Stock on a 20 to 1 conversion.
- ii) On August 14, 2009 the Company completed a reverse split of its Common Stock on a 44 to 1 conversion.
- iii) On June 3, 2009, the Company completed a share purchase agreement between the Company and the Anviron Holding Company, whereby the Company acquired one hundred percent (100%) of the issued and outstanding Common Stock of the Anviron Corporation, the US wholly owned subsidiary of the Anviron Holding Company in exchange for twenty-five million (25,000,000) shares of the Company's Common Stock. As part of this agreement the current Board and officers resigned their positions and the appointment of a new Board and Officers was completed.
- iv) As part of the agreement the 25,000,000 share paid to the Anviron Holding Company will be directly issued as a dividend to the shareholder of Anviron Holding Company based on the combined voting rights of the individual shares held by the shareholders on 14 September 2009.
- v) There are currently no pending or anticipated plans for a future stock split, stock dividend, spin-off or reorganization of the Company. Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board;
- vi) On 21 October 2009 NuEarth Corporation Completed the acquisition of the TerraSolve Laboratory SA - wholly owned Subsidiary of Anviron Holding Company. The Laboratory and staff will be relocated from Assisi Italy to Monessen, Pennsylvania USA sometime in 3<sup>rd</sup> Quarter of 2010.
- vii) NuEarth has entered discussions with Natural Resources Inc of Phoenix Arizona for the formation of a Joint Venture to market and distribute products.

**i) Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board;**

On September 28, 2005 the Company filed a Form 15 under Rule 12g-4(a)(1)(i)

**j) Any current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operation. Any current, past or pending trading suspensions by a securities regulator;**

There are no current, past pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have a material effect on the Issuer's business, financial condition, or operations.

**2) BUSINESS OF ISSUER**

**a) Indicate the Issuer's primary and secondary SIC Codes;**

Primary: 2869,  
Secondary: 2875, 2879

**b) State if the Issuer has never conducted operations, is in the developmental stage or is currently conducting operations;**

The Company is currently in the operational stage. It currently focuses its operations on product development and market expansion.

**c) State if the Issuer is considered a “shell company” pursuant to Securities Act Rule 405;**

The Company is not considered a “shell company” under Rule 405.

**d) State the names of any parent, subsidiary, or affiliate of the Issuer, and describe its business purpose, its method of operation, its ownership;**

i) Anviron Corporation – Subsidiary: Manufacturer of NuSoil; AquaSolv; DustBlock; RoadBinder

**e) Number of total employees and number of full time employees.**

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

**f) Effect of the existing or probable governmental regulations on the business;**

None

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

An estimate of \$5,000-\$12,000 has been spent on product research and development (“R&D”) activities, excluding salaries. All R&D costs are included in the determination of selling price of the products.

**h) Costs and effects of compliance with environmental laws (federal, state and local); and**

Approximately \$143,000 USD was spent in general manufacturing compliance with federal, state and local regulatory environmental laws. The Company is not producing products or engaging in practices that require any particular or specific compliance with environmental laws outside of general manufacturing requirements, and does not foresee any changes in environmental laws or regulations that could adversely affect the Company’s activities.

## **Item (IX): The Nature Of Products Or Services Offered**

### **1) *PRINCIPAL PRODUCTS OR SERVICES AND THEIR MARKETS***

#### **i) Products**

- NuSoil-L(liquid) & G(granular): NewSoil technology is designed to change eroded property to productive land. Application of NewSoil organic compounds in land reclamation has no limits and can be utilized regardless of composition of the soil. The technology is adaptable to different types of soil and climate. NewSoil Land reclamation technology can convert non-productive soil to productive land by increasing the biological activity and changing the thermal conductivity, and ultimately changing the soil’s capacity to retain moisture.

- SaltBlocker: The NuSoil additive can be adjusted for areas where the salt content is high. SaltBlocker additive is a 100 % organic matter that limits the availability of salt cations and anions to the liquid soil, and effectively works to change the osmotic pressure within the soil composite. In the SaltBlocker process, we use

specially blended biomass that is capable of binding over the hard surface of the solid particles of soil and creating a strong affinity for moisture and minerals. This special humic complex can increase the capacity of soil to retain moisture as well as reduce the osmotic pressure to the upper elevations of soil generated by the temperature differences or through evaporation. This humus layer does not reduce the total amount of salt but controls the distribution of salt between solid and liquid soil as well as controlling the osmotic pressure generated within the soil.

- **NuWater:** NuSoil water gel additive, as well as becoming a source of water within the composite, also helps to prevent dust storms. The fine particles of soil are very important to the soil composite, but on the surface they are very susceptible to wind. In the NuSoil® process of conversion of non-productive land to productive land, the natural contours of the land are very important when the design for the conversion is planned. In many cases NuSoil does not recommend that the natural contours be changed too much. The natural contours of the property can be used for thermal design of the microclimate.

- **AquaSolv-L(liquid) & G(Granular):** AquaSolv! are unique formulations of Polyacrylamides (PAM's) that surpass all other co-polymer products in both performance and environmental considerations. They slow the infiltration rate of water and promotes lateral spread through the root zone. Leaching is reduced and water and nutrients are retained longer in the root zone. The products break down during normal microbial activity to biodegrade with no root uptake.

- **DustBlocker:** is an Anionic Polyacrylamides (PAM's). PAM is the generic name for a group of very high molecular weight macro-molecules produced by the free-radical polymerization acrylamide and an anionically charged comonomer, mainly the sodium salt of acrylic acid, sodium acrylate. The combination of molecular weight and ionic charge results in viscous aqueous solutions, a key property of these polymers. Both charge density (ionicity) and molecular weight can be varied. Using DustBlocker will assist road managers at mine and building sites to achieve better dust management outcomes. DustBlocker is a totally ecologically safe product that will have no adverse affect on the road or the surrounding environment. It will deliver an economic benefit by achieving the desired dust management faster and with less passes of the water truck. It can be applied to any soil or pavement material and will reduce water use by up to 90% in some cases.

- **RoadBinder:** is an Anionic Polyacrylamides (PAM's). PAM is the generic name for a group of very high molecular weight macro-molecules produced by the free- radical polymerization acrylamide and an anionically charged comonomer, mainly the sodium salt of acrylic acid, sodium acrylate. The combination of molecular weight and ionic charge results in viscous aqueous solutions, a key property of these polymers. Both charge density (ionicity) and molecular weight can be varied. Using RoadBinder will assist road managers at mine and building sites to achieve better compaction management outcomes. RoadBinder is a totally ecologically safe product that will have no adverse affect on the road or the surrounding environment. It will deliver an economic benefit by achieving the desired compaction management faster and with less passes of the service trucks and equipment. It can be applied to any soil or pavement material and will reduce water use by up to 90% in some cases.

- **AB Technologies Products**

Founded in the Netherlands, Europe in 1982 AB Technologies has developed the CL-40 line of products. ABT's unique chemistry possesses a number of advantages over solvent based cleaning products: CL-40 is capable of effectively tackling the most demanding cleaning applications, ABT - products are biodegradable following OECD 301 and highly economic in use, They possess highly concentrated contents, and do not evaporate; therefore an immediate saving of about 70% can be made over a solvent based product, and the chemical waste prevented when using ABT products can add up to 80% savings over solvent based alternatives.

Cleaners, Compound Strippers and Graffiti Removers:

4008 Ind. Paint Strippers	4025 Cleaners
S100 Cleaners	4026 Cleaners
495 Paint Cleaner	MPC50 Cleaners
4000 Silicon Remover	MPC20 Cleaners
4063; 4066; 4064 Degreasers	4071 Cleaners
4070 Ultrasonic Cleaners	Graffiti Removals
4068 Surface Protectant	CL-5000 Paint Stripper
4061 Rust Inhibitor	CL-5100 Paint Stripper
4060 Rust Stripper	

## **2) DISTRIBUTION METHODS OF THE PRODUCTS OR SERVICES**

The Company's products are direct distributed by the Company. Expansion of business would include retail sales through national home & garden centers and the development of national industry based distribution and JV agreements.

## **3) STATUS OF ANY PUBLICLY ANNOUNCED NEW PRODUCT OR SERVICE**

The company has no publicly announced new products

## **4) COMPETITIVE BUSINESS CONDITIONS, THE ISSUER'S COMPETITIVE POSITION IN THE INDUSTRY, AND METHODS OF COMPETITION**

### **a) Key Competitive Advantages**

The Company's highly experienced leadership team encompasses the disciplines of marketing, engineering, Organic Chemistry, manufacturing and large global scale technology markets.

### **b) Growth Strategies**

NuEarth is dedicated and established to bringing to the US market a wide selection of existing innovative "Clean & Green" products and technologies that have applications in a wide range of markets and industries. NuEarth seeks the immediate expansion of its latest products and technologies into the U.S. Mining, Road Construction, stripping, Cleaning, paint removal, agriculture and dry land development market and is also seeking funding for working capital and continued R&D activity in future technologies as they present themselves to NuEarth.

By leveraging a strong management team and the marketing power of the Avalon Group, the Company's short-term and long-term outlook is characterized by strong brand recognition, the company's dominant position in its market segments, a strong strategic alliance base and future growth through acquisitions and/or joint ventures. Continued growth of revenues is assured through the creation of new demand for "clean" products to accomplish jobs previously not thought possible, or to replace products that are damaging the Earth's fragile environment. The Company will aggressively expand its manufacturing capabilities to penetrate its competition's customer base.

All of the products to be marketed are biological based compounds or organically based chemicals. These products have been utilized in the environmentally sensitive US Coastal Restoration and European markets with proven success for the last 10 years and the Company expects an expanded opportunity to generate similar interest in the United States. Therefore, the Company intends near term introduction of its latest products and technologies into larger U.S. commercial markets and currently seeks funding for working capital and continued research and development activity in future technologies that the Company determines as beneficial to its growth strategy.

While NuEarth has successfully begun operations, we are beginning our second phase of operations to further utilize the strengths and demonstrated skill levels of our management team to take advantage of the opportunity that the supply side of NuEarth, has to offer. Through the technical strength and breadth of our staff and partners, we expect to continuously create value for our clients. Our people are among the most experienced in the industry whether they are providing engineering consultation, developing one of our product lines or providing clients with state of the art technical services. Our management exemplifies individuals who have thrived in environments where collaboration, individual accountability and technical innovation are challenged every day.

### c) Market

NuEarth's overall marketing strategy to bring products and technology to market will focus on the individual industries in which each product or technology has currently been used in and to expand the usage by external sales and client base diversification into the US equivalent market.

NuEarth will focus initially on the following industries:

- Beach/Dune reclamation,
- Dust Control,
- Ground Transportation,
- The construction industry, both commercial and residential,
- Natural resource preservation including forests, agro-forestry, arid and semi arid land development, dry land farming, water conservation and treatment
- Soil enhancement, reclamation and rehabilitation,
- Governmental grants for research and development of specific applications will be sought, and
- Homeland Security applications.

NuEarth will commercialize cutting edge "clean and green" technology through the strategic use of contacts and business relationships cultivated by the Board and Executive Team.

#### 5) ***SOURCES AND AVAILABILITY OF RAW MATERIALS AND THE NAMES OF PRINCIPAL SUPPLIERS***

The Source and availability of raw materials are wide-spread and nationally available. The Company currently contracts with the Avalon Group Ltd for supply of certain raw materials and or contracts with US major chemical manufactures for the supply and formulization of our products.

#### 6) ***DEPENDENCE ON ONE OR A FEW MAJOR CUSTOMERS***

The Company is not dependant on any one client or customer as it seeks a national and diversified customer base.

#### 7) ***PATENTS, TRADEMARKS, LICENSES, FRANCHISES, CONCESSIONS, ROYALTY AGREEMENTS OR LABOR CONTRACTS, INCLUDING THEIR DURATION***

All current products are protected as Trade Secrets and registered in the state or principalities of operations. The Avalon Group Ltd maintains ownership of the original formulas and has provided a 99-year exclusive license to NuEarth Corporation through its ownership in Anviron Corporation for the United States and Canada territories.

#### 8) ***THE NEED FOR ANY GOVERNMENT APPROVAL OF PRINCIPAL PRODUCTS OR SERVICES. DISCUSS THE STATUS OF ANY REQUESTED GOVERNMENT APPROVALS***

All products have been or are in the process of being approved for sale in the United States of America;

### **Item (X): The Nature and Extent of Facilities**

The Company does not currently own any facility. The Company currently maintains four leased administrative and operational offices: (i) a 1,000 sq. ft. office in Austin, Texas; (ii) a 2,200 sq. ft. office in Bellevue, Washington, and (iii) a 2800 sq. ft. office in Monessen, Pennsylvania; (iv) a registered office sharing agreement in Miramar Beach, Florida with the Regus Group. In addition, the Company has enter into a lease agreement for a undeveloped tract of land in the vicinity of Warsaw, Missouri for a future central distribution facility.

***PART D MANAGEMENT-CONTROL STRUCTURE AND FINANCIAL INFORMATION***

**Item (XI): The Name Of the Chief Executive Officer, Members Of the Board Of Directors, As Well As Control Persons**

***1) EXECUTIVE OFFICERS & DIRECTORS***

The following list sets forth the name, address and position of each executive officer and director of the Issuer as of the date hereof:

**a) Mr. Steven Young: Chief Executive Officer**

11, Hamenofim Street, Hertzelia Pituach, Ackerstein Towers, Building B, 5th Floor, POB 2148, Tel Aviv 46120 Israel

Employment History Mr. Young comes to NuEarth with over 10 years of extensive experience as senior management with LS Industries, an international agriculture company. His background includes finance, operations and marketing in the global arena. He has founded and managed several businesses on his own, with his most current employment with LS Industries focusing his experience on developing natural organic chemicals in controlling and mitigating the effects of toxic and hazardous waste products, which are safe for workers, and the environment. Mr. Young also brings his expertise in international trade and marketing that includes extensive knowledge and experience in Africa, Europe and the Middle East. Mr. Young hold a BS in Agricultural Engineering and advance studies in Environmental process and facility controls.

Board Memberships: Anviron Holding Company  
Anviron Ltd.  
TerraSolve SA

**b) Dr. E. Bruce Fischer, Chairman**

1100 Dexter Ave N, Suite 100, Seattle, Washington 98109

Employment History Dr. Fischer is the Chairman of the Board of Directors of the Company. Dr. Fischer Joins NuEarth as a seasoned executive with a successful track record as a team builder providing the Company with extensive experience in environmental, agro-forestry, land development, and risk assessment. In particular, Dr. Fischer's experiences include business development, supervisory skills, and training program development. Dr. Fischer has founded and managed several successful businesses in a wide range of industries ranging from commercial cruise lines to environment remediation and agricultural land development firms. Dr. Fischer's responsibilities will include the formation of the initial executive management of the company. Dr. Fischer is building on The Avalon Group success by drawing from his experience in start up development in order to strengthen NuEarth's leadership positions and accelerate the growth of the Company at a global level.

Dr. Fischer holds a PhD in Environmental Engineering as well as advanced degrees in Geology and Accounting. Concurrent with joining NuEarth, Dr. Fischer manages The Avalon Group, Ltd, an international consortium of companies focusing on environmental remediation, land redevelopment and large scale agricultural and agro-forestry projects. While at Avalon he built and developed a world-class management team that ultimately led to the group of global operating companies conducting business in 22 countries. Dr. Fischer has extensive international business experience and is currently on the Board of Directors of four international and publicly traded companies.

Board Membership: AFDA Limited  
AG Agro Inc

AG Health Corporation  
Alpha-Omega Tech Group Inc.  
Anviron Holding Company  
Anviron Limited  
Anviron Corporation  
Domestic Energy Corporation  
F&M Inc.  
iVisage Media Corporation  
Land and Sea Development Foundation  
Land and Sea Development Limited  
Master Distributions Systems Inc.  
MediSkin Limited  
NorthStar Exploration Limited  
Recover Discover Limited  
Resorts Society Inc.  
TeleMed Limited  
The Avalon Group Limited  
The Avalon Group LLC  
The Avalon International Inc.  
Timber Crest Inc.  
West Virginia Coal Gasification Corporation  
Westmont Resources Inc

**2) LEGAL/DISCIPLINARY HISTORY.**

Neither Bruce Fischer, Steven Young or The NuEarth Corporation have been the subject of (1) a criminal proceeding, named as a defendant in a criminal proceeding that could permanently or temporarily enjoin, suspend or otherwise limit such person's involvement in any type of business, securities, commodities, or banking activities; (2) an entry of an order, judgment, decree not subsequently reversed, suspended or vacated, by a court or 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) 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 fining or judgment has not been reversed, suspended or vacate; or (4) the entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

**3) DISCLOSURE OF FAMILY RELATIONSHIPS.**

None Known

**4) DISCLOSURE OF RELATED PARTY TRANSACTIONS.**

None Known

**5) DISCLOSURE OF CONFLICT OF INTEREST.**

None Known

**Item (XII): Financial Information for the Issuer's most recent Fiscal Period**

The current Management of NuEarth Corporation has reengaged the auditing firm of Parent, McLaughlin and Nangle located at 160 Federal Street, Boston, MA 02110 to complete the audit of the Company for 2007 and 2008 and prepare documents for the year-end audit of 2009.

[Item (XIII), as applicable, attached to the end of this document as Exhibit A]

### **Item (XIII): Financial Information for the Issuer's Previous Two Fiscal Years**

The current Management of NuEarth Corporation has reengaged the auditing firm of Parent, McLaughlin and Nangle located at 160 Federal Street, Boston, MA 02110 to complete the audit of the Company for 2007 and 2008 and prepare documents for the year-end audit of 2009.

[Item (XIV), as applicable, attached to the end of this document as Exhibit A]

### **Item (XIV): CONTROL PERSONS AND BENEFICIAL OWNER**

#### ***1) THE AVALON GROUP LIMITED***

The Avalon Group Limited is the beneficial owner of 2,000,000 shares of non-convertible preferred stock representing 100% of the issued and outstanding Preferred shares in the Company, and 14,141,607 shares of common stock of the Company representing more than 53.70% of the issued and outstanding common shares of the Company. The Avalon Group Ltd's combined holdings in the Company represents a total voting right in the Company as of the date of this documents of 74.77%.

#### **Operations and Administration**

11, Hamenofim Street Hertzelia Pituach, Ackerstein Towers, Building B, POB 2148, Tel Aviv 46120 Israel

#### **United States of America Office**

1100 Dexter Avenue N, Suite 100 Seattle Washington 98109 USA

#### **a) Share Holdings in Avalon Group Limited**

Ten Thousand (10,000) authorized shares of common stock, \$0.001 GBP par value. The common stock is entitled to one vote per share on any matter properly put to a vote of the shareholders of the company. The Company has declared dividends of 25% of the Net Profits of the Company per annum. Dividends are paid 60 days following close of fiscal year end accounting cycle and the issuance of the Annual report to shareholders. No preferred shares are authorized.

Holders of the common stock are not generally entitled to any specific preemption rights, unless specified by contract. For the Quarter Ended 31 August 2009, there were 5,500 shares of common stock issued and outstanding. Common Stock

The holdings by Existing Shareholders of issued securities in the Company as of 31 August 2009.

REGISTRATION ID NUMBER:	IBC1M4 – No. C 31003	
SHAREHOLDERS OF RECORD:	5	
Authorized Shares:	10,000	
<b>Issued and Outstanding</b>	<b>5,550</b>	
Dr. Bruce Fischer	4,500	81.0%
AD Co.	550	10.0%
GIC Special Investments Pte Ltd	400	7.2%
Marcie Corbin	100	1.8%
Par Value per Share:	\$0.001 GBP	
Negotiated Value per share as of 31 August 2009	\$45,500.00 GBP	

#### ***2) MR. & MRS. DON OGILVIE***

Mr. Don Ogilvie and Mrs. Sara Ogilvie are the beneficial owner of 3,860,760 shares of common stock of the Company representing more than 14.66% of the issued and outstanding common shares of the Company. Mr. and Mrs. Ogilvie's combined holdings in the Company represents a total voting right in the Company as of the date of this documents of 7.99%.

Their current mailing address is 900 N Michigan Ave. Suite 2002, Chicago, IL 60611

**3) CHARLES TOMAS TRUST**

The Charles Tomas Trust is the beneficial owner of 2,647,685 shares of common stock of the Company representing more than 10.05% of the issued and outstanding common shares of the Company. The Charles Tomas Trust combined holdings in the Company represents a total voting right in the Company as of the date of this documents of 5.48%.

The Trustee for the Charles Tomas Trust is Lestrall LLC with a current mailing address at 2510 84<sup>th</sup> Street South, Lakewood, Washington 98499

**4) DISCLOSURE OF CERTAIN RELATIONSHIPS.**

Bruce Fischer, the Chairman of the Board for The NuEarth Corporation is also a director of The Avalon Group Limited which is the majority shareholder of the Company.

**5) CONFLICTS OF INTEREST**

While management of the Company is not aware of any existing conflicts of interest, it recognized that the relationships described in the preceding section entitled "Control Persons and Disclosure of Certain Relationships," are all potential conflicts of interest that could influence circumstances in the company.

**Item (XV): The Name, Address, Telephone Number and email of each of the following outside providers that advise the Issuer on Matters Relating to the Operations, Business Development, and Disclosure:**

**1) INVESTMENT BANKERS:**

None

**2) PROMOTERS:**

None

**3) COUNSEL:**

Donald J. Stoecklein  
Stoecklein Law Group  
402 West Broadway, Suite 690  
San Diego, CA 92101  
Phone (619) 704-1310  
Fax (619) 704-1325

John Bruno  
401 9th Street, NW, Suite 400 South  
Washington, DC 20004  
202-220-6963 Direct  
202-521-4203 Fax

**4) ACCOUNTANT:**

John Ciampa  
Parent, McLaughlin and Nangle  
160 Federal Street,  
Boston, MA 02110  
617-426-9440

**5) PUBLIC AND INVESTOR RELATIONS CONSULTANT:**

Jack Lennon  
Chamberlain Capital  
198 Kates Path  
Yarmouthport MA 02675  
774-994-2709 Direct

## **Item (XVI): Management's Discussion and Analysis or Plan of Operation**

### **1) A. PLAN OF OPERATION.**

The primary objective of NuEarth is to expand their current product advantages in "Clean & Green" soil and water conservation technology by focusing on sales to high-growth markets in the US beyond the current exclusive sales to sister companies within The Avalon Group. The Company can initially extend their technology advantages by incorporating an in-house sales and marketing department focused on expanding the current client base, driving industry standards, and strengthening and expanding industry relationships for the benefit of our clients and shareholders.

NuEarth has an extensive network of contacts through out the Mining, Construction, agriculture, agro-forestry, water and soil remediation, energy conservation and Government Sectors industries and will focus exclusively on these sectors. NuEarth will use these industry contacts to commercialize its products and technologies in a variety of applications, including expansion of its product usage in the United States.

### **2) MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

By way of product distribution through its current and expanding network, NuEarth anticipates US sales in excess of \$5,000,000 by December 2010.

The strategic competitive advantages of NuEarth are i) innovative "Clean" and "Green" technologies which both conserve energy, natural resources and reduce cost, ii) exclusive formula rights for the "Clean" and "Green" technology in the US market, iii) an executive team and board of directors comprised of individuals with decades of experience in and contacts throughout, the Mining, construction, agricultural, agro-forestry and remediation sector, and iv) and existing sister company client base that is growing product usage at 6.5% per annum.

The management does not anticipate any significant expenditures of capital other the planed expansion of the sales and marketing departments to accomplish this planned expansion of the business plan.

The current Management of NuEarth Corporation has reengaged the auditing firm of Parent, McLaughlin and Nangle located at 160 Federal Street, Boston, MA 02110 to complete the audit of the Company for 2007 and 2008 and prepare documents for the year-end audit of 2009.

### **3) OFF-BALANCE SHEET ARRANGEMENTS.**

The Company has no current off-Balance sheet arrangements.

## **PART E – ISSUANCE HISTORY**

### **Item (XVII): List of Securities Offering and Shares Issued for Services in the Past Two Years**

#### **1) THE NATURE OF EACH OFFERING (E.G., SECURITIES ACT RULE 504, INTRASTATE, ETC.);**

NONE ISSUED

#### **4) ANY JURISDICTIONS WHERE THE OFFERING WAS REGISTERED OR QUALIFIED;**

NONE ISSUED

5) ***THE NUMBER OF SHARES OFFERED;***

NONE ISSUED

6) ***THE NUMBER OF SHARES SOLD;***

NONE ISSUED

7) ***THE PRICE AT WHICH THE SHARES WERE OFFERED, AND THE AMOUNT ACTUALLY PAID TO THE ISSUER;***

NONE ISSUED

8) ***THE TRADING STATUS OF THE SHARES; AND***

NONE ISSUED

9) ***WHETHER THE CERTIFICATES OR OTHER DOCUMENTS THAT EVIDENCE THE SHARES CONTAIN A LEGEND (1) STATING THAT THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT AND (2) SETTING FORTH OR REFERRING TO THE RESTRICTIONS ON TRANSFERABILITY AND SALE OF THE SHARES UNDER THE SECURITIES ACT.***

NONE ISSUED

***PART F EXHIBITS***

**Item (XVIII): Material Contracts**

[Item (XVI), as applicable, attached to the end of this document as Exhibit B]

**Item (XIX): Articles of Incorporation and Bylaws**

Previously Filed as Exhibit C on the Company's Initial Disclosure Information filed on 12 November 2009

**Item (XX): Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

There were no purchases of Equity Securities by the or on behalf of the Issuer or any "Affiliated Purchaser" of shares or other units of any class of the issuer's equity securities

**Item (XXI): Issuer's Certification**

[Item (XVIII), as applicable, attached to the end of this document as Exhibit D]



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*(OTC:PK – NUEC)*

# Exhibit A

## Financial Statements



495 Grand Boulevard, suite 206  
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(OTC:PK – NUEC)

# Exhibit A-1

## Financial Statements as of September 30, 2009

1. Combined Summary Balance Sheet for Audited FYE 2005; 2006 – Unaudited 2007; 2008 and YTD September 30, 2009
2. Combined Summary Statement of Operations for Audited FYE 2005; 2006 – Unaudited 2007; 2008 and YTD September 30, 2009
3. Statement of cash flows as of September 30, 2009
4. Statement of changes in stockholders' equity as of September 30, 2009

NuEarth Corporation  
BALANCE SHEETS

	30-Sep-2009	December 31,			
	2009	2008	2007	2006	2005
ASSETS		Unaudited		Audited	
CURRENT ASSETS:					
Cash	16,658	-	12,266	55,677	6,488
Accounts receivable	13,342	-	1,200	1,625	6,680
Inventories	186,223	82,115	83,501	90,596	13,345
Investment in AmeriPure	184,062				
Investment in JV	225,000				
Deposits	-	-	-	-	9,000
Total current assets	625,285	82,115	96,967	147,898	35,513
PROPERTY AND EQUIPMENT					
Furniture and equipment	99,503	4,679	25,677	23,477	20,997
Molds and tooling	97,268	97,268	97,268	97,268	97,268
Accumulated depreciation	(2,458)	(2,352)	(21,583)	(19,887)	(18,165)
	194,313	99,595	101,362	100,858	100,100
<b>TOTAL ASSETS</b>	<b>819,598</b>	<b>181,710</b>	<b>198,329</b>	<b>248,756</b>	<b>135,613</b>
LIABILITIES AND STOCKHOLDERS' DEFICIENCY					
CURRENT LIABILITIES:					
Bank Overdraft	-	133	-	-	-
Accounts payable	37,536	41,394	195,989	187,358	216,007
Accrued expenses	-	-	325,317	275,082	229,177
Notes payable	-	-	160,000	160,000	160,000
Total current liabilities	37,536	41,527	681,306	622,440	605,184
NOTES PAYABLE	485,000	-	286,624	243,424	205,224
<b>TOTAL LIABILITIES</b>	<b>522,536</b>	<b>41,527</b>	<b>967,930</b>	<b>865,864</b>	<b>810,408</b>
Capital Stock	4,976,605	5,043,058	3,941,975	4,144,379	3,554,922
Retained Earnings	(4,694,240)	(4,694,240)	(4,485,605)	(4,259,634)	(3,757,781)
Net Income	14,697	(208,635)	(225,971)	(501,853)	(471,936)
Total Equity	297,062	140,183	(769,601)	(617,108)	(674,795)
<b>Total Liabilities &amp; Equity</b>	<b>819,598</b>	<b>181,710</b>	<b>198,329</b>	<b>248,756</b>	<b>135,613</b>

NuEarth Corporation  
STATEMENTS OF OPERATIONS

	30-Sep-2009	Year Ended			
	2009	2008	2007	2006	2005
	UNAUDITED			AUDITED	
NET SALES	83,573	7,812	13,627	13,795	17,404
COST OF SALES	17,551	4,990	6,730	6,807	7,610
GROSS MARGIN	66,022	2,822	6,897	6,955	9,794
COSTS AND EXPENSES:					
Selling, general and administrative	41,173	30,012	175,226	380,073	404,681
Depreciation and amortization	313	1,766	1,496	1,722	1,781
Research and development	0	0	5,911	81,141	38,372
	41,486	31,778	182,633	462,936	444,834
LOSS FROM OPERATIONS	24,537	(28,956)	(175,736)	(455,948)	(435,040)
OTHER INCOME (EXPENSE):					
Interest expense	(9,840)	(179,679)	(50,235)	(45,905)	(47,771)
Interest income	0	0	0	0	10,875
	(9,840)	(179,679)	(50,235)	(45,905)	(36,896)
NET LOSS	14,697	(208,635)	(225,971)	(501,853)	(471,936)

NuEarth Corporation  
Statement of Cashflow

	<u>30-Sep-2009</u>
<b>OPERATING ACTIVITIES</b>	
Net Income	14,697.00
Adjustments to reconcile Net Income to net cash provided by operations:	
Accounts Receivable	-13,342.00
Inventories	-104,108.00
Investment in AmeriPure	-184,062.00
Investment in JV	-225,000.00
Bank Overdraft	-133.00
Accounts Payable	-3,858.12
Net cash provided by Operating Activities	<u>-515,806.12</u>
<b>INVESTING ACTIVITIES</b>	
Accumulated Depreciation	106.51
Furniture and Equipment	-94,824.00
Molds and Tooling	0.00
Net cash provided by Investing Activities	<u>-94,717.49</u>
<b>FINANCING ACTIVITIES</b>	
Brooklyn Group	485,000.00
Capital Stock	4,836,422.00
Opening Bal Equity	0.00
Retained Earnings	-4,694,240.00
Net cash provided by Financing Activities	<u>627,182.00</u>
Net cash increase for period	<u>16,658.39</u>
Cash at end of period	<u><b>16,658.39</b></u>

NuEarth Corporation  
Statement of Changes in Stockholders' Equity

	31-Dec-2005	31-Dec-2006	31-Dec-2007	31-Dec-2008	30-Sep-2009
Beginning Common Stock (Note 1)	18,890,615	21,951,905	30,383,250	30,383,250	1,336,271
Common Stock Issued	3,061,290	8,431,345	-	28,412,656	27,000,000
Ending Common Stock	<b>21,951,905</b>	<b>30,383,250</b>	<b>30,383,250</b>	<b>58,795,906</b>	<b>28,336,271</b>
Beginning Preferred Stock	-	-	-	-	-
Preferred Stock Issued	-	-	-	-	2,000,000
Ending Preferred Stock	-	-	-	-	<b>2,000,000</b>
Common Stock Price per share	0.14	0.12	0.12	0.08	0.16
Preferred Stock Price per share	-	-	-	-	0.16
Beginning Common Stock	2,653,050	2,631,726	3,716,004	2,498,226	213,038
Common Stock Issued	429,936	1,010,800	-	2,336,197	4,304,531
Beginning Preferred Stock	-	-	-	-	-
Preferred Stock Issued	-	-	-	-	318,854
Ending Paid-in Capital	<b>3,082,986</b>	<b>3,642,526</b>	<b>3,716,004</b>	<b>4,834,423</b>	<b>4,976,605</b>
Beginning Retained Earnings	(3,285,845)	(3,757,781)	(4,259,634)	(4,485,605)	(4,694,240)
Net Income	(471,936)	(501,853)	(225,971)	(208,635)	14,697
Dividends	-	-	-	-	-
Ending Retained Earnings	<b>(3,757,781)</b>	<b>(4,259,634)</b>	<b>(4,485,605)</b>	<b>(4,694,240)</b>	<b>(4,679,543)</b>
Total Stockholders' Equity	<b>(674,795)</b>	<b>(617,108)</b>	<b>(769,601)</b>	<b>140,183</b>	<b>297,062</b>

Note 1: 31 August 2009 Beginning Common Stock represents a 44 to 1 reverse split of the Issued and outstanding shares



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# Exhibit D

Issuer's Certification



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(OTC:PK – NUEC)

Monday, 16 November 2009

I, Dr. Bruce Fischer, the Chairman of the Board for the NuEarth Corporation certify that:

- 1) I have reviewed this Initial Corporate disclosure statement of The NuEarth Corporation;
- 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.

**THE NUEARTH CORPORATION**

By: Dr. Bruce Fischer – Chairman of the Board



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(OTC:PK – NUEC)

Monday, 16 November 2009

I, Stephan Young, the acting Chief Executive Officer for the NuEarth Corporation certify that:

- 4) I have reviewed this Initial Corporate disclosure statement of The NuEarth Corporation;
- 5) 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
- 6) 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.

**THE NUEARTH CORPORATION**

By: Mr. Stephan Young – Chief Executive Officer