

HOP-ON, INC.  
INFORMATION AND DISCLOSURE STATEMENT

The Information Report is dated as of August 31, 2005

Period ended: July 30, 2005

This Information and Disclosure Statement is presented in a format consistent with Rule 15c2-11(a) (5) promulgated by the Securities Exchange Act of 1934, as amended.

Item (1): The exact name of the issuer and its predecessor (if any).

HOP-ON. INC.

FKA: Hop-on.com, Inc. (changed to Hop-on, Inc. on May 18, 2005)

FKA: NWDP.COM (changed to Hop-on.com, Inc. on June 8, 2000)

FKA: New Discoveries Publishing Corp. (changed to NWDP.com on June 2, 1999)

Item (2): The address of its principal executive offices.

Hop-on, Inc.

35 Hammond

Irvine, CA 92618

Phone: 949.756.9008

Fax: 959.756.9054

[www.hop-on.com](http://www.hop-on.com)

Issuer's investor relations:

The Ruth Group

141 Fifth Avenue – 5<sup>th</sup> Floor

New York, NY 1010

Phone: 646.536.7000

David Pasquale direct line: 646.536.7006

Email: [dpasquale@theruthgroup.com](mailto:dpasquale@theruthgroup.com)

Item (3): The state and date of incorporation, if it is a corporation.

Nevada - March 16, 1993

Item (4): The exact title and class of each class of securities outstanding.

Preferred Stock \$.001 par value  
Common Stock \$.001 par value

CUSIP and trading symbol.

CUSIP: 439338 2 03

Item (5): The Par or Stated Value of the Security

10,000,000 shares of Preferred Stock authorized – par value \$.001  
50,000,000 shares of Common Stock authorized - par value \$.001

Item (6): The number of shares or total amount of the securities outstanding for each class of security outstanding and a list of securities offerings and shares issued for services in the past two year.

As of the end of the issuer's most recent fiscal quarter

PREFERRED SHARES:

- (i) Period end date: June 30, 2005;
- (ii) Number of shares authorized 10,000,000;
- (iii) Outstanding: 5,000,000;
- (iv) Freely tradable (public float): 0
- (v) Total number of shareholders: 3

COMMON STOCK:

- (i) Period end date: June 30, 2005;
- (ii) Number of shares authorized: 50,000,000;
- (iii) Outstanding: 12,910,516;
- (iv) Freely tradable (public float): 7,056,690
- (v) Total number of shareholders: approximately 10,000

As of the issuer's most recent fiscal year end:

PREFERRED SHARES:

- (vi) Period end date: December 31, 2004;
- (vii) Number of shares authorized 10,000,000;
- (viii) Outstanding: 5,000,000;
- (ix) Freely tradable (public float): 0
- (x) Total number of shareholders: 3

COMMON STOCK:

- (vi) Period end date: December 31, 2004;
- (vii) Number of shares authorized: 1,010,000,000;
- (viii) Outstanding: 608,438,729
- (ix) Total number of shareholders: approximately 10,000

As of the date the issuer has provided information:

PREFERRED SHARES:

- (xi) Period end date: July 30, 2005;
- (xii) Number of shares authorized 10,000,000;
- (xiii) Outstanding: 5,000,000;
- (xiv) Freely tradable (public float): 0
- (xv) Total number of shareholders: 3

COMMON STOCK:

- (x) Period end date: July 30, 2005;
- (xi) Number of shares authorized: 50,000,000;
- (xii) Outstanding: 37,811,989;
- (xiii) Freely tradable (public float): 20,793,342
- (xiv) Total number of shareholders: approximately 10,000

Item (7): The Name and Address of the Transfer Agent

Integrity Stock Transfer  
2920 N. Green Valley Pkwy  
Bldg 5 - Suite 527  
Henderson, NV 89014  
Telephone: (702) 317-7757  
Facsimile: (702) 796-5650

Item (8): The nature of the issuer's business

A. Business Development:

Hop-on, a publicly traded company (OTC: HPNN) headquartered in Irvine California with its R&D office in Dallas, Texas, develops and markets mobile phones (GSM, CDMA and Wi-Fi), wireless phones and accessories as well as wireless surveillance systems. It specializes in the development of CDMA technology based wireless products, which include CDMA2000 wireless handsets, a CDMA 1X module and a fixed wireless phone. In addition, recognizing the fact that 60% of the wireless market utilizes GSM technology, Hop-on secured worldwide licenses with the various industry leaders, such as Alcatel, Ericsson, InterDigital, Lucent, Motorola, NEC, Nokia, Philips and Siemens in order to enable it to sell GSM/GPRS handsets in all the various global markets. Hop-on currently

has 30 models of wireless handsets that it targets to both emerging market carriers and other domestic carriers and resellers needing an entry level priced phone. In addition, Hop-on offers a line of innovative and attractively priced wireless accessories for both Hop-on phones and other leading manufacturers as well as affordable, wireless surveillance systems.

Hop-on began five years ago as the developer and marketer of the world's first disposable and contract free cell phone. This product, shown below, was launched in December 2002 through selected retail locations in the Western United States.



Hop-on's First MVNO (Disposable) Handset  
CDMA IS-95 Handset (with 60 minutes)  
Subsidized Wholesale Price \$31.49

In mid-2003, Hop-on assembled its own R&D team of highly talented engineers with an average of 20 years of wireless development experience - many of whom were involved in the development of Hop-on's initial disposable phone. They opened Hop-on's Dallas, Texas office and began development of Hop-on's replacement CDMA 2000 handset and other products.

In late 2003, Hop-on acquired Wireless Company.com, a manufacturer and marketer of innovative wireless accessories. This acquisition also brought Hop-on additional management strength, including a new CEO for Hop-on as well as expanded sourcing capability.

1. Form of organization: corporation
2. The Issuer was incorporated under the laws of the State of Nevada on March 16, 1993 under the name of New Discoveries Publishing Corporation. The Issuer amended its Articles of Incorporation and filed to change its name to NWDP.COM, Inc. in June 1999. In June 2000 Issuer amended its Articles of Incorporation and filed to change its name to HOP-ON.COM, Inc. In May 2005 Issuer

amended its Articles of Incorporation and filed to change its name to HOP-ON, INC.

3. Fiscal year end: December 31
4. Whether the issuer has been in bankruptcy, receivership, or any similar proceedings; NO
5. any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of business; NO
6. Any change of control; NO
7. Any increase in 10% or more of the same class of outstanding equity securities; YES
8. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization; 2000 FOR 1 REVERSE SPLIT IN MAY 2005
9. Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board; NO  
Any current, past or pending trading suspensions by a securities regulator. NO

B. Business of Issuer.

1. Issuer's primary and secondary SIC Codes: 3663 & 4812
2. If the issuer has never conducted operations, is in the development stage or is currently conducting operations; 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.
  - a. Parent: HOP-ON, INC.
  - b. Subsidiary: HOP-ON WIRELESS, INC.
  - c. Subsidiary: HOP-ON TELECOM, INC.
  - d. Subsidiary: WIRELESSCOMPANY.COM, INC.
  - e. Hop-on Mobile, S. de R.L. de C.V. (incorporated in Mexico)
  - f. Hop-on Mobile India Private Limited, A company incorporated under the laws of India
4. Effect of existing or probably government regulations on the business; NONE

Item (9): The Nature of Products or Services Offered

Hop-on is offering GSM, CDMA and Wi-Fi handsets for its phone offerings which meets the demands of most carriers. These low-cost phones have substantial appeal to carriers, particularly in emerging markets where wireless penetration is low and the cost of the handset has been a barrier to growth. In addition, Hop-on is launching its own Mobile Virtual Network Operator (“MVNO”) product offering whereby it will sell both its handsets and wireless airtime using an established wireless operators’ wireless network. Hop-on also offers wireless phone accessories as well as wireless surveillance systems.

GSM and CDMA Wireless Phones

Hop-on has a wide assortment of GSM and CDMA handsets with varying combinations of frequency compatibilities (800, 850, 1800 and 1900 MHz), including candy bar style phones, flip phones, camera phones and phones with MP3 players. For more details on these phones, please see the Company’s website [www.hop-on.com](http://www.hop-on.com).

MVNO Product Offering

MVNO’s, also known as resellers, typically sell handsets as well as airtime to consumers using established wireless operators’ mobile networks. Hop-on’s MVNO will utilize Hop-on’s low cost handsets with airtime purchased from a major US wireless provider. Targeted market niches include credit challenged customers, the youth segment, immigrants and travelers. Hop-on’s MVNO, branded Graffiti Wireless, will be initially be launched with dealers and distributors and eventually be available at major national retailers and cellular dealers across the United States.

The prepaid-mobile market is taking on increasing importance as an industry growth vehicle in the U.S. Industry analysts expect that prepaid customers will account for a growing share of the industry as overall wireless penetration recently surpassed 60% with less than 10% being attributable to prepaid. With Hop-on’s focus on low cost handsets, Hop-on is uniquely positioned to offer consumers a compelling price value proposition with its MVNO program. The benefit to Hop-on is not only in selling handsets but also in receiving a recurring revenue stream from the replenishment of airtime used by consumers.

Hop-on's MVNO will initially be launched utilizing GSM handsets but will later include Wi-Fi handsets as well. This will provide consumers with significant cost savings for both voice (VOIP) as well as downloading content, which could be charged to a stored value card instead of the more expensive alternative of downloading content over the traditional wireless carrier networks.

### Wi-Fi PHONE AND TOTAL BILLING AND SECURITY ENABLEMENT SOFTWARE SOLUTION

For its Wi-Fi solution, Hop-on believes its product is the optimal solution for carrier deployments. Other types of Wi-Fi devices have not been designed or built with a carrier in mind. They do not have carrier grade security on the SIP side or confidentiality on the signaling side. The subscriber's login and password information can be very easily stolen with just a Wi-Fi enabled laptop or PDA. Additionally, other Wi-Fi phones do not provide transparent roaming between hotspots or different network access points.

Hop-on's Wi-Fi handsets were designed from a carrier's perspective and specifically provide or enable the following:

- 1) Security (prevention of phone cloning and theft)
- 2) Secure provisioning schemes (OTA updates)
- 3) Prepaid/postpaid billing enablement
- 4) Equipment Identity Registry (EIR) enablement
- 5) Fraud prevention
- 6) Transparent intra or inter-network roaming mechanisms (between paid hotspots/enterprise)

Hop-on announced the debut of its HOP1502 Wi-Fi IP phone that together with its software solution unchains users from their fixed phone lines, allowing them to make secure calls from anywhere there is a Wi-Fi hot spot - at home, at work, around town; in airports, coffee shops, & hotels and even internationally. In addition to the handset, Hop-on will be offering its billing and security enablement software to the targeted market of carriers and hotspot owners. With this economical total Wi-Fi solution, carriers and hot spot owners could offer Hop-on's Wi-Fi IP phone to its customers at prices as low as \$39. Therefore, Hop-on's revenue stream from this product offering includes the handset, initial payment for the software and an ongoing software royalty based on sales generated by the handset. While these royalties may be approximately 1% of monthly usage, it should be remembered that VoIP usage is expected to grow dramatically for both domestic and international usage as it would only

cost the consumer only a small fraction of the current per minute calling cost.

The HOP1502 handset provides all the features and functionality of a VoIP terminal adapter but has the advantage of enabling users to talk from any available public or private Wi-Fi access point. Hop-on's Wi-Fi handset features a small form factor similar to today's mobile phones and it supports a wide variety of VoIP features and functions, based on the Session Initiation Protocol (SIP). Service providers can offer high-value call features, such as three-way calling, call waiting, call forwarding and more based on the capabilities of their call servers. The HOP1502 also enables voice processes, including comfort noise generation, voice activity detection, and echo cancellation, as well as IP protocol features such as Real-Time Transfer Protocol (RTP), Session Description Protocol, Dynamic Host Configuration Protocol (DHCP), and Virtual SIM (VSIM).

Wi-Fi phones have not yet been deployed in quantity by carriers due to security challenges such as fraud, theft of call information, passwords and the lack of 911 Emergency Service. In response to this, Hop-on working together with industry leading security partners, has developed a total solution package for carriers and hotspot owners which enables seamless authentication and billing enablement for the carrier. Utilizing the Virtual SIM (VSIM) patented software technology, which replicates the same benefits of GSM/CDMA security and authentication in Wi-Fi phones, Hop-on has now substantially reduced the security and billing challenges faced by carriers.

Solution highlights:

- Handset Identification: The VSIM solution enables, as its primary value, non-ambiguous identification of a "handset", protecting it against impersonation, anti-replay and fraud. The unbreakable VSIM scheme allows Service Providers to address the more challenging and demanding security needs related mobile VoIP terminals to operate on a public infrastructure.
- Managing user access rights: VSIM exchanges allow for the transport of dynamically updated information regarding user access rights. This feature, which does not require a tight synchronization with billing systems, provides a complementary security level regarding subscriber consumption.
- Usage monitoring: VSIM billing ticket management monitors access and services usage. It provides an additional level of information derived from connection monitoring that can serve to crosscheck or increase existing billing system accuracy.

- Encryption: VSIM provides an encryption mechanism for the media flow itself, applicable to voice, data or video streams on the handset.

Accessories Product Line

Hop-on has a full line of innovative and attractively priced wireless accessories for both Hop-on phones as well as those of the leading handset manufactures. These accessories include wireless hands-free (RF) headsets, jeweled headsets, car chargers with pivoting heads and retractable cords, carrying cases etc. The sterling silver version of the jeweled headset was awarded MobileMusiCon's "Best Mobile Bling-Bling" (for fashion accessory, handset or design) at the 2004 Cellular Telecommunications and Internet Association (CTIA) wireless trade shows. These accessories have been sold at Office Depot, Spencers Gifts, Home Shopping Network and QVC.

Wireless Surveillance Product Line

Hop-on also has an innovative line of wireless surveillance systems for residential and commercial use. It uses state-of-the-art microwave technology to transmit crisp, clear video and audio signals through walls, partitions and other obstacles to a handheld color LCD monitor using cameras that are available in indoor/outdoor or indoor models. Suggested retail prices range from \$299 to \$799 depending on the configuration of the system.

Item (10): The nature and extent of the company's facilities:

The company leases the following buildings/Suites:  
 35 Hammond, Irvine, CA 92618  
 17000 N. Dallas Pkwy, Suite 202, Dallas TX 75248  
 Ave. Constituyentes 345-710, Col. Daniel Garza, 11830 México, D.F.

Item (11): The name of the Chief Executive Officer, Members of the Board of Directors, as well as counsel, accountant and Public Relations Consultant:

<u>Name</u>	<u>Position</u>
Dan Gannon 35 Hammond Irvine, CA 92618	CEO
Samuel Demissie 17000 N. Dallas Pkwy, Suite 202 Dallas, TX 75248	President/Secretary/Treasurer

Peter D. Michaels  
35 Hammond  
Irvine, CA 92618

Chairman/Director

- A. 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:

Dan Gannon: CEO of the Company. He has been responsible for all sales, marketing and operations of the Company since 2003 when Hop-on acquired his company, Wireless Company.com. Mr. Gannon has over 15 years of extensive experience in creating business solutions for large and small companies in the software, data networks and wireless industries. Mr. Gannon was recognized as one of Entrepreneur Magazine's leading CEO's and his wireless accessory business was ranked in the top 100 fastest growing Companies.

Samuel Demissie: PRESIDENT of the Company. He is responsible for managing Hop-On's handset development operations. Mr. Demissie brings over 13 years of wireless experience with CDMA, GSM and TDMA standards. His knowledge of system-level design goes beyond wireless standards to include RF, baseband, power amplifiers, power management, and other essential components of cellular design. Prior to joining Hop-On, he was the Vice President of Global Marketing for Holley Communications, where he was responsible for business development, defining market requirements and product development. Mr. Demissie holds both a masters and a bachelor degree in economics from the University of Cincinnati with a concentration in Econometrics, Linear Programming, Optimization Methods, and Statistics.

Peter D. Michaels: CHAIRMAN of the Company. Peter Michaels is the company's founder, technological visionary and the driving force behind the company's growth. To manage the Company, he has recruited a talented management team consisting of both technical specialists and experienced business people. Mr. Michaels completed the entrepreneur program and attended the communications school at the University of Southern California.

Investment Banker – None

Promoters – None

Counsel: Rick Weed  
Weed & Co. LLP  
4695 MacArthur Court, Suite 1430  
Newport Beach, CA 92660

Telephone 949.475.9086 ext. 6  
Facsimile 949.475.9087

Accountants: Harold Spector  
Spector & Wong, LLC  
80 South Lake Ave., Suite 723  
Pasadena, CA 91101  
Telephone 888.584.5577  
Facsimile 626.584.647

- B. Legal/Disciplinary History: Please identify whether any of the foregoing persons have, in the last five years, been the subject of:
1. 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
  2. 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
- C. Beneficial Owners. To the extent not otherwise disclosed in response to the foregoing, provide a list of the name, address and shareholdings all persons holding more than five percent (5%) of any class of the issuer's equity securities. To the extent not otherwise disclosed, if any of the above shareholders are corporate shareholders, provide the disclosure requested in this item as to person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders. NONE
- D. Disclosure of Certain Relationships. Describe any relationships existing among and between the issuer's officers, directors and shareholders. To the extent not otherwise disclosed, describe all relationships and affiliations among and between the shareholders and the issuer, its predecessors, its present and prior officers and directors, and other shareholders. NONE

Item (12): Adequate disclosure of the issuer's (or its predecessor's) current financial position, which should include the most recent fiscal year and any interim quarters.

- A. The issuer should include the below financial statements in the disclosure document or, if attached, provide a list in the disclosure document describing the attached financial statements, the balance sheet date and the date published.
1. balance sheet
  2. statement of income

Item (13): Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer, affiliate, 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. A person is presumed to be an affiliate if they own more than 10% of the stock, but may be an affiliate even if they own less stock if the facts and circumstances indicate that they are participating with the issuer in a distribution of securities with a view to raising capital for the issuer. NONE

The Issuer has duly caused this Report to be issued on its behalf by the undersigned, there unto duly authorized, on the 8<sup>th</sup> of September 2005.

HOP-ON, Inc.  
Peter D. Michaels, Chairman

HOP-ON, INC.  
CONSOLIDATED BALANCE SHEET  
December 31, 2004 & June 30, 2005

<b>ASSETS</b>	<b>Actual Dec 31, 2004</b>	<b>Actual Jun 30, 2005</b>
Current Assets		
Cash	\$ 513	\$ 500
Accounts receivable	139,301	117,836
Inventory	158,331	137,036
Prepaid expenses	181,175	147,676
Property and equipment (Net)	189,327	213,667
Intellectual property	1,055,000	1,055,000
Other Assets	<u>174,100</u>	<u>174,100</u>
<b>TOTAL ASSETS</b>	<b>\$ <u>1,897,747</u></b>	<b>\$ <u>1,845,815</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable	\$ 784,549	\$ 974,757
Other accrued expenses	873,170	751,482
Accrued interest	434,699	524,707
Litigation reserve	156,657	165,296
Notes payable - current	361,776	361,776
Other current liabilities	<u>83,060</u>	<u>55,684</u>
<b>Total Current Liabilities</b>	<b><u>2,693,911</u></b>	<b><u>2,833,702</u></b>
Long-term liabilities		
Notes payable	408,815	204,809
Notes payable - related parties	<u>8,037,639</u>	<u>10,640,751</u>
<b>Total long-term liabilities</b>	<b><u>8,446,454</u></b>	<b><u>10,845,560</u></b>
<b>Total Liabilities</b>	<b><u>11,140,365</u></b>	<b><u>13,679,262</u></b>
Stockholders' Deficit		
Common stock & Add'l Paid in Capital	14,974,154	14,974,154
Accumulated deficit	<u>(24,216,772)</u>	<u>(26,810,502)</u>
<b>Total Equity</b>	<b><u>(9,242,618)</u></b>	<b><u>(11,836,348)</u></b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>\$ <u>1,897,747</u></b>	<b>\$ <u>1,842,915</u></b>

Unaudited

HOP-ON, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS  
December 31, 2004 & YTD June 30, 2005

	<b>Actual</b>		<b>YTD</b>
	<b>Dec 31, 2004</b>		<b>Actual</b>
			<b>Jun 30, 2005</b>
Sales	\$ 4,360,935	\$	5,246,126
Cost of Goods Sold	<u>3,696,250</u>	\$	<u>4,914,249</u>
<b>Gross Profit</b>	<b>664,685</b>		<b>331,877</b>
Operating Expenses	<u>7,212,963</u>		<u>2,655,607</u>
<b>Operating (loss)</b>	<b>(6,548,278)</b>		<b>(2,323,730)</b>
Other Income (Expense)			
Interest expense	(502,258)		(270,000)
Other Income (expense)	<u>-</u>		<u>-</u>
Total Other Income (Expense)	(502,258)		(270,000)
<b>Net (loss)</b>	<b>\$ <u>(7,050,536)</u></b>	<b>\$</b>	<b><u>(2,593,730)</u></b>
		<b>\$</b>	

Unaudited