

AMERICAN GREEN GROUP, INC.
Initial Company Information and Disclosure Statement
For the period ending June 30, 2009

Part A: General Company Information

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

From February 2008 to Present	American Green Group, Inc.
From October 2006 to February 2008	Regions Oil & Gas, Inc.
From September 1999 to January 2007	Financial Commerce Network, Inc.
From Incorporation to September 1999	Intrex.com, Inc.

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

American Green Group, Inc.
3000 Whitney Avenue, Suite 278
Hamden, CT 06518

- (i) Phone: 203-971-8797
Fax: 888-504-9110
- (ii) n/a
- (iii) Investor Relations:

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

The issuer is a Corporation organized under the laws of the State of Nevada on or about May 19, 1999.

Part B: Share Structure

Item IV. The exact title and class of securities outstanding.

Classes of Stock Outstanding:	Common and Preferred Stock
CUSIP:	02639T 20 0
Trading Symbol:	AMNE

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

- A. *Par or Stated Value.*
 - Common Stock: \$.001
 - Preferred Stock: \$.001

B. *Common or Preferred Stock.*

1. Each share of Common Stock is entitled to one vote and do not have any preemptive rights. Dividends if any are declared at the discretion of the Board of Directors.
2. Each share of Preferred Stock is entitled to dividend, voting, conversion and liquidation rights.
3. Material Rights of common or preferred stockholders: None.
4. Provision in charter or by-laws that would delay, defer or prevent a change in control of the issuer: None.

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

Common Stock:

(i) For the period ending June 30, 2009:

Shares Authorized:	10,000,000,000
Shares Outstanding:	1,596,867,961
Public Float:	1,254,367,553
Number of Beneficial Shareholders:	700
Number of Shareholders of Record:	84

(ii) For the period ending December 31, 2008:

Shares Authorized:	75,000,000
Shares Outstanding:	64,128,784
Public Float:	21,628,372
Number of Beneficial Shareholders:	
Number of Shareholders of Record:	

Preferred Stock

(iii) For the period ending June 30, 2009:

Shares Authorized:	10,000,000
Shares Outstanding:	1,000,000
Public Float:	0
Number of Beneficial Shareholders:	0
Number of Shareholders of Record:	1

(iv) For the period ending December 31, 2008:

Shares Authorized:	5,000,000
Shares Outstanding:	1,000,000
Public Float:	0
Number of Beneficial Shareholders:	0
Number of Shareholders of Record:	1

Part C: Business Information

Item VII. The name and address of the transfer agent.

Olde Monmouth Stock Transfer Co., Inc.
200 Memorial Parkway, Suite 101
Atlantic Highlands, NJ 07716
P: (732) 872-2727 F: (732) 872-2728
Old Monmouth Stock Transfer Co., Inc. is a Transfer Agent registered under the Securities Exchange Act of 1934.

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

A. Business Development.

1. Form of organization of the issuer: Nevada Corporation.
2. Year organized: 1999
3. Fiscal year end date: 12/31
4. Whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding: On February 12, 2002, Issuer filed a petition pursuant to Chapter XI bankruptcy in the United States Bankruptcy Court for the District of Nevada, which case was dismissed.
5. Any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets: None.
6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments: None.
7. Any change of control: None
8. Any increase of 10% or more of the same class of outstanding equity securities: During the period January 2009 through June 2009 1,532,739,177 new shares of Common Stock were issued. The increase was to be used for funding needed to sustain operations and to cancel outstanding debts of the corporation.
9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization: The Company enacted a forward split of the Common Stock at 1 for 5.
10. Any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board: None.
11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator: None.

B. Business of the Issuer.

1. Primary SIC: 1311
2. The issuer is presently conducting operations
3. The issuer has never been considered a "shell company."

4. Names of any parent, subsidiary, or affiliate of the issuer: The Company currently has two wholly owned subsidiaries: AMNE,LLC, and ECO-BUILT SYTEMS, LLC
5. Effect of existing or probable governmental regulations on the business: None
6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers: None
7. Costs and effects of compliance with environmental laws: None
8. The issuer presently employs 7 full time employees.

Item IX. The nature of products or services offered.

- A. Principal products or services and their markets: American Green Group, Inc. ("AMGG") is in the business of selling Green foam-related products and equipment to install the foam. The Company acquired Paradigm Polymers ("Paradigm"), a company located in Georgia with sales of \$1.5 million annually, which sells equipment and green spray foam under labels Insulsoy and Ecosafe. The foam industry overall is a \$6 billion dollar a year business, with room for expansion, as only 6% of the housing market uses foam, although foam is, in the opinion of management, safer and more effective than the more frequently used insulation. Gary Gray, the President of Paradigm, was the inventor and holds a patent for the first green soybean-based foam. In an effort to keep the Company using Green based foam products, in May of 2009 AMGG acquired the trademarked name and website for Ecofoam, a company involved in selling green foam insulation to the existing home market. Since the acquisition, AMGG has been performing demonstrations to potential installers in order to expand this network. Each installer must be certified by Paradigm to be able to install Ecosafe and/or Insulsoy and must purchase all raw materials from Paradigm. AMGG began selling territories or Counties and to date has established five (5) territories in the State of Florida. In June 2009 the Company entered into an agreement for the exclusive rights to market and sell, in the State of Florida, a phase changer product under the name "Infinite R."
- B. Distribution methods of the products or services: The product is sold through media channels and delivered via trucks leased by the Company.
- C. The status of publicly announced new products or services are provided via news releases.
- D. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition: The Company is a Chemical Distributor in a competitive field in the immediate geographic area.
- E. Availability of raw materials: N/A
- F. The issuer is not dependent on one or a few major customers.
- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration: None.
- H. The need for any governmental approval of principal products or services and the status of any requested government approvals: None.

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

The issuer presently leases a 600 square foot office space as its corporate office in Berlin, Connecticut.

Part D: Management Structure and Financial Information.

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

A. Officers and Directors.

1. President and Director:

- i. Gary Gray
- ii. 3000 Whitney Avenue, Suite 278, Hamden, CT 06518
- iii. Employment history: Owner Paradigm Polymers, Inc. for 5 years
- iv. Board memberships and other affiliations: None
- v. Compensation by issuer: \$130,000.00
- vi. Number and class of issuer's securities beneficially owned.
200,000,000 pre-split restricted common shares

2. Chief Executive Officer and Director

- i. Terry Mixon
- ii. 3000 Whitney Avenue, Suite 278, Hamden CT 06518
- iii. Employment History: From: 05/89 Owner Steadfast Custom Since May 1989; Since February of 2009, Mr. Mixon has served as the Secretary, Treasurer and CEO of American Green Group, Inc
- iv. Board memberships and other affiliations: none
- v. Compensation by issuer: \$150,000.00
- vi. Number and class of issuer's securities beneficially owned.
100,000,000 pre split restricted common shares

B. Legal/Disciplinary History.

1. Gary Gray:

- i. Conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding: None
- ii. Entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities: None
- iii. 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:
None

iv. Entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities: None.

2. Terry Mixon:

i. Conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding: None

ii. Entry of an order, judgment or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities: None

iii. 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: None

iv. Entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities: None.

C. Disclosure of Family Relationships. None.

D. Disclosure of Related Party Transactions. None.

E. Disclosure of Conflicts of Interest. None.

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

See balance sheet, statement of income, statement of cash flows, statement of changes in stockholders' equity, and financial notes for the six months ended June 30, 2009, as posted on the Pink Sheets.

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

See balance sheet, statement of income, statement of cash flows, statement of changes in stockholders' equity, and financial notes for fiscal years ending 2008 and 2007, as posted on Pink Sheets.

Item XIV. Beneficial Owners.

The following persons beneficially own more than 5% of the issuer's equity securities:

Name	Address
Terry Mixon	3000 Whitney Avenue, Suite 278, Hamden, CT 06518

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

1. Investment Banker: The issuer has not presently engaged an investment banker.
2. Promoters: The issuer has not presently engaged any promoters.
3. Counsel: Frohling Associates, LLC
17 Fulton Street
Newark, NJ 07102
973-622-2800
jcfrohling@aol.com
4. Accountant or Auditor: The issuer has not presently engaged an accountant or auditor.
5. Public Relations Consultant(s): The issuer has not presently engaged public relations consultant(s).
6. Investor Relations Consultant: The issuer has not presently engaged an investor relations consultant
7. Other advisor(s): N/A

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

American Green Group, Inc., during the past two years has transformed itself into a multi-product or service business, featuring all environmentally friendly, clean green products, which completed a reverse merger with American Energy Savers, Inc., in January of 2008. In December of 2008 the deal was rescinded and the Company entered the foam industry, which is a \$6 billion per year business. The Company began negotiating with Paradigm Polymers, a company located in Georgia with sales of \$1.5 million annually. Paradigm sells equipment and green spray foam under a private label. Gary Gray, the President of paradigm was the inventor and holds a patent for the first green, soybean-based foam. In February of 2009, the Company completed an acquisition and continued to look for others. In May of 2009, the Company acquired the trademark name and website for Ecofoam, a company involved in selling Green foam insulation to the existing home market. In June, the Company entered into an Agreement to have the exclusive rights to market and sell a phase-change product under the name Infinite R in the State of Florida. The Company expects to realize revenues from the sale of the products it licenses and sells and will continue to evaluate and secure complimentary green products.

Off- Balance Sheet Arrangements.

1. Issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the financial condition. None.

Part E: Issuance History

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

From January 1, 2008 to December 31, 2008:

4/2/2008	Free Trading	10,000,000
8/20/2008	Free Trading	6,000,000
11/1/2008	Free Trading	2,000,000

From January 1, 2009 to June 30, 2009:

1/2/2009	Free Trading	21,100,000
1/8/2009	Free Trading	6,250,000
1/13/2009	Free Trading	7,500,000
1/14/2009	Free Trading	16,000,000
1/20/2009	Restricted	100,000,000
2/13/2009	Free Trading	16,666,666
2/19/2009	Free Trading	2,000,000
2/24/2009	Free Trading	20,000,000
3/10/2009	Free Trading	7,575,758
3/11/2009	Free Trading	400,000,000
3/11/2009	Free Trading	3,246,753
3/25/2009	Free Trading	50,000,000
4/4/2009	Free Trading	75,000,000
4/8/2009	Free Trading	50,000,000
4/20/2009	Free Trading	
5/5/2009	Free Trading	85,000,000
5/8/2009	Free Trading	
5/16/2009	Free Trading	220,000,000
6/2/2009	Restricted	200,000,000
6/5/2009	Free Trading	100,000,000

Part F: Exhibits

Item XVII. Material Contracts.

There are no material contracts outside the normal course of business as of June 30, 2009.

Item XIX. Articles of Incorporation and Bylaws.

See attached copies of Articles of Incorporation and Bylaws of the Issuer.

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

No purchases of equity securities by the issuer or affiliated purchasers have occurred.

American Green Group, Inc.
3000 Whitney Avenue, Suite 278
Hamden, CT 06518
203-971-8797

Issuer's Certifications.

I, Terry Mixon, certify that:

1. I have reviewed this Initial Company Information and Disclosure Statement of American Green Group, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of material fact or omit to state a material fact necessary to make the statements made, in light of the circumstance 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 the 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.

Dated: December 10, 2009

American Green Group, Inc.

By: 

Terry Mixon, Chief Executive Officer
Chief Financial Officer

American Green Group, Inc.
Consolidated Financial Statements for the
Nine Months Ended September 30, 2009

American Green Group, Inc.
Balance Sheet
As of September 30, 2009
(unaudited)

ASSETS		
Current assets		
Cash	\$	128,201
Accounts receivable		338,156
Inventory		31,261
Due from officer		28,262
Total current assets		<u>525,879</u>
Fixed assets		
Furniture & equipment		<u>5,710</u>
Total fixed assets		<u>5,710</u>
Other assets:		
Start up costs		2,975
Security deposits		602
Investments		<u>170,000</u>
Total other assets		<u>173,577</u>
TOTAL ASSETS	\$	<u>705,166</u>
 LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable	\$	260,722
Payroll taxes payable		25,166
Notes payable		<u>39,000</u>
Total current liabilities		<u>324,888</u>
Stockholders' equity (deficit)		
Common stock, \$.001 Par Value, 20,000,000,000 shares authorized, 11,984,339,805 shares outstanding		11,984,340
Preferred stock \$.001 Par Value 10,000,000 authorized, 4,000,000 shares outstanding		4,000
Less stock subscriptions receivable		(45,342)
Additional paid in capital		27,542,523
Retained earnings (deficit) 12/31/2008		(38,874,094)
Net income (loss) 2009 to date		(181,148)
Less: purchase of Treasury Stock		<u>(50,000)</u>
Total stockholders' equity (deficit)		<u>380,278</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$	<u>705,166</u>

The accompanying Notes are an integral part of the Financial Statements

American Green Group, Inc.
Statement of Operations
For the Nine Months ended September 30, 2009
(unaudited)

Sales	\$ 515,823
Cost of sales	456,804
Gross margin	<u>59,019</u>
Expenses:	
Selling expense	119,179
General & administrative expense	324,588
Total operating expenses	<u>443,767</u>
Net operating income (loss)	<u>(384,748)</u>
Other Income	
Distribution agreements	200,000
Administrative services	3,600
Total other income	<u>203,600</u>
Net Income (loss)	<u><u>\$ (181,148)</u></u>
(Loss) per share	\$ 0.00

The accompanying Notes are an integral part of the Financial Statements

AMERICAN GREEN GROUP, INC.
CONSOLIDATED STATEMENT OF CHANGES
IN STOCKHOLDERS' EQUITY
FOR THE 9 MONTHS ENDED SEPTEMBER 30, 2009

	Common Stock		Preferred Stock		Paid-in Capital	Deficit	Treasury Stock	Subscriptions Receivable	Current year loss	Total
	Shares	Amount	Shares	Amount						
Balance, December 31, 2008	48,028,784	\$ 29,129	100	-	38,343,632	(38,790,119)	-	-	-	(417,358)
Shares of stock cancelled	-	-	(100)	-	-	-	-	-	-	-
Issuance of common stock to officer	100,000,000	-	-	-	-	-	-	-	-	-
Issuance of stock from financing activity	3,626,471,216	3,020,734	-	-	(1,682,616)	-	-	-	-	1,338,118
Stock Split 5 for 1	7,985,339,805	7,984,840	-	-	(7,984,840)	-	-	-	-	(0)
Adjustments to equity	-	(180,016)	-	-	-	-	-	-	-	(180,016)
Adjustments to Paid-in Capital	-	1,129,653	-	-	(1,129,653)	-	-	-	-	-
Issuance of preferred stock to officer	-	-	4,000,000	4,000	(4,000)	-	-	-	-	-
Issuance of common stock associated with Paradigm Polymer, Inc. Asset Purchase	200,000,000	-	-	-	-	-	-	-	-	-
Issuance of common stock to retire debt	25,000,000	-	-	-	-	-	-	-	-	-
Subscriptions Receivable	-	-	-	-	-	-	(45,342)	(45,342)	-	(45,342)
Purchase Treasury Stock	-	-	-	-	-	-	(50,000)	(50,000)	-	(50,000)
Issuance of stock options	-	-	-	-	-	(83,975)	-	-	-	(83,975)
Net profit (loss)	-	-	-	-	-	-	-	(181,148)	(181,148)	(181,148)
Balance, September 30, 2009 (unaudited)	11,984,839,805	\$ 11,984,340	4,000,000	4,000.00	27,542,523	(38,874,094)	(50,000)	(45,342)	(181,148)	380,278

The accompanying Notes are an integral part of the Financial Statements

American Green Group, Inc.
Statement of Cash Flow
For the Nine months ended September 30, 2009
(unaudited)

OPERATING ACTIVITIES

Net loss	\$ (181,148)
Increase in accounts receivable	(338,156)
Increase in inventory	(31,261)
Increase in due from officer	(28,262)
Purchase of furniture & equipment	(5,710)
Increase in start up costs & security deposits	(3,577)
Increase in accounts payable	260,722
Increase in payroll taxes payable	25,166
Decrease in other liabilities	(163,732)
Net cash used by operating activities	<u>(465,958)</u>

FINANCING ACTIVITIES

Sale of Stock	820,476
Purchase of investments	(170,000)
Increase in subscriptions receivable	(45,342)
Purchase of treasury stock for note payable	-
Repayment of note payable	(11,000)
Net cash provided by financing activities	<u>594,134</u>

Cash increase for the period 128,176

Cash at the beginning of the period 25

Cash at September 30, 2009 \$ 128,201

The accompanying Notes are an integral part of the Financial Statements

American Green Group, Inc.
Notes to the Financial Statements
September 30, 2009

FINANCIAL STATEMENTS

The financial statements include the accounts of American Green Group Inc. and its wholly-owned subsidiary Eco-Built Systems, LLC doing business as (dba) Paradigm Polymers, collectively "the Company." The Company is a developer and marketer of environmentally-friendly insulation products including soy-based foam insulation products and in partnership with other manufacturers and distributors for items such as bio-foam insulated thermal shipping containers and the first soy based foam insulation board.

In 2008, The Company acquired American Energy Savers, Inc. (AES) but on December 15, 2008 the acquisition was disengaged. Only the Equity section of AES is now reflected in the financial statements of the Company.

The Company expenses advertising costs as incurred. For the nine months ended September 30, 2009 advertising expenses were \$24,648.

The carrying amounts of the Company's financial instruments including current assets and liabilities approximate fair value due to the short period of maturity. Investments are stated at their purchase price as the Company does not have the ability to exercise influence over the operating and financial policy of the companies in which it has invested.

Valuation of shares for services were based on the fair market value of services received. For the nine months ended September 30, 2009, 25,000,000 shares were issued for consultant services.

Loss per share data is computed based on the weighted average of common shares and dilutive common stock equivalents outstanding during the period. The losses of the company are anti-dilutive.

As of December 31, 2008, the Company has a Net Operating Loss Carryforward in excess of \$38,000,000 resulting from its transaction with AES. None of the Loss Carryforward has been reflected in the financial statements due to the uncertainty of being able to utilize those Carryforwards.

BASIS OF PRESENTATION

The financial statements have been prepared in conformity with generally accepted accounting principles. However, certain equity accounts acquired from AES are not able to be verified due to AES refusing to provide the necessary information.

American Green Group, Inc.
Notes to the Financial Statements
September 30, 2009

The financial statements have been presented on the basis that the Company is a going concern. The Company's management intends to raise additional capital through equity and/or debt offerings and also believes that it can achieve profitable operations in the near future. In addition the Company is actively seeking acquisitions to increase sales and visibility in order to aggressively market its unique and highly effective products. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.