
**ISSUER INFORMATION AND DISCLOSURE STATEMENT
PURSUANT TO**

RULE 15C2-11(A)(5)

Auction Mills, Inc.

Texas
(State or Other Jurisdiction of
Incorporation or Organization)

05069J 10 5
CUSIP#

86-1106152
(I.R.S. Employer Identification
No.)

Auction Mills, Inc.
2917 Elm Street, Suite C
Dallas, TX 75226
Office: (214) 747-2292
Fax: (214) 747-2887
www.auctionmills.com

ISSUER'S EQUITY SECURITIES:

Common Stock:

\$.001 Par Value
500,000,000 shares Authorized
107,075,000 shares Outstanding

Preferred Stock:

\$.01 Par Value
1,000 shares Authorized
0 shares Outstanding

Transfer Agent:

Interwest Transfer, Inc.
1981 E. 4800 South, Suite 100
Salt Lake City, UT 84117
Telephone: (801) 272-9294
Fax: (801) 277-3147

INFORMATION AND DISCLOSURE STATEMENT

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

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (a)(5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

Item 1: The Exact Name of the Issuer.

Auction Mills, Inc. or hereinafter referred to as "AUML".

Item 2: The Principal Executive Office of the Issuer.

Auction Mills, Inc.
2917 Elm Street, Suite C
Dallas, TX 75226
Office: (214) 747-2292
Fax: (214) 747-2887
www.auctionmills.com

Investor Relations Contact for the Issuer:

Auction Mills, Inc.
2917 Elm Street, Suite C
Dallas, TX 75226
Office: (214) 747-2292
Fax: (214) 747-2887
www.auctionmills.com

Item 3. The State and Date of Incorporation.

AUML was incorporated in the State of Texas on May 19, 2004.

Item 4. The Exact Title and Class of the Security.

Security Symbol: AUML
CUSIP Number: 05069J 10 5
Common Stock: \$.001
Preferred Stock: \$.01 (No CUSIP number)

Item 5. The Par or Stated Value of the Security.

The company currently has Five Hundred Million (500,000,000) shares of Common Stock at \$.001 par value and One Thousand (1,000) shares of Preferred Stock at \$.01.

Item 6. The Number of Shares Outstanding.

A. Quarter ending September 30, 2004:

- (i) Authorized – 500,000,000 common at \$.001 par value and 1,000 preferred at \$.01 par value.
- (ii) Total Outstanding – 325,075,000 common and 0 preferred.
- (iii) Free Trading – 55,075,000 common and 0 preferred
- (iv) Shareholders – 6 common and 0 preferred.

B. Year ending December 31, 2004:

- (i) Authorized – 500,000,000 common at \$.001 par value and 1,000 preferred at \$.01 par value.
- (ii) Total Outstanding – 325,075,000 common and 0 preferred.
- (iii) Free Trading – 55,075,000 common and 0 preferred
- (iv) Shareholders – 6 common and 0 preferred.

C. Most current information as of November 14, 2005:

- (i) Authorized – 500,000,000 common at \$.001 par value and 1,000 preferred at \$.01 par value.
- (ii) Total Outstanding – 107,075,000 common and 0 preferred.
- (iii) Free Trading – 55,075,000 common and 0 preferred
- (iv) Shareholders – 23 common and 0 preferred.
- (v) The company has not filed or registered its shares with any regulatory agency.

The Directors and Shareholders of the company approved a 5 for 1 forward split on the shares of common stock outstanding in August of 2004.

The offerings of securities were offered to Texas Accredited Investors at \$.01 per share. To date 11,015,000 of the free trading shares in the company were originally issued under Regulation D, Rule 504 pursuant to the Securities Act of 1933 and §139.16 of the Rules and Regulations of the Texas State Securities Board, as well as, in certain instances, Rules 109.3 and Section 5.H of the Texas Securities Act and have met all of the requirements for the transfer of shares. The company approved a 5 for 1 forward split thereby constituting a total of 55,075,000 shares of free trading common stock outstanding. The securities have not been registered with or approved by the Texas Securities Commissioner and were issued and sold to Accredited Investors under the exemption provided therein. This issuance is further supported by legal opinion from counsel which is maintained in the corporate books of the Company. The company is unaware of the total number of shareholders holding securities in brokerage accounts.

Item 7. The Name and Address of the Transfer Agent.

Interwest Transfer, Inc.
1981 E. 4800 South, Suite 100
Salt Lake City, UT 84117
Telephone: (801) 272-9294
Fax: (801) 277-3147

Interwest Transfer, Inc. is currently registered under the Exchange Act and is an SEC approved transfer agent.

Item 8. The Nature of the Issuer's Business.

(A) Business Development: Auction Mills, Inc. was founded in 2004 with a primary focus on franchising ebay drop-off stores across the country (USA) and eventually the world. Auction Mills' ongoing research efforts found that the business model did not generate sufficient revenues to justify the sale of AUML franchises.

In the summer of 2005, Jason Brola concentrated efforts on redefining the AUML business model and executing those plans. AUML is now an online marketing channel for small and mid-sized businesses as well as the online auction community. AUML gives the online auction community an alternative to current auction sites such as ebay, WeBidz, and Overstock. AUML does not intend to charge the fees normally

associated with such sites but only charge flat fees. This way the sellers keep more profits in their pockets.

Auction Mills goal is not to “take a shot at ebay” but is to offer a cost-effective alternative to those who feel they have been alienated by such online auction giants in the way of constant raising of fees, unanswered emails, form-letter responses, etc.

1. The form of organization of the issuer;

AUML is a Texas Corporation

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

Auction Mills, Inc. was organized by the filing of the Articles of Incorporation with the Secretary of State of Texas on May 19, 2004

3. Issuer’s fiscal year end date:

The fiscal year end date is December 31.

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

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

5. 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;

Not applicable

6. Has the Company had any default of any terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments:

No.

7. Has the Issuer had a change of control?

There has not been in change of control

8. Has there been an increase of 10% or more of the same class of outstanding equity securities; and

In August of 2005 the Board and shareholders of the company approved a 5 for 1 forward split of the outstanding common stock of the company.

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

In August of 2005 the Board and shareholders of the company approved a 5 for 1 forward split of the outstanding common stock of the company.

10. Whether the Issuer has been de-listed by any securities exchange or NASDAQ.

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

11. Are there 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. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

No, there are no current, past, pending or threatening legal proceedings or administrative actions.

(B) Business of Issuer. *Auction Mills, Inc.* (the "Company") is a corporation organized in the State of Texas. AUML provides an Internet-based marketplace for the sale of goods by individuals and businesses. AUML provides an online marketplace in which registered users can browse, buy, and sell items of most any nature. The marketplace allows sellers to list items for sale for a fee, buyers to purchase items from sellers, and all users are able to browse at will. AUML does also have an online marketing channel in which the company will list a product for sale usually at a huge savings to the consumer. The product is listed for 24 hours and is then changed with a different item. Whether the item is sold out or not, the company will only list 1 item per 24 hours and once it is gone, that is it.

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

The Primary code is 5999. The company does not currently have a secondary SIC code.

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

Auction Mills, Inc. will possess a Call center, order taking, shipping, and accounts receivables. Key internal needs are for general financial control, strategic planning, and sales and marketing implementation. AUML is currently conducting operations.

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

Not applicable.

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

The company is currently not affected by any existing governmental regulations that apply to the business of AUML and does not foresee any probable governmental regulations to affect the company in the future.

5. 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;

The company has spent a great deal of time, preparation, and labor on the research and development of the company and it can only give a rough estimate on the amount of time and preparation spent for the Research and Development of the company which is roughly estimated to be \$150,000.

6. Costs and effects of compliance with environmental laws (federal, state and local); and

Not applicable.

7. Number of total employees and number of full time employees.

The company currently has 1 employee which is considered to be full time.

(C) Investment Policies. Describe the issuer's policies with respect to each of the following types of investments. State whether there are any limitations of the percentage of assets which may be invested in any one investment, or type of instrument, and indicate whether such policy may be changed without a vote of security holders. State whether the issuer's policy is to acquire assets primarily for possible capital gain or primarily for income.

The Company plans to fund its efforts and all assets that will possibly be acquired will be used to generate income for the company. The company does not own any property.

None of the following questions shall be applicable in Section 8. Please continue on to Section 9.

1. Investments in real estate or interests in real estate. Indicate the types of real estate in which the issuer may invest, and describe the method (or proposed method) of operating and financing these properties. Indicate any limitations on the number or amount of mortgages that may be placed on any one piece of property.

2. Investments in real estate mortgages. Indicate the types of mortgages and the types of properties subject to mortgages in which the issuer plans to invest. Describe each type of mortgage activity in which the issuer intends to engage, such as originating, servicing and warehousing, and the portfolio turnover rate.

3. Securities of or interests in persons primarily engaged in real estate activities. Indicate the types of securities in which the issuer may invest, and indicate the primary activities of persons in which the issuer may invest and the investment policies of such persons.

Item 9: The nature of products or services offered.

In responding to this item, please describe the following:

1. Principal products or services, and their markets;

The company offers an alternative to current online auction sites such as ebay, WeBidz, and Overstock.

The product markets that AUML intends to enter include the following:

- a) Online Auctions – 2006 estimated market is \$48.6 Billion. There are 3 major competitors in this market with the top three controlling an estimated 75% of the market. eBay, the San Jose-based online auction giant is the major player with an estimated market control of 60% and Yahoo, and Overstock.com trailing.
- b) Daily Deal – AUML has implemented an online marketing channel in which a new product is listed every 24 hours at a huge savings to end-users and then taken down so an other product is listed, whether the previous product has sold out or not. AUML will grant to the high-volume users of their auction site, access to the Daily Deal. This is unique to the AUML business model and to our knowledge no other auction site uses such a marketing tool to promote their clients business.
- c) AUML will offer flat-rate listing fees and packages to our sellers. We believe that by doing so, the users will be able to retain more of their profits yet the company will still have the ability to capture a fair revenue and profit stream, which is conducive to helping the company eventually attain their very own research and development department.

2. Distribution methods of the products or services;

The strategy for AUML will involve both developing new features for the auction users, so to give them more powerful tools to promote their online sales within the AUML marketplace and to also give .

The strategy for AUML will involve both, developing features for the auction users, so to give them more powerful tools to promote their online sales within the AUML marketplace, plus selling products on the Daily Deal. AUML has already established relationships with manufacturers who can produce products such as new, used, and refurbished electronics, house

ware, and other items that will generate revenues through sales on the “Daily Deal”.

3. Status of any publicly announced new product or service;

Not applicable.

4. Competitive business conditions, the issuer’s competitive position in the industry, and methods of competition;

There are many companies for sale in the industry looking for an opportunity to be a part of a larger enterprise. AUML, while considered to be small in company size, believes it will be able to acquire a number of companies for prices where only a small percentage of the price is paid in cash and the balance will be paid in stock or through an earn out.

5. Sources and availability of raw materials and the names of principal suppliers;

Not Applicable.

6. Dependence on one or a few major customers;

The Company has no customers or revenues at present. Initially, as the Company commences its operations, it may become dependent on one or a few customers, prior to developing broad based usage of its products and services by its target market.

7. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

Not applicable.

8. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

Not applicable.

Item 10: The nature and extent of the issuer’s facilities.

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

mortgage on the property), describe the limitations on the ownership.

The Company currently rents its office space and is located at the address previously stated for the company. The company pays \$3,000 a month rent and has a little more than 3,000 square feet.

Item 11: The name of the chief executive officer, members of the board of directors, as well as counsel, accountant and public relations consultant.

In responding to this item, please provide the full names, business addresses, employment histories, board memberships, other affiliations, and number of securities (and of which class) beneficially owned by each such person, which information must be no older than the end of the most recent fiscal year, for the issuer's:

A. Executive Officers;

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

<u>Name</u>	<u>Position</u>
Jason Brola 2917 Elm Street Suite C Dallas, TX 75216	CEO, Director

The principal occupation and business experience during the last five years for each of the present directors and executive officers of the Issuer are as follows:

Jason Brola, CEO and Director - Mr. Brola's tireless efforts have elevated AUML's success rate substantially. In addition, his consummate leadership and his impeccable credentials have proved invaluable. His ability to establish operational lines of support have postured AUML's interests to excel at all levels of productivity, performance, and profit.

The following table sets forth the ownership for each class of equity securities of the Issuer owned beneficially and of record by all directors and officers of the Issuer.

<u>Name and Position</u>	<u>Common Stock Owned</u>	<u>% Owned</u>
Jason Brola 2917 Elm Street, Suite C Dallas, TX 75216	5,300,000	4.95%

B. Directors;

The list is as set forth above.

C. General Partners;

This does not apply to the company.

D. Promoters;

This does not apply to the company.

E. Control Persons;

Michael Uskovich and Jason Brola are the only individuals considered to be control persons of the company.

F. Counsel;

N/A

G. Certified Public Accountant.

N/A

H. Public Relations Consultant.

This does not apply to the company.

I. Any other advisor (s) that assisted, advised, prepared or provided information with respect to this disclosure documentation:

N/A

J. Investment Bankers:

This does not apply to the company.

Please also identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

None.

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

None.

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the SEC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None.

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

None.

Attached herein as Exhibit "A" is a list of shareholders as of December 5, 2005 for AUML that discloses all shareholders that currently hold more than 5% of the common stock of the company's issued and outstanding shares.

Shane Mulholland, President of Bach Investments currently holds 10,000,000 shares of common stock and owns 9% of the total outstanding common shares of AUML. Mr. Mulholland does not have any relationships or affiliations with the current or previous Directors of the company besides the business investment of the company.

Ryan Reynolds, President of Bellatalia, LP currently holds 10,000,000 shares of common stock and owns 9% of the total outstanding common shares of AUML. Mr. Reynolds does not have

any relationships or affiliations with the current or previous Directors of the company besides the business investment of the company.

Jason Brola currently holds 5,300,000 shares of restricted common stock of the company and owns 4.95% of the total outstanding common shares of AUML. Mr. Brola is the CEO of AUML and currently has a business relationship with the former Officers and Directors of the company.

Michael Uskovich currently holds 16,000,000 shares of restricted common stock of the company and owns 15% of the total outstanding common shares of AUML. Mr. Uskovich was the former COO of AUML and is currently considered to be a control person of the company. Mr. Uskovich currently has a business relationship with the Officers and Directors of the company.

Please describe any affiliations or relationships between the former Officers and Directors of the company and the current Officers and Directors of the company.

The current Officers and Directors of Auction Mills, Inc. maintain a business relationship with the previous COO of the company.

Item 12: The issuer's most recent balance sheet and profit and loss and retained earnings statements.

The financial statements were prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The financials are separately attached as Quarterly financial statements for Quarter ending 9/30/2005.

The company intends to post all reports on the Pinksheets website every quarter to disclose the financial condition of the company and any changes that have occurred.

Item 13: Similar financial information for such part of the 2 preceding fiscal years as the issuer or its predecessor has been in existence.

The financial statements for year ending December 31, 2004 are separately attached as an Annual financial statement. There are no financial statements to report for the preceding year.

Item 14: Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10

percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person.

To the best of Company's knowledge, information and belief, quotations with respect to the Issuer's common stock are not being submitted or published, directly or indirectly, on behalf of the Issuer or on behalf of a director, officer or beneficial owners of more than ten 10% percent of the common stock that is issued and outstanding.

CERTIFICATION

I, Jason Brola, hereby certify that I have reviewed the Information and Disclosure statement, Exhibits, and all notes thereto and; I, having full authority to sign on behalf of the company hereby certify that the information is complete and presented fairly, in all material respects.

Dated this 5th day of December, 2005:

Certified by: /s/ Jason Brola
Jason Brola, President

Exhibit "A"

Common stock shareholders that own more than 5% of the outstanding common stock of the company

Shareholders Name:	Percentage Owned:	Common stock shares owned:
Bach Investments, Inc. 3625 Brown Street Dallas, TX 75219	9%	10,000,000
Bellatalia, LP 3521 Oak Lawn Ave., #108 Dallas, TX 75219	9%	10,000,000
Jason Brola 2917 Elm Street, Suite C Dallas, TX 75216	4.95%	5,300,000
Michael Uskovich 2917 Elm Street, Suite C Dallas, TX 75216	15%	16,000,000