

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Metatron Inc.

160 Greentree Drive Suite 101

Dover, De 19904

(302) 861-0431

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SIC Code 5990

Quarterly Report **For the Period Ending: 3/31/2020** **(the "Reporting Period")**

As of 3/31/2020, the number of shares outstanding of our Common Stock was:

6,698,870,595

As of 12/31/2019, the number of shares outstanding of our Common Stock was:

6,698,870,595

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company's shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

Indicate by check mark whether a Change in Control⁴ of the company has occurred over this reporting period:

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

Yes: ☐ No: ☒

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities and the dates of the name changes.

Metatron Inc. effective as of April 24, 2009. XRG Inc. – January 16, 2002 to April 24, 2009
USA Polymers Inc. – November 17, 2000 to January 16, 2002.

Date and state (or jurisdiction) of incorporation (also describe any changes to incorporation since inception, if applicable)
Please also include the issuer's current standing in its state of incorporation (e.g. active, default, inactive):

Metatron Inc incorporated in Delaware on 3/24/2009 and is active.

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

Yes: ☐ No: ☒

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below:

2) Security Information

Trading symbol:	<u>MRNJ</u>
Exact title and class of securities outstanding:	Common Stock, Preferred Stock, and Series "A" Preferred Stock
CUSIP:	59140T202
Par or stated value:	<u>.001</u>

Total shares authorized:	<u>8,000,000,000</u>	as of date:	<u>3/31/2020</u>
Total shares outstanding:	<u>6,698,870,595</u>	as of date:	<u>3/31/2020</u>
Number of shares in the Public Float ⁵ :	<u>6,698,870,595</u>	as of date:	<u>3/31/2020</u> <u>1678</u>
Total number of shareholders of record:	<u>as of date:</u>	<u>3/31/2020</u>	

All additional class(es) of publicly traded securities (if any):

Trading symbol:	_____
Exact title and class of securities outstanding:	_____
CUSIP:	_____
Par or stated value:	_____
Total shares authorized:	_____ as of date: _____
Total shares outstanding:	_____ as of date: _____

Transfer Agent

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

⁵ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

Name: Pacific Stock Transfer Company
 Phone: 702-361-3033
 Email: beth@pacificstocktransfer.com

Is the Transfer Agent registered under the Exchange Act?⁶ Yes: ☒ No: ☐

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors:

N/A

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

N/A

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods: ☒

Shares Outstanding as of Second Most Recent Fiscal Year End: <u>Opening Balance</u> Date <u>12/31/19</u> Common: <u>6,698,870,595</u> Preferred: _____			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____	_____	_____

⁶ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding on Date of This Report:		
Ending Balance:	Ending Balance	
Date 3/31/2020	Common: 6,698,870,595	
	Preferred: _____	

Example: A company with a fiscal year end of December 31st, in addressing this item for its quarter ended September 30, 2019, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2017 through September 30, 2019 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

B. Debt Securities, Including Promissory and Convertible Notes

Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities..

Check this box if there are no outstanding promissory, convertible notes or debt arrangements: ☐

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____	_____

Use the space below to provide any additional details, including footnotes to the table above:

See Attachment A

4) Financial Statements

A. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP
☐ IFRS

B. The financial statements for this reporting period were prepared by (name of individual)⁷:

Name: Chris CasaGrand
Title: Bookkeeper

⁷ The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

Relationship to Issuer: _____

Provide the financial statements described below for the most recent fiscal year or quarter. For the initial disclosure statement (qualifying for Pink Current Information for the first time) please provide reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Changes in Shareholders' Equity
- G. Financial notes; and
- H. Audit letter, if audited

You may either (i) attach/append the financial statements to this disclosure statement or (ii) file the financial statements through OTCIQ as a separate report using the appropriate report name for the applicable period end. ("Annual Report," "Quarterly Report" or "Interim Report").

If you choose to publish the financial statements in a separate report as described above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end date, and the date that it was posted to OTCIQ in the field below. Financial Statements must be compiled in one document.

See Attachment A

Financial statement information is considered current until the due date for the subsequent report (as set forth in the qualifications section above). To remain qualified for Current Information, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports within 45 days of each fiscal quarter-end date.

5) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations. In answering this item, please include the following:

- A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

Company creates and markets mobile applications and websites.

- B. Describe any subsidiaries, parents, or affiliated companies, if applicable, and a description of such entity's business, contact information for the business, officers, directors, managers or control persons. Subsidiary information may be included by reference

n/a

- C. Describe the issuers' principal products or services, and their markets

Principal products are mobile apps and websites in the Lifestyle market.

6) Issuer's Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, 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 or control 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.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

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

7) Officers, Directors, and Control Persons

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

Using the tabular format below, please provide information, as of the period end date of this report, regarding any person or entity owning 5% or more of any class of the issuer's securities, as well as any officer, and any director of the company, regardless of the number of shares they own. **If any listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information of an individual representing the corporation or entity in the note section.**

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer/Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Ralph Riehl</u>	CEO	San Diego, CA	452,820,525	<u>common</u>	<u>7.85%</u>	_____
<u>Denis Sluka</u>	<u>COO</u>	<u>San Diego CA</u>	452,820,525	<u>common</u>	<u>7.85%</u>	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____
_____	_____	_____	_____	_____	_____	_____

8) Legal/Disciplinary History

A. Please identify whether any of the persons listed above have, in the past 10 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 Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

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

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

none

9) Third Party Providers

Please provide the name, address, telephone number and email address of each of the following outside providers:

Securities Counsel

Name: Fredrick Baumen
Firm: Bauman & Associates Law Firm
Address 1: 6440 Sky Pointe Dr., Ste 140-149
Address 2: Las Vegas, NV 89131
Phone: (702)-533-8372
Email: fred@lawbauman.com

Accountant or Auditor

Name: Chris Casagrand
Firm: CC's Bookkeeping
Address 1: 1811 Hornblend St
Address 2: San Diego, CA 92109
Phone: 619-318-9338
Email: chris@ccsbookkeeping.com

Investor Relations

Name: Investor Relations
Firm: Metatron Inc.
Address 1: 160 Greentree Drive Suite 101
Address 2: Dover, De 19904
Phone: (302)-861-0431
Email: ir@metatroninc.com

Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared or provided information with respect to this disclosure statement**. This includes counsel, advisor(s) or consultant(s) or provided assistance or services to the issuer during the reporting period. **N/A**

Name: _____

Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

Name: _____
Firm: _____
Nature of Services: _____
Address 1: _____
Address 2: _____
Phone: _____
Email: _____

10) Issuer Certification

Principal Executive Officer:

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities).

The certifications shall follow the format below:

I, Ralph Riehl certify that:

1. I have reviewed this Annual Report of Metatron Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

3/31/2020 [Date]

/Ralph Riehl/ [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Denis Sluka certify that:

1. I have reviewed this Annual Report of Metatron inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

3/31/2020 [Date]

/Denis Sluka/ [CFO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Attachment A

Financials and Notes

Metatron, Inc
Statement of Stockholders Equity
For the Three Months Ending March 31,2020
(Unaudited)

	Preferred Stock		Common Stock		Paid In Capital	Accumulated Deficit(Income)	Total Stockholders Equity
	Number of Shares	Amount	Number of Shares	Amount			
Balance December 31, 2019	1	100	6,698,870,595	2,443,537	5,784,353	(7,621,299)	606,691
Additional Paid in Capital					250		250
							-
Net Income(Loss) for the Three Months ending March 31,2020						(78)	(78)
Balance March 31, 2020	1	100	6,698,870,595	2,443,537	5,784,603	(7,621,377)	606,863

Metatron, Inc
Balance Sheet
As of March 31,2020
(Unaudited)

	March 31, 2020	December 31,2019
ASSETS		
Current Assets		
Cash and Cash Equivalents	175	4
Receivables	97,463	97,463
Total Current Assets	97,638	97,467
Fixed Assets		
Property & Equipment, Net	1,474	1,474
Total Fixed Assets	1,474	1,474
Other Assets		
Acquisition of RComm	14,935	14,935
Acquisition of IMobilize	149,750	149,750
Acquisition of Just Data	100,000	100,000
Acquisition of PB Magic	750,000	750,000
Content	154,470	154,470
Total Other Assets	1,169,155	1,169,155
TOTAL ASSETS	1,268,267	1,268,096
LIABILITIES & EQUITY		
Liabilities		
Current Liabilities		
Accounts Payable	-	-
Accrued Interest	6,350	6,350
Notes Payable- Current Portion	188,391	188,391
Total Other Current Liabilities	194,741	194,741
Total Current Liabilities	194,741	194,741
Long Term Liabilities		
Notes Payable	466,663	466,663
Total Long Term Liabilities	466,663	466,663
Total Liabilities	661,404	661,404
Equity		
Retained Earnings	(7,621,299)	(7,529,515)
Shareholders' Equity		
Preferred Stock \$.001 Par Value: 5,000,000 Shares	100	100
Authorized: 1 SH Issued and Outstanding as of 3/31/20		
Common Stock \$.001 Par Value: 10,000,000,000	2,443,537	2,443,537
Shares Authorized: 6,698,870,595 non-restricted Issued and Outstanding, 908,846,735 restricted and outstanding as of 3/31/20		
Paid in Capital	5,784,603	5,784,353
Total Shareholders' Equity	8,228,240	8,227,990

Metatron, Inc
Statement of Cash Flows
Three Months Ended
March 31,2020

	2020	2019
OPERATING ACTIVITIES		
Net Income	(78)	(121,366)
Accounts Receivable	-	-
Notes Payable Current Portion	-	-
Accounts Payable		
Net cash provided by Operating Activities	<u>(78)</u>	<u>(121,366)</u>
Investing Activities		
Content	-	-
Acquisition of RComm property and Equipment		
Net Cash provided by Investin Activities	<u>-</u>	<u>-</u>
FINANCING ACTIVITIES		
Notes Payable		121,800
Shareholders' Equity:Common Stock \$.001 Par Value		
Shareholders' Equity:Paid in Capital	250	
Opening Balance Equity		
Preferred Stock Issuance		
Net cash provided by Financing Activities	<u>250</u>	<u>121,800</u>
Net cash increase for period	172	434
Cash at beginning of period	<u>4</u>	<u>(13)</u>
Cash at end of period	<u><u>176</u></u>	<u><u>421</u></u>

Metatron, Inc
Profit Loss
Three Months Ended
March 31,2020
(Unaudited)

	Three Months ending March 31	
	2020	2019
Ordinary Income/Expense		
Income		
Revenue	-	27
Total Income	-	27
Product Cost		3,347
General and Administrative		118,046
	78	
Total Cost & Expenses	78	121,393
Net Ordinary Income	(78)	(121,366)
Net Income	(78)	(121,366)

Income (Loss) Per Share:		
Basic	(0.0000000)	(0.0000181)
Diluted	(0.0000000)	(0.0000121)

Number of Shares Used in the per share		
Calculation		
Basic	6,698,870,595	6,698,870,595
Diluted	10,000,000,000	10,000,000,000

Debt Securities, Including Promissory and Convertible Notes

Date of Note Issuance	Outstanding Balance	Principal Amount at Issuance	Interest Accrued	Maturity Date	Conversion Terms	Name of Noteholder	Reason for Issuance
04/21/16	\$ 3,865.69	\$ 22,500.00	1,159	10/20/16	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
05/17/16	\$ 34,050.25	\$ 21,500.00	12,550	10/16/16	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
09/12/16	\$ 23,090.27	\$ 12,000.00	8,090	3/12/17	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
10/14/16	\$ 8,380.62	\$ 13,880.62	2,881	10/14/17	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
10/21/16	\$ 59,414.90	\$ 60,000.00	29,415	10/21/17	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
02/01/16	\$ 35,795.13	\$ 22,000.00	13,795	8/1/17	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
06/09/17	\$ 48,794.77	\$ 34,500.00	14,295	6/9/18	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
08/21/17	\$ 54,301.13	\$ 40,000.00	14,301	8/21/18	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
12/21/17	\$ 77,838.27	\$ 49,444.44	28,394	6/21/18	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
01/16/18	\$ 13,022.58	\$ 11,111.11	1,911	7/22/19	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
03/01/19	\$ 32,355.56	\$ 28,888.89	3,467	9/1/19	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
03/01/19	\$ 33,351.11	\$ 29,777.78	3,573	9/4/19	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services
03/11/19	\$ 37,955.56	\$ 33,888.89	4,067	9/15/19	70% Discount of the lowest traded price during the last (30) Trading Day	Apollo Capital Corp - Yohan Naraine	Loan Services

The accompanying notes are an integral part of these financial statements.

METATRON INC.
NOTES TO FINANCIAL STATEMENTS
Internally prepared by management
December 31, 2019

NOTE 1 ORGANIZATION

Metatron, Inc. was incorporated on November 17, 2000 under the laws of the State of Delaware as USA Polymers Inc. On July 26, 2001 we filed a certificate of amendment to change our name to XRG Inc, and began operations as a holding company that owned subsidiary interstate trucking companies.

On March 22, 2009 we entered into an agreement with Belmont Partners LLC (“Belmont”) by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay Financial Solutions Inc., (“South Bay”), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series “A”, Convertible Preferred Stock to TDC Ventures LLC for the sum of \$100.00.

On May 24, 2009 we amended our Articles of Incorporation to change our name to Metatron Inc., increased our authorized common stock to one hundred million (100,000,000) and reverse split our issued and outstanding common stock by a four to one (4-1) ratio at that time.

On June 3, 2009 we acquired Rcomm Inc. in exchange for the issuance of twenty million (20,000,000) shares of common stock to Rcomm’s sole shareholder. The excess cost of acquisition of Rcomm. Inc. asset was reported as other assets in the company’s books.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five hundred seventy one (428,571) shares of common stock to iMobilize’s sole shareholder. The cost of acquisition was valued at \$150,000 and the excess cost of acquisition against i-Mobilize’s assets were reported as other assets in the company’s books.

On October 1, 2009 we acquired Just Data Billing Inc. in exchange for the issuance of three hundred twenty two thousand five hundred eighty one (322,581) shares of common stock to its sole shareholder. The excess cost of acquisition against Just Data’s assets were reported as other assets in the company’s books.

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

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Presentation

The accompanying unaudited consolidated financial statements have been prepared in accordance with Generally

Accepted Accounting Principles in the United States of America for the presentation of financial information, but do not include all the information and footnotes required for complete financial statements.

The comparison data of 2008 Balance Sheet is the financial data of Rcomm, Inc. only, as the acquirer in accordance with APB No. 16. Rcomm's 2008 stockholders' Equity is not comparable to 2009, for the reason that the original shares of Rcomm has been replaced by 20-million shares of Metatron.

(B) Basis of Consolidation

The Company's financial statements for the fiscal year ended December 31, 2009 are consolidated to include the accounts of Metatron Inc. and its wholly owned subsidiaries, iMobilize Inc., Just Data Inc. and PB Magic Inc. All significant inter-company accounts and transactions have been eliminated in consolidation.

(C) Cash and Cash Equivalents

For purposes of the cash flow statements, the Company considers all highly liquid investments with original maturities of three months or less at the time of purchase to be cash equivalents.

(D) Revenue Recognition

The Company recognizes revenue on arrangements in accordance with Securities and Exchange Commission Staff Accounting Bulletin No. 101, "Revenue Recognition in Financial Statements" and No. 104, "Revenue Recognition". In all cases, revenue is recognized only when the price is fixed or determinable, persuasive evidence of an arrangement exists, the service is performed and collectability is reasonably assured.

(E) Property and Equipment

The Company values property and equipment at cost and depreciates these assets using the straight-line method over their expected useful life. The Company uses a three year life for software and five year life for computer equipment. As of December 31, 2009, the company net property and equipment is \$1,474.

(F) Income Taxes

The Company accounts for income taxes under the Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("Statement 109"). Under Statement 109, deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. Under Statement 109, the effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

(G) Income (Loss) Per Share

Basic income (loss) per common share is computed based upon the weighted average common shares outstanding as defined by Financial Accounting Standards No. 128, "Earnings per Share."

Diluted income per share includes the dilutive effects of stock options, warrants, and stock equivalents. To the extent stock options, warrants, stock equivalents and warrants are anti-dilutive, they are excluded from the calculation of diluted income per share. For the three month and nine month periods ended September 30, 2009 there were no shares issuable upon conversion of notes payable and no shares issuable upon the exercise of stock options.

(H) Recent Accounting Pronouncements

In May 2009, the FASB issued SFAS No. 165, "Subsequent Events" ("SFAS 165"). SFAS 165 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. SFAS 165 will be effective for interim or annual period ending after June 15, 2010 and will be applied prospectively. The Company will adopt the requirements of

this pronouncement for the quarter ended June 30, 2010.

The Company does not anticipate the adoption of SFAS 165 will have an impact on its consolidated results of operations or consolidated financial position.

In June 2009, the FASB issued SFAS No. 167, "Amendments to FASB Interpretation No. 46(R)" ("SFAS 167"), which modifies how a company determines when an entity that is insufficiently capitalized or is not controlled through voting (or similar rights) should be consolidated. SFAS 167 clarifies that the determination of whether a company is required to consolidate an entity is based on, among other things, an entity's purpose and design and a company's ability to direct the activities of the entity that most significantly impact the entity's economic performance. SFAS 167 requires an ongoing reassessment of whether a company is the primary beneficiary of a variable interest entity. SFAS 167 also requires additional disclosures about a company's involvement in variable interest entities and any significant changes in risk exposure due to that involvement. SFAS 167 is effective for fiscal years beginning after June 15, 2010.

NOTE 3 STOCKHOLDERS' EQUITY

On March 22, 2009 we entered into an agreement with Belmont Partners LLC ("Belmont") by which Belmont acquired fifty three percent (53%) of our common stock. On March 24, 2009 we entered into an agreement with Belmont and South Bay Financial Solutions Inc., ("South Bay"), pursuant to which South Bay acquired 50.01% of our total issued and outstanding common stock.

On March 24, 2009 we experienced a change of control as Belmont Partners LLC sold 10,114,774 shares of our common stock to South Bay Financial Solutions Inc.

On March 24, 2009, we issued one share of Series "A", Convertible Preferred Stock to TDC Ventures LLC for the sum of \$100.00.

On June 3, 2009 we issued Rcomm Inc. sole stockholder twenty million (20,000,000) shares of common stock in exchange of all Rcomm's outstanding stocks. This was accounted for as a reverse merger acquisition having Rcomm, Inc. as the surviving entity.

On June 9, 2009 we converted the sum of \$479,359 of outstanding debt to PHP Holdings Inc. into 2,396,793 shares of common stock.

On June 9, 2009, we converted the sum of \$436,177 of outstanding debt to Rovert Consulting Inc. into 2,180,885 shares of common stock.

On June 9, 2009, we converted the sum of \$360,000 of outstanding debt due to Beach Cities Home Improvement Inc. into 1,800,000 shares of common stock.

On September 3, 2009 we acquired iMobilize Inc. in exchange for the issuance of four hundred twenty eight thousand five hundred seventy one (428,571) shares of common stock to iMobilize's sole shareholder valued at \$0.35 per share or \$150,000.

On September 11, 2009 we converted the sum of \$216,323 of outstanding debt to PHP Holdings Inc. into 2,704,042 shares of common stock.

On October 1, 2009 we acquired Just Data Billing Inc. in exchange for the issuance of three hundred twenty two thousand five hundred eighty one (322,581) shares of common stock to its sole shareholder.

On October 7, 2009 we converted the sum of \$127,500 of outstanding debt to PHP Holdings Inc. into 1,500,000 shares of common stock.

On October 19, 2009 we converted the sum of \$216,203 of outstanding debt to PHP Holdings Inc. into 3,088,616 shares of common stock.

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