UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)
☒ ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended April 30, 2010

or

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

Commission file number 333-68008

NUVILEX, INC.

(Exact name of registrant as specified in its charter)

Nevada	**62-1772151**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

7702 E. Doubletree Ranch Road, Suite 300, Scottsdale, AZ 85258
(Address of principal executive offices)

(480) 348-8050
(Registrant's telephone number, including area code)

Securities registered under Section 12(b) of the Act: None

Securities registered under Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405) during the precedent 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☒

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☒

The aggregate market value of the voting stock held by non-affiliates of the registrant as of December 20, 2010 was approximately $3,478,225 based upon the closing price of $0.011 reported for such date on The Pink Sheets.

As of December 20, 2010, the registrant had 348,387,581 outstanding shares of Common Stock.

Documents incorporated by reference: None.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Annual Report on Form 10-K contains forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are based on Nuvilex, Inc.'s current expectations, assumptions, estimates and projections about its business and industry. Words such as "believe," "expect," "intend," "plan," "may" and other similar expressions identify forward-looking statements. In addition, any statements that refer to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the forward-looking statements. Investors should further understand that these forward-looking statements are necessarily based on the limited knowledge currently available to everyone concerned. Given the fact that many of the assumptions herein are likely to vary from what will actually occur, investors should treat all forward-looking statements only as illustrations based upon the assumptions made, and not as the operating results of Nuvilex, Inc. as they will probably occur. Investors are cautioned not to place undue reliance on forward-looking statements, which relate only to beliefs, expectations or intentions as of the date on which the statements are made. Nuvilex, Inc. undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Investors should refer to and carefully review the information in future documents Nuvilex, Inc. files with the Securities and Exchange Commission.

PART I

ITEM 1. BUSINESS.

Overview

Nuvilex, Inc. operates independently and through wholly-owned subsidiaries and is dedicated to bringing to market scientifically derived products designed to improve the health and well-being of those who use them. The Company's current strategy is to focus on developing and marketing products that it believes have the potential for long-term sales growth.

History of the Company

The Company was founded as DJH International, Inc., a Nevada corporation, on October 28, 1996, and changed its name to eFoodSafety.com, Inc. following its October 16, 2000 acquisition of Global Procurement Systems, Inc. The Company acquired Ozone Safe Food, Inc. for Common Stock on October 29, 2003. The Company's early mission was to provide methods and products to ensure the safety of marketed fruits and vegetables worldwide. On February 4, 2004, the Company registered shares with the Securities and Exchange Commission and its Common Stock began publicly trading on the OTC Bulletin Board under the trading symbol EFSF. The Company did not issue shares of Common Stock pursuant to an initial public offering. With less than projected demand for its produce sterilization methods and software tracking products, the Company changed its strategy and acquired Knock-Out Technologies, Ltd. and MedElite, Inc. in May 2004 and August 2005, respectively. Knock-Out Technologies, Ltd. is a developer of products using organic, non-toxic food based substances. MedElite, Inc. is the exclusive U.S. distributor of Talsyn™-CI Scar Cream ("Talsyn"), a topical scar reducing cream. The Company's new strategy was to bring to market scientifically derived products designed to improve the health and well-being of those who use them. The Company sold its Ozone Safe Food, Inc. operations in August 2005. In November 2006, the Company formed Cinnergen, Inc., a wholly-owned subsidiary, to manufacture and market a non-prescription liquid nutritional supplement designed to promote healthy glucose metabolism, and purEffect, Inc., another wholly-owned subsidiary, to manufacture and market purEffect™, a four-step non-prescription acne treatment. On March 10, 2006, the Company licensed the marketing rights for purEffect™ to Charlston Kentrist 41 Direct, Inc. ("CK41"). In July 2007, the Company formed I-Boost, Inc., a wholly-owned subsidiary, to manufacture and market a food bar designed to improve the effectiveness of the human immune system. In March 2008, the Company formed Cinnechol, Inc., a wholly-owned subsidiary, to manufacture and market a non-prescription nutritional supplement designed to promote cardiovascular health. In February 2009, the Company sold its remaining rights in the purEffect™ product to CK41 for an equity position in CK41 and future royalty compensation. In March 2009, the Company acquired Freedom2 Holdings, Inc., the manufacturer and marketer of Infinitink®, a permanent tattoo ink designed to be removed more easily using conventional laser removal methods. On March 18, 2009, the Company changed its name to Nuvilex, Inc.

Current Business of the Company

Nuvilex manufactures, directly or indirectly through independent contractors Cinnergen™, Cinnechol™, Infinitink® (and related private label ink products), and Talysn™ Scar Cream for sale worldwide.

Nuvilex markets its products both directly and through retail distribution partners. The Company's retail distribution partners include The Vitamin Shoppe and other regional retail establishments.

The Company is also engaged in the research and development of OraphyteÔ, a non-toxic, biodegradable nematocide for use on turfgrass and crops as well as CitroxinÔ, a multi-use germicidal composition with anti-viral properties. Nuvilex conducts its research and development activities both through its own internal efforts and through university-based sponsored research contracts.

Nuvilex owns a 24,500 square foot multi-purpose facility, which accommodates office, research and development, manufacturing and warehousing operations. The Company, as of April 30, 2010 employs or contracts with 2 full or part-time staff.

Nuvilex, Inc. Staffing

	Employees		Contractors		
	Full Time	Part Time	Full Time	Part Time	Total
Research and Development	0	0	1	0	1
Marketing and Sales	0	0	0	0	0
General and Administrative	1	0	0	0	1
	1	0	1	0	2

Going Concern

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America (GAAP) applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. In addition, as of April 30, 2010, the Company had an accumulated deficit of $36,550,977, had incurred a net loss for the year ended April 30, 2010 of $5,991,925, and had negative working capital of $3,039,683. The Company's current business plan requires additional funding beyond its anticipated cash flows from operations. These and other factors raise substantial doubt about the Company's ability to continue as a going concern.

Strategy

With an overall goal of long-term growth, the Company has been working to stabilize its financial condition. The Company's financial stability efforts include three primary components:

1. The reduction of the Company' cash burn rate to breakeven or better,
2. The sale or lease of its Cherry Hill, New Jersey property, The establishment of a workout plan with the Company's lenders and creditors that will resolve, over time, the amounts owed without actions or litigation that would disrupt the Company's ability to operate, and
3. The pursuit of a product sales and growth strategy that will augment the Company's cash position and that will ultimately lead to profitability.
4. Management believes that its multi-part strategy will strengthen the Company's position and both the short and long term viability of the Company.

Restatement of Prior Year Financial Statement

In conjunction with the Company's change of independent certified public accounts, a re-examination of the Company's financial statements for the year ending April 30, 2009 and the application of generally accepted accounting principles as relating to business combinations has caused the Company to restate its April 30, 2009 balance sheet and results of operations for the year then ended. An analysis of the restated April 30, 2009 balance sheet and results of operations for the twelve months ending are included in Note 15 – Restated Financial Statements.

Nuvilex Products (in alphabetical order)

Cinnechol™

CinncholÔ, an ingestible capsule that contains all-natural ingredients, is manufactured and sold by Cinnechol, Inc. (a wholly owned subsidiary of Nuvilex, Inc.). CinncholÔ is designed to help maintain normal cholesterol levels and to support normal cardiovascular function. CinncholÔ, along with a healthy diet and regular exercise, is intended to serve as a dietary supplement to help individuals manage numerous cardiovascular and metabolic disorders, including dyslipidemia, hypertension, hypoglycemia, and hyperglycemia. CinncholÔ contains red yeast rice extract as well as a blend of other ingredients known to improve cardiovascular function (including niacin and gum guggul extract). CinncholÔ may provide a natural alternative for those who have high cholesterol and are intolerant of, or elect not to take, drugs that are known as statins.

Cinnergen™

CinnergenÔ is a liquid whole food nutritional supplement that provides vital nutrients to help the body efficiently process sugar (glucose). CinnergenÔ helps to prevent conditions associated with pre-diabetes or diabetes such as insulin resistance and fluctuations in blood glucose levels. In addition, CinnergenÔ may also help the body to more efficiently process fat droplets (lipids) that circulate in blood. One dose (1 fl. oz.) of CinnergenÔ delivers amino acids (the building blocks of protein), vitamins, minerals, enzymes, antioxidants, and over a dozen all-natural chemicals derived from plants (including cinnamon bark extract, blueberry leaf extract,

ginger root extract, and kelp extract) to the body.

Research published in peer-reviewed medical journals suggests that cinnamon bark extract can help to control glucose levels in those who are pre-diabetic or individuals who suffer from type 1 or type 2 diabetes. In addition, studies suggest that two compounds present in blueberry leaf extract—caffeoylquinic acid and caffeic acid—may help to reduce glucose absorption in the small intestine, limit the synthesis of glucose by the liver and kidneys (gluconeogenesis), and speed up the body's metabolism of glucose. CinnergenÔ contains 0 grams of carbohydrates and fats, has no calories, and does not contain any artificial flavors or sweeteners.

Cinnsational™

Cinnsational™ (formerly, Last Shot Hangover Remedy™) is a calorie-free, liquid nutritional supplement that contains a concentrated blend of vitamins, essential amino acids, and other beneficial ingredients. Cinnsational™ is designed to help the body combat symptoms that are associated with alcohol-induced hangovers, including nausea, fatigue and headache.

Citroxin™

CitroxinÔ is an all-natural, eco-friendly surface cleaner. Independent laboratory testing of CitroxinÔ showed a 100% kill rate for the "big six" bacterial health threats, including E. coli, Listeria, Pseudomonas, Salmonella, Staphylococcus, Streptococcus, and Black Mold. CitroxinÔ has also proven to be an effective antiviral composition against swine influenza virus (H1N1 subtype) and avian influenza viruses (H5N1, H9N1 and H9N9) viral subtypes.

CitroxinÔ is protected by patents in the United States and worldwide (U.S. 7,439,218 and WIPO 2007/038265 A3).

Cyclesurface^{3}™ Cosmetics

Nuvilex' patent-pending Cyclosurface^{3}™ color enhancement technology brings the formulators and manufacturers of cosmetics and other consumer products the ability to use less wax and other aesthetically detrimental additives in their products. Cyclosurface^{3}™ was developed by Freedom2, Inc., a wholly owned subsidiary of Nuvilex, Inc.

The technology is a lipophilic surface treatment that is used to improve the dispersion of pigments in aqueous and organic materials. Cyclosurface^{3}™ technology helps formulators create products that feel lighter and look radiant, all while maintaining or enhancing the color and durability of cosmetic products. Nuvilex intends to be the original equipment manufacturer (OEM) for cosmetic ingredients that use Cyclosurface^{3}™ technology.

I-Boost Immune Bar™

I-Boost Immune BarÔ is an all-natural nutritional bar designed to protect and build the immune system. The I-Boost Immune BarÔ delivers key nutrients that assist in maintaining and building the human immune system and provide energy to keep one going during a busy day. I-Boost bars contain a proprietary blend of vitamins and minerals that are designed to enhance the body's natural ability to defend its self. I-Boost Immune BarsÔ come in four flavors: Chocolate, Chocolate Mint, Peanut Butter and Oatmeal Cinnamon Raisin. In connection with the Company's new business strategy described above, sales of I-Boost Immune Bars were discontinued in May 2009 as a result of the product's low sales.

Infinitink®

Infinitink®, a permanent yet removable tattoo ink, is engineered specifically for removal. InfinitinkÒ is the result of advanced materials science research conducted by physicians and scientists at Duke University, Massachusetts General Hospital, Brown University, and Freedom2. InfinitinkÒ is made from ingredients generally recognized as safe (GRAS) by the U.S. Food and Drug Administration (FDA) for use in drugs and cosmetics (D&C). InfinitinkÒ is manufactured under strict guidelines that meet or exceed the most rigorous quality standards in the industry.

Tattoo removal is generally complex and inefficient. To remove a tattoo, the tattoo wearer typically must seek out a health care professional who is certified to operate lasers (often a registered nurse or dermatologist). Typically, lasers that have a wavelength of 532 nm, 755 nm, and 1064 nm are used for tattoo removal. Freedom2 scientists modified the pigments that are used in InfinitinkÒ so that the absorption profile of the pigments more closely matches the wavelength of the laser. InfinitinkÒ black absorbs laser energy at 1064 nm while InfinitinkÒ red absorbs energy at 532 nm. Conventional, permanent tattoo inks do not absorb energy as efficiently from lasers and often require multiple treatments before they are removed from skin. Conventional tattoo inks rarely achieve greater than 85% removal. An IRB- -approved human study confirmed that InfinitinkÒ can be more easily removed than other commercially available inks. On average, participants achieved 90% removal from skin.

The technology used to create InfinitinkÒ is protected by U.S. patents 6,013,122, 6,800,122, 6,814,760, 6,881,249, 7,175,950, 7,285,364, 7,435,524 and European patent 1,107,724.

Oraphyte™

Over the past several years, the Company has worked with a variety of leading agricultural programs at U.S. universities, including Louisiana State University, to develop an environmentally-friendly alternative to long-used chemical-based nematocides, many of which have recently been banned by the EPA.

Oraphyte™, the Company's all-natural nematocide, is a non-toxic, biodegradable proprietary combination of orange terpene oil, Valencia orange oil, hydrogen peroxide, sorbitan monooleate, and distilled water that can be formulated as a liquid or a solid. The product, which works via a two-step process in which a nematode's epidermis decomposes, thereby compromising its immune system

and leaving it susceptible to the environment or other pests, has demonstrated an ability to minimize and even eradicate nematodes, either pre-plant or post-plant, in turfgrass.

Specifically, small concentrations of Oraphyte™ have been shown to statistically significantly reduce nematode community density at harvest by nearly a factor of three compared to the non-treated control. Oraphyte™ also increased the weight of turfgrass that was infested with nematodes by approximately 95% compared to the final weights of nematode-infested turfgrass that did not receive Oraphyte™. Additionally, the product has been subjected to three separate toxicology tests (the EPA primary dermal irritation test, the EPA primary eye irritation test and the EPA acute oral toxicity test), with all three producing results within normal limits, suggesting that Oraphyte™ poses minimal risk to animals and humans. Following the success of this trial, the Company plans to optimize concentration levels and will then study Oraphyte™ in additional applications, such as high-value crops (tomatoes, soy beans, etc).

Oraphyte™ has already been registered with the EPA as a germicidal agent and is protected by U.S. Patent 7,439,218. Nuvilex believes that Oraphyte™ can gain EPA approval for use on turfgrass and high-value crops within twelve to forty-eight months, at a total cost of no more than $10 million and $20 million, respectively. The Company is seeking commercial development and marketing partners for Oraphyte™.

Specialty, Private Label Inks

The Company manufactures specialty inks for private label customers. The specialty inks are derived from the Company's Infinitink™ product line, but are formulated to specific customer needs. The Company's specialty inks are formulated to be all natural and free of harmful toxins.

purEffect™

purEffect™ is an all-in-one acne treatment solution that is designed to cleanse, tone, and heal the skin. purEffectÔ combines a unique blend of ingredients that work to help maintain a radiant, blemish-free complexion. Benzoyl peroxide, the active ingredient in purEffectÔ, is the safest, most widely recommended ingredient used to treat acne. Benzoyl peroxide serves as an antibacterial compound, minimizes inflammation that is associated with acne, and helps to prevent the formation of new acne deposits beneath the skin.

One kit of purEffectÔ includes a 4 fl. oz. bottle of Purifying Cleanser (Step 1), a 4 fl. oz. bottle of Electrolyte Toner (Step 2), a 2 fl. oz. bottle of Intense Repair Lotion (Step 3), and a 0.5 fl. oz. container of Healing Cream (Step 4). Steps 1 through 3 are to be used in order (once in the morning and once at night) while Step 4 can be used twice daily at any time. Step 4 is also compatible with sunblocks, sunscreens, and other skin creams. The Purifying Cleanser and Intense Repair Lotion each contain 2.5% benzoyl peroxide while the Electrolyte Toner contains ingredients such as Hamamelis virginiana (witch hazel) and glycolic acid that are known to help revitalize the skin. The Healing Cream contains natural oils that are derived from plants and helps to repair skin that is damaged by acne (or acne-associated inflammation).

TalsynÔ-CI Scar Cream

TalsynÔ-CI Scar Cream is a unique, fragrant composition that delivers lipids, peptides, and botanical extracts to the skin, including extracts from algae, rosemary, rosehip, and mango. TalsynÔ-Cl Scar Cream has been clinically proven to improve the appearance of keloids, surgical incisions, and scars and is composed mostly of glycine soja oil (derived from soybeans), aloe vera, and calophyllum oil. Calophyllum oil (tamanu oil), an ingredient derived from trees in the tropics, was revered by ancient Polynesian wound healers for its ability to accelerate healing and improve the appearance of scars. In addition, these all-natural emollients help to keep the skin looking healthy, vibrant, and well hydrated. Talsyn's unique combination of rich, plant-derived ingredients will not damage clothing or stain fabrics. TalsynÔ-CI Scar Cream is endorsed by leading plastic and reconstructive surgeons across the United States.

Marketing, Sales and Distribution

Nuvilex products are marketed, sold and distributed domestically and internationally either directly by the Company or through third party exclusive and non-exclusive marketing and distribution partners. Direct Company to customer sales are made through direct response Internet sales. The Company maintains domestic and international distributor relationships with third parties it believes can achieve higher market penetration of its various products than by the Company selling directly to its customers. Whether or not these third parties achieve market penetration is based on their commitment to invest in the marketing and sales of the various products, the margin they earn from the sale of these products and market competition. In part, the Company's future success is dependent upon the efforts of its distribution partners and their ability or inability to successfully market the Company's products could adversely affect the business of the Company.

Competition

There is intense competition among providers of nutritional supplements, aesthetic skin care treatments and cosmetics products including tattoo inks. Many of these competitors have substantially greater financial and marketing resources than Nuvilex, stronger name recognition, brand loyalty and long-standing relationships with target customers. The Company's future success is dependent upon its ability to compete and its failure to do so could adversely affect the business of the Company.

Government Regulations

The U.S. Food and Drug Administration (FDA) regulates dietary supplements under a different set of regulations than those covering "conventional" foods and drug products (prescription and Over-the-Counter). Under the Dietary Supplement Health and Education Act of 1994 (DSHEA), the dietary supplement manufacturer is responsible for ensuring that a dietary supplement is safe before it is marketed. FDA is responsible for taking action against any unsafe dietary supplement product after it reaches the market. Generally, manufacturers do not need to register their products with FDA nor get FDA approval before producing or selling dietary supplements. Manufacturers must make sure that product label information is truthful and not misleading.

FDA's post-marketing responsibilities include monitoring safety (e.g., voluntary dietary supplement adverse event reporting and product information, such as labeling, claims, package inserts, and accompanying literature). The Federal Trade Commission regulates dietary supplement advertising.

Domestic and foreign facilities that manufacture/process, pack, or hold food for human or animal consumption in the United States are required to register their facility with the FDA.

The FDA's legal authority over cosmetics is different from other products regulated by the agency, such as drugs, biologics, and medical devices. Cosmetic products and ingredients are not subject to FDA premarket approval authority, with the exception of color additives. However, the FDA may pursue enforcement action against violative products, or against firms or individuals who violate the law.

Cosmetic firms are responsible for substantiating the safety of their products and ingredients before marketing. Failure to adequately substantiate the safety of a cosmetic product or its ingredients prior to marketing causes the product to be misbranded unless the following warning statement appears conspicuously on the principal display panel of the product's label:

“Warning --The safety of this product has not been determined.” (21 CFR 740.10)

In addition, regulations prohibit or restrict the use of several ingredients in cosmetic products and require warning statements on the labels of certain types of cosmetics.

In general, except for color additives and those ingredients which are prohibited or restricted from use in cosmetics by regulation, a manufacturer may use any ingredient in the formulation of a cosmetic provided that the ingredient and the finished cosmetic are safe, the product is properly labeled, and the use of the ingredient does not otherwise cause the cosmetic to be adulterated or misbranded under the laws that FDA enforces.

Increased federal, state, local or international regulation over the Company's products could adversely affect its business, financial condition and results of operations by requiring further testing of products and imposing other or different licensing requirements.

Intellectual Property

Nuvilex considers patent protection to be important to its business. Although the Company takes reasonable measures to protect its intellectual property, the Company cannot guarantee that it will be able to obtain international patent protection for its products abroad or to otherwise protect and enforce its intellectual property. In addition, litigation may be required to enforce the Company's intellectual property rights, protect its trade secrets, or determine the validity and scope of the proprietary rights of others who practice similar art. Any action taken by the Company to protect its intellectual property rights could consume significant financial and operational resources. In addition, as a result of any such litigation, the Company's intellectual property could be held to be invalid or unenforceable. If any of the foregoing occurs, the Company's business, financial condition or results of operations could be harmed.

Nuvilex and its subsidiaries own one trademark and own or co-own 14 issued patents in three technical areas: pigment modification, microencapsulation, and disinfectant or germicidal compositions.

Nuvilex, Inc.

In the second quarter of 2009, the Company filed a provisional patent application on its Cyclosurface^{3}™ technology. Cyclosurface^{3}™ technology can be used to modify the surfaces of pigments (e.g., surface modification or surface functionalization) for cosmetic, personal care, and pharmaceutical applications, including, but not limited to, mascara, hair care products, tattoo inks, medical devices, and pharmaceutical excipients.

Freedom2, Inc.

The microencapsulation technology used to create InfinitinkÒ is protected by U.S. patents 6,013,122, 6,800,122, 6,814,760, 6,881,249, 7,175,950, 7,285,364, 7,435,524 and European patent 1,107,724; all of these patents are assigned to Freedom2, Inc. In addition, Freedom2, Inc. has an exclusive license to microencapsulation technology developed at Brown University (WO/2008/054874). Freedom2 is also the owner of a patent titled, "Modified Tissue Marking Pigment" (WO/2006/019823).

Infinitink® is a registered trademark owned by Freedom2, Inc.

Knock-Out Technologies, Ltd.

Knock-Out Technologies, Ltd. is the owner of several patents that teach the art of creating eco-friendly, biodegradable disinfectant and germicidal compositions, including U.S. patent 7,439,218 ("Disinfectant compositions comprising an orange oil mixture and methods of use thereof") and global patents U.S. WO/2007/038265 ("Disinfectant Compositions and Methods of Use Thereof") and WO/2009/089534 ("Compositions and Methods for the Treatment of Viral Infections Caused by Influenza Virus"). Furthermore, Knock-Out Technologies, Ltd. has filed provisional or utility patent applications to protect its Oraphyte™ technology platform. OraphyteÔ is an eco-friendly, biodegradable pesticide and insecticide that can be used for agricultural applications, including the protection of turfgrass from nematodes and the protection of high-value crops (such as tomatoes and soybeans) from agricultural pests. Knock-Out Technologies, Ltd. has also filed a provisional patent application for CRS2™, an all-natural composition that is effective in treating nearly a dozen tumor cell lines, including prostate and breast tumor cells.

Sources and Availability of Raw Materials

Cinnergen™ and Cinnsational™ contain Digezyme™, a proprietary composition that is comprised of five ingredients: amylase, protease, lipase, lactase, and cellulase, which is provided by the Sabinsa Corporation of Piscataway, NJ.

Cinnechol™ contains several phytochemicals that could, at any time in the future, be difficult to obtain in large quantities, including red yeast rice extract, guggul gum extract, Policosanol, and coenzyme Q10 (ubiquinone). The Company currently acquires its Cinnechol™ ingredients from Sabinsa Corporation and Bio-Botanica® of Hauppauge, NY.

Infinitink® contains pigments that are widely available for drugs and cosmetics (D&C) but are widely excluded by manufacturers and suppliers when they are used as components of tattoo inks.

Talsyn™ and purEffect™ contains calophyllum inophyllum oil (tamanu oil), an ingredient that may become difficult to order in bulk at any point in the future.

The Company markets Cinnergen™ through retail distribution partners, including The Vitamin Shoppe and other regional retail establishments. These distribution partners account for greater than 75% of Cinnergen's™ product sales.

Employees

Nuvilex, as of April 30, 2010, has one employee. Nuvilex also utilizes consultants, independent contractors and temporary employees in technical development and programming, finance and accounting, and sales and promotional capacities.

ITEM 1. RISK FACTORS.

You should carefully consider these factors that may affect future results, together with all of the other information included in this Form 10-K, in evaluating the business and the Company. The risks and uncertainties described below are those that the Company currently believes may materially affect its business and results of operations. Additional risks and uncertainties that Nuvilex is unaware of or that it currently deems immaterial also may become important factors that affect its business and result of operations. Nuvilex' common shares involve a high degree of risk and should be purchased only by investors who can afford a loss of their entire investment. Prospective investors should carefully consider the following risk factors concerning the Company's business before making an investment.

In addition, you should carefully consider these risks when you read "forward-looking" statements elsewhere in this Form 10-K. These are statements that relate to the Company's expectations for future events and time periods. Generally, the words "anticipate," "expect," "intend," and similar expressions identify forward-looking statements. Forward-looking statements involve risks and uncertainties, and future events and circumstances could differ significantly from those anticipated in the forward-looking statements.

Doubt Regarding Ability to Continue as a Going Concern

Nuvilex' financial statements have been presented on the basis that it is and will remain a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The Company had minimal revenues and incurred net operating losses for the period October 1999 (inception) to April 30, 2010, and as such, the Company's independent auditors have concluded these factors create an uncertainty about Nuvilex' ability to continue as a going concern. The ability of the Company to continue as a going concern is dependent, among other factors, on its continued success in marketing its products, containing costs, establishing a credit facility, and/or raising additional equity capital. The financial statements of Nuvilex do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Early Revenue Stage Company: Generation of Revenues

Nuvilex is an early revenue stage company and an investor cannot reasonably determine if the Company will ever be profitable. Nuvilex is likely to continue to experience financial difficulties during its early revenue stage and beyond. The Company may be unable to operate profitably, even if it generates additional revenues. Nuvilex may not obtain the necessary working capital to continue developing and marketing its products. Furthermore, Nuvilex' products may not receive sufficient interest to generate revenues or achieve profitability.

Need for Future Capital: Long-Term Viability of Company

Nuvilex will need additional capital to continue its operations.

There can be no assurance that the Company will generate revenues from operations or obtain sufficient capital on acceptable terms, if at all. Failure to obtain such capital or generate such operating revenues would have an adverse impact on the Company's financial position, operations and ability to continue as a going concern. Nuvilex' operating and capital requirements during the next fiscal year and thereafter will vary based on a number of factors, including the level of sales and marketing activities for its services and products. There can be no assurance that additional private or public financing, including debt or equity financing, will be available as needed or if available, on terms favorable to the Company. Additionally, any future equity financing may be dilutive to stockholders and such additional equity securities may have rights, preferences, or privileges that are senior to those of Nuvilex' existing common stock.

Furthermore, debt financing, if available, will require payment of interest and may involve restrictive covenants that could impose limitations on the flexibility of the Company to operate. Nuvilex's failure to successfully obtain additional funding may jeopardize its ability to continue the business and its operations.

If the Company raises additional funds by issuing equity securities, existing stockholders may experience a dilution in their ownership. In addition, as a condition to giving additional funds to the Company, future investors may demand, and be granted, rights superior to those of existing shareholders.

Unpredictability of Future Revenues: Potential Fluctuations in Operating Results

As a result of Nuvilex' limited operating history; the Company is currently unable to accurately forecast its revenues. Current and future expense levels are based largely on the Company's marketing and development plans and estimates of future revenues. Sales and operating results generally depend on the volume and timing of orders and on the Company's ability to fulfill such orders, both of which are difficult to forecast at this stage. Nuvilex may be unable to adjust spending in a timely manner to compensate for any unexpected revenue shortfall. Accordingly, any significant shortfall in revenues in relation to planned expenditures could have an immediate adverse effect on the Company's business, prospects, financial condition and results of operations. Further, as a strategic response to changes in the competitive environment, Nuvilex may from time to time make certain pricing, service or marketing decisions that could have a material adverse effect on its business, prospects, financial condition and results of operations.

Nuvilex may experience significant fluctuations in future operating results due to a variety of factors, many of which are outside the Company's control. Factors that may affect operating results include: (i) ability to obtain and retain customers, attract new customers at a steady rate and maintain customer satisfaction with products, (ii) the announcement or introduction of new services by Nuvilex or its competitors, (iii) price competition, (iv) the level of use and consumer acceptance of its products, (v) the amount and timing of operating costs and capital expenditures relating to expansion of the business, operations and infrastructure, (vi) governmental regulations, and (vii) general economic conditions.

Flaws and Defects in Products

Products offered by Nuvilex may contain undetected flaws or defects when first introduced or as new versions are released. Any inaccuracy or defects may result in adverse product reviews and a loss or delay in market acceptance. There can be no assurance that flaws or defects will not be found in Nuvilex products. Flaws and defects, if found, could have a materially adverse effect upon the business operations and financial condition of the Company. Marketing of any of the Company's potential products may expose the Company to liability claims resulting from the use of the Company's products. These claims might be made by consumers, health care providers, sellers of the Company's products or others. A claim, particularly resulting from a clinical trial, or a product recall could harm the Company's business, results of operations, financial condition, cash flow and future prospects.

Stock Price Volatility

The market price of the Company's stock has fluctuated significantly in the past and may continue to fluctuate in the future. The Company believes that such fluctuations will continue as a result of many factors, including financing plans, future announcements concerning the Company, the Company's competitors or principal customers regarding financial results or expectations, industry supply or demand dynamics, new product introductions, governmental regulations, the commencement or results of litigation or changes in earnings estimates by analysts. In addition, in recent years the stock market has experienced significant price and volume fluctuations often for reasons outside the control of the particular companies. These fluctuations as well as general economic, political and market conditions may have an adverse affect on the market price of the Company's common stock as well as the price of the Company's outstanding convertible notes.

Worldwide Economic Conditions

The Company's financial performance depends significantly on worldwide economic conditions and the related impact on levels of consumer spending, which has recently deteriorated significantly in many countries and regions, including the U.S., and may remain depressed for the foreseeable future. Demand for the Company's products is adversely affected by negative macroeconomic factors affecting consumer spending. The severe tightening of consumer credit, low level of consumer liquidity, and extreme volatility in credit and equity markets have weakened consumer confidence and decreased consumer spending. These and other economic factors have reduced demand for the Company's products and harmed the Company's business, financial condition and results of operations, and to the extent such economic conditions continue, they could cause further harm to the Company's business, financial condition and results of operations.

Dependence on Sales through Retailers and Distributors

The Company's business depends significantly upon sales through retailers and distributors, and if the Company's retailers and distributors are not successful, the Company could experience reduced sales, substantial product returns or increased price protection, any of which would negatively impact the Company's business, financial condition and results of operations. A significant portion of the Company's sales are made through retailers, either directly or through distributors. If the Company's retailers and distributors are not successful, due to weak consumer retail demand caused by the current worldwide economic downturn, decline in consumer confidence, or other factors, the Company could continue to experience reduced sales as well as substantial product returns or price protection claims, which would harm the Company's business, financial condition and results of operations.

Limited Management Personnel

Under Nuvilex' business plan, significant and material matters of business must be conducted and concluded in a timely fashion. The execution of the Company's business plan is expected to place a significant strain on the Company's management while providing little or no immediately compensation.

There can be no assurance that Nuvilex' planned personnel, systems, procedures and controls will be adequate to support its future operations, that management will be able to hire, train, retain, motivate and manage personnel or that its management will be able to successfully identify, manage and exploit existing and potential market opportunities. If Nuvilex is unable to manage growth effectively, the Company's business, prospects, financial condition, results and operations could be materially adversely affected.

Competition

The market in which Nuvilex competes is highly competitive, and the Company has no assurance that it will be able to compete effectively, especially against established industry competitors with significantly greater financial resources. The Company expects to face competition from a few competitors with significantly greater financial resources, well-established brand names and large, existing customer bases. Nuvilex expects the level of competition to intensify in the future.

Dependence on Management

Nuvilex' performance will be substantially dependent on the continued services and on the performance of the current senior management and other key personnel of the Company. Nuvilex' performance will also depend on the Company's ability to retain and motivate its other officers and key employees. Nuvilex' inability to retain its executive officers or other key employees could have a material adverse effect on the Company's business, prospects, financial condition and results of operations. The Company's future success will depend on its ability to identify, attract, hire, train, retain and motivate other highly skilled technical, managerial, merchandising, marketing and customer service personnel. Competition for such personnel is intense and there can be no assurance that Nuvilex will be able to successfully attract, assimilate and retain sufficiently qualified personnel. The failure to retain and attract the necessary technical and managerial personnel could have a material adverse effect on the Company's business, prospects, financial condition and results of operations.

Development of Brand Awareness

For certain market segments that Nuvilex plans to pursue, the development of its brand awareness is essential for it to reduce its marketing expenditures over time and realize greater benefits from marketing expenditures. If the Company's brand-marketing efforts are unsuccessful, growth prospects, financial condition and results of operations would be materially adversely affected. Nuvilex' brand awareness efforts have required, and will continue to require, incurrence of significant expenses.

Intellectual Property Protection: Uncertainty of Protection of Proprietary Rights

Nuvilex currently relies on a combination of patents, trademarks, trade secret protection, non-disclosure agreements and licensing arrangements to establish and protect its proprietary rights. Despite efforts to safeguard and maintain Nuvilex' proprietary rights, there can be no assurance that the Company will be successful in doing so or that its competitors will not independently develop products that are substantially equivalent or superior to Nuvilex' products.

Nuvilex also relies on trade secrets and proprietary know-how, which the Company seeks to protect by confidentiality and non-disclosure agreements with its employees, consultants, and third parties. There can be no assurance that these agreements will not be breached, that the Company will have adequate remedies for any breach, or that certain of Nuvilex' trade secrets and proprietary know-how will not otherwise become known or be discovered by competitors.

Protecting or defending the Company's intellectual property rights, to protect trade secrets, to determine the validity and scope of the proprietary rights of others, or to defend against claims of infringement or invalidity may require litigation. Such litigation, whether successful or unsuccessful, could result in substantial costs and diversions of management resources, either of which could have a materially adverse effect on Nuvilex' business, prospects, financial condition, or operating results.

Availability and Coverage of Insurance

For certain risks, the Company does not maintain insurance coverage because of cost and/or availability. Because the Company retains some portion of its insurable risks, and in some cases self-insures completely, unforeseen or catastrophic losses in excess of insured limits could have a material adverse effect on the Company's financial condition and operating results.

Federal, State, Local and Foreign Laws and Regulations

The Company's past research, product development and manufacturing activities have involved the controlled use of hazardous materials, and the Company may incur significant costs as a result of the need to comply with numerous laws and regulations. The Company is subject to laws and regulations enforced by the FDA, the DEA, the CDHS, foreign health authorities and other regulatory statutes including the Occupational Safety and Health Act, the Environmental Protection Act, the Toxic Substances Control Act, the Food, Drug and Cosmetic Act, the Resource Conservation and Recovery Act, and other current and potential federal, state, local and foreign laws and regulations governing the use, manufacture, storage, handling and disposal of the Company's products, materials used to develop the Company's products, and resulting waste products.

Penny Stock Regulation

The Company's securities may be subject to "penny stock rules" that impose additional sales requirements on broker-dealers who sell such securities to persons other than established customers and accredited investors (generally those with assets in excess of $1,000,000 or annual income exceeding $200,000 or $300,000 together with their spouse). For transactions covered by these rules, the broker-dealer must make a special suitability determination for the purchase of such securities and have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the "penny stock rules" require the delivery, prior to the transaction, of a disclosure schedule prescribed by the Securities and Exchange Commission relating to the penny stock market. The broker-dealer also must disclose the commissions payable to both the broker-dealer and the registered representative and current quotations for the securities. Finally, monthly statements must be sent disclosing recent price information on the limited market in penny stocks. Consequently, the "penny stock rules" may restrict the ability of broker-dealers to sell the Company's securities. The foregoing required penny stock restrictions will not apply to the Company's common stock if such securities maintain a market price of $5.00 or greater. The market price of the Company's common stock may not reach or remain at such a level.

ITEM 2. PROPERTIES.

The Company's office, research and development and manufacturing facility is located at 1971 Old Cuthbert Road, Cherry Hill, NJ 08034. The facility is owned by the Company.

ITEM 3. LEGAL PROCEEDINGS.

On June 11, 2009, Kurt Mussina, former Senior Vice President, Sales and Marketing for Freedom-2, Inc., instituted a lawsuit in the Superior Court of New Jersey, captioned Mussina v. Freedom-2, Inc., et al., against, inter alia, Freedom-2, Inc., Freedom-2 Holdings, Inc. and Nuvilex seeking payment of certain severance monies he argues are due to him under the terms of his previous agreements with Freedom2, Inc. and Freedom2 Holdings, Inc. Mr. Mussina sought payment of approximately $175,000 he claimed was due under these agreements, along with costs and fees associated with the lawsuit. On February 11, 2010, the parties entered into a mutual settlement agreement whereby Mr. Mussina would be paid $135,000. Pursuant to the terms of the settlement agreement, the Company issued to Mr. Mussina a convertible note in the principle amount of $135,000 post dated to April 1, 2009. The note was convertible into 9,000,000 Common Stock shares at a beneficial conversion rate of $0.015 per share. The Company's restated April 30, 2009 financial statements reflect the Company's $135,000 note liability to Mr. Mussina and related beneficial conversion provisions of the note as a debt discount of ($123,904). A $135,000 charge was made to general and administrative expense. Pursuant to an amendment, Mr. Mussina converted the note for 10,000,000 Common Stock shares at a beneficial conversion rate of $.01 per share and subsequently sold the Common Stock shares for $100,000. The Company also paid Mr. Mussina $30,000 in cash. The remaining settlement balance of $5,000 was paid in Common Stock. One million shares of Common Stock were issued to Mr. Mussina on March 23, 2010.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Shares of the Company's common stock are quoted and traded from time to time on the OTC Bulletin Board and the so-called "Pink Sheets," with the trading symbol "NVLX."

The following table sets forth the high and low bid prices for the Company's shares for each quarter during the two fiscal years ended April 30, 2010 and 2009. The prices reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not represent actual transactions.

2010:	HIGH	LOW
First Quarter	$0.05	$0.03
Second Quarter	$0.06	$0.02
Third Quarter	$0.03	$0.02
Fourth Quarter	$0.03	$0.01
2009:		
First Quarter	$0.18	$0.07
Second Quarter	$0.09	$0.03
Third Quarter	$0.11	$0.03
Fourth Quarter	$0.10	$0.04

At April 30, 2010, the market price of the Company's common stock was $0.01 per share.

As of April 30, 2010, there were 348,387,581 issued and outstanding shares of common stock held by an estimated 8,000 shareholders of record.

DIVIDEND POLICY. On June 1, 2009, the Company's Board of Directors declared a stock dividend of one (1) Common Stock share for every five hundred (500) Common Stock shares owned. The dividend will be payable to stockholders of record as of June 30, 2009. The Company has not paid and do not plan to pay cash dividends at this time or anytime soon. The Company's Board of Directors will decide on any future payment of dividends, depending on the Company's results of operations, financial condition, capital requirements, and any other relevant factors. However, the Company expects to use any future earnings for operations and in the business.

TRANSFER AGENT AND REGISTRAR. The transfer agent and registrar for the Company's common stock is Signature Stock Transfer, Inc., 2301 Ohio Drive, Suite #100, Plano, Texas 75093; telephone (972) 612-4120.

RECENT SALES OF UNREGISTERED SECURITIES. As described more fully in Note 10 to the Notes to the Consolidated Financial Statements included as part of this annual report and incorporated in this Item 5 by reference, during the past two years the Company has issued shares of its common stock for: acquisitions of Freedom2 Holdings, Inc.; cash; services; general, administrative and other expenses; compensation to directors, settlements of legal proceedings and repayment of loans, including accrued interest. Such shares were issued without registration under the Securities Act of 1933, in reliance upon the exemptions afforded by Section 4(2) and Rule 506 of Regulation D thereof. The persons who acquired the shares were either officers or directors of the Company, advisers and consultants or others who had access to material information about the Company; there were no underwriters involved in any of the transactions.

ISSUER PURCHASES OF EQUITY SECURITIES. The Company did not repurchase any of its securities during the year ended April 30, 2010.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS. The Company currently does not maintain any equity compensation plans.

ITEM 6. SELECT FINANCIAL DATA

Not applicable.

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SALES

Revenues for fiscal 2010 were $262,932. Revenues were substantially less than the Company's approximate $3.0 million revenue forecast (59.7%) below fiscal 2009 revenues of $653,134. Cinnergen™, with annual sales of $209,819 (79.8% of total annual revenues) continued to be the Company's lead revenue producing product. The Company's forecast was predicated on having sufficient cash resources to effectively market its products, improving economic conditions, a ready, high demand market for its Infinitink® product line and the successful introduction of at least one new product line. A combination of investment in ongoing research and development programs, high overhead costs and worsening economic conditions that shuttered the capital investment and debt markets usurped the Company's ability to invest in essential marketing and sales activities. Specifically hard hit by the economic downturn was the retail tattoo industry. Infinitink®, marketed as a premium ink with novel performance characteristics and a retail price of $5.00 per mL, was, with limited consumer demand to push sales, summarily rejected by the tattoo artist community. Finally, the Company could not advance, without a significant marketing investment or the ability to secure a bona fide marketing partner, its new Cinnsational™ or Cyclosurface^{3} ™ cosmetics product lines and the Company was unable to come up with a marketable Prevorex™ formula.

RESEARCH AND DEVELOPMENT

Annual research and development expenses for fiscal 2010 were $492,460 and were nearly equal to fiscal 2009 research and development expenditure of $473,514. Research and development expenses are attributable to both internal and external university based sponsored research activities. The Company's research and development activities include but are not limited to product conception, design, evaluation, formulation, manufacturing, packaging and testing. As with all corporate and university research, product conception, design and evaluation may or may not yield commercially viable products. During fiscal 2009, the Company invested its research and development efforts toward its Cinnsational™, Cyclosurface^{3}™ cosmetics, Citroxin™ technology platform and related products, Infinitink® and related ink products, Oraphyte™ nematocide and Prevorex™ diet aid supplement. While material advancement was made on all of the above products, additional work may be required to market, partner or sell any of these products.

SALES AND MARKETING

The Company incurred sales and marketing expenses of $411,720 in fiscal 2010, a decrease of 31% as compared to sales and marketing expenses of $594,342 for the previous year. The decrease in sales and marketing expenses was due to available cash resources to invest in such activities. Presently, the Company limits its sales and marketing expenses to its Internet based sales and marketing activities and support of its retail distributors.

GENERAL AND ADMINISTRATIVE

General and administrative expenses, inclusive of non-stock compensation paid for consulting fees, decreased $4,088,711 (76.6 %) to $1,246,088 in fiscal 2010 as compared to $5,334,799 in fiscal 2009. General and administrative expenses are paid for accounting, legal, office and overhead expenses. The Company, during fiscal 2010, took aggressive steps to reduce its general and administrative expenses including but not limited to reductions in staffing, legal, and overhead expenses. Non-cash stock compensation was paid for consulting fees for officers and directors, legal advisors, research advisors and marketing consultants. The Company incurred $421,369 in non-cash consulting expenses in fiscal 2010.

LOSS ON IMPAIRMENT OF ACQUIRED AND INTANGIBLE ASSETS

The Company recorded a $3,507,621 charge for impairment of goodwill, fixed assets and intangible assets in fiscal 2010 associated with its acquisition of Freedom-2 Holdings, Inc. and $857,024 for intangible assets in 2009.

LIQUIDITY AND CAPITAL RESOURCES

As of April 30, 2010, the Company had negative working capital of $3,039,683. By adjusting the Company's operations to the level of capitalization, working with its creditors to establish a reasonable and time manner for resolving outstanding debts and through small cash investments from existing shareholders, management believes it has sufficient resources to meet projected cash flow deficits through the next twelve months. If the Company is not successful in generating sufficient liquidity from operations or in resolving its outstanding debt issues with its creditors on terms acceptable to the Company, this could have a material adverse effect on the Company's business, liquidity and financial condition. The Company's independent certified public accountants have stated in their report which is included as part of the Company's audited financial statements for the fiscal years ended April 30, 2010 and 2009, that the Company has suffered recurring losses from operations and this matter raises substantial doubt about the Company's ability to continue as a going concern.

The Company has no off-balance sheet arrangements, special purpose entities, financing partnerships or guarantees.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Not applicable.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

The financial statements of the Company and supplementary data are included beginning immediately before the signature page to this report.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

(a) On March 8, 2010, Nuvilex, Inc. (the "Company") dismissed Gruber & Company, LLC as independent auditors for the Company. The decision to dismiss Gruber & Company, LLC and to seek new independent auditors was approved by the Company's Board of Directors.

In connection with the audits of the Company's financial statements for the fiscal years ended April 30, 2009 and 2008 and from April 30, 2009 through March 8, 2010, (1) there were no disagreements with Gruber & Company, LLC on any matter of accounting principles or practices, financial statement disclosure or auditing scope and procedure which, if not resolved to the satisfaction of Gruber & Company, LLC, would have caused Gruber & Company, LLC to make reference to the matter in its report and (2) there were no "reportable events" as that term is defined in Item 304 of Regulation S-K promulgated under the Securities Exchange Act of 1934 ("Item 304").

The report of Gruber & Company, LLC on the Company's financial statements for the fiscal year ended April 30, 2008 did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles.

The report of Gruber & Company, LLC on the Company's financial statements for the fiscal year ended April 30, 2009 did not contain an adverse opinion or a disclaimer of opinion and was not qualified or modified as to uncertainty, audit scope or accounting principles, except Gruber & Company, LLC disclosed an uncertainty regarding the Company's ability to continue as a going concern. In the Annual Report on Form 10-K filed by the Company for the fiscal year ended April 30, 2009, Gruber & Company, LLC disclosed that the Company had generated negative cash flows from operations, and an accumulated deficit of $29,491,700 at April 30, 2009, and that those factors, as well as the uncertain conditions that the Company faced regarding its future raising of capital and ultimately successfully commercializing its business plan, raised substantial doubt about the Company's ability to continue as a going concern.

(b) On March 8, 2010, the Company engaged M & K CPAS, PLLC as the Company's independent accountant to audit the Company's financial statements and to perform reviews of interim financial statements. During the fiscal years ended April 30, 2009 and 2008 and from April 30, 2009 through March 8, 2010 neither the Company nor anyone acting on its behalf consulted with M & K CPAS, PLLC regarding (i) either the application of any accounting principles to a specific completed or contemplated transaction of the Company, or the type of audit opinion that might be rendered by M & K CPAS, PLLC on the Company's financial statements; or (ii) any matter that was either the subject of a disagreement with Gruber & Company, LLC or a reportable event with respect to Gruber & Company, LLC.

ITEM 9A. CONTROLS AND PROCEDURES.

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934), as amended (the "Exchange Act") that are designed to be effective in providing reasonable assurance that information required to be disclosed in the Company's reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission ("SEC"), and that such information is accumulated and communicated to the Company's management to allow timely decisions regarding required disclosure.

In designing and evaluating disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable, not absolute assurance of achieving the desired objectives. Also, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty and that breakdowns can occur because of simple error or mistake. The design of any system of controls is based, in part, upon certain assumptions about the likelihood of future events and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of its chief executive officer and chief financial officer of the Company's disclosure controls and procedures. Based

on their evaluation, the chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures need improvement and were not effective as of April 30, 2010 to ensure timely reporting with the Securities and Exchange Commission. Management is in the process of identifying deficiencies with respect to the Company's disclosure controls and procedures and implementing corrective measures.

Evaluation of and Report on Internal Control over Financial Reporting

The management of Nuvilex, Inc. is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is defined in Rule 13a-15(f) or 15d-15(f) promulgated under the Securities Exchange Act of 1934 as a process designed by, or under the supervision of, the company's principal executive and principal financial officers and effected by the company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America and includes those policies and procedures that:

- Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the company;
- Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with accounting principles generally accepted in the United States of America and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. All internal control systems, no matter how well designed, have inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation. Because of the inherent limitations of internal control, there is a risk that material misstatements may not be prevented or detected on a timely basis by internal control over financial reporting. However, these inherent limitations are known features of the financial reporting process. Therefore, it is possible to design into the process safeguards to reduce, though not eliminate, this risk.

Management assessed the effectiveness of the Company's internal control over financial reporting as of April 30, 2010. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework.

Based on its assessment, management concluded that, as of April 30, 2010, the Company's internal control over financial reporting is ineffective based on those criteria as they relate to timely filing.

We have assessed the following material weaknesses as of April 30, 2010.

Information and Communication:

We have determined that our internal communication is not robust or appropriate enough to ensure all appropriate parties have the necessary facts and agreements to complete our financial reporting quickly, cleanly and with accuracy.

Remediation:

During the fiscal year ended April 30, 2011, we will conduct a financial reporting close call with all executives and those involved in the financial close to ensure all parties have the necessary facts to complete our financial reporting appropriately. Further to mitigate future filing delays the company will seek to select a financial controller to coordinate the efforts of the company's outside professional service providers to assure the future timely reviews and signoffs of future filings.

This annual report does not include an attestation report of the Company's registered accounting firm regarding internal control over financial reporting. Management's report is not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission.

Changes in Internal Control over Financial Reporting

There was no change in the Company's internal control over financial reporting identified in connection with the requisite evaluation that occurred during the last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

None/Not applicable.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

The Company's directors and executive officers and their ages as of April 30, 2010 are as follows:

Name	Age	Position
Martin Schmieg (1)	48	Chairman of the Board of Directors and Chief Executive Officer
Marylew Barnes (2)	48	Director, Secretary and Senior Vice President, Chief Financial Officer
Robert Bowker	61	Director and President of Knock-Out Technologies, Inc.
Richard Goldfarb, M.D., FACS	56	Director and President of MedElite, Inc.
Timothy Matula	47	Director

(1) On September 17, 2010, the Company accepted the resignation from Martin Schmieg as the Company's Chairman of the Board of Directors and Chief Executive Officer for personal reasons. Effective as of the same date, to fill the vacancies created by Mr. Schmieg's resignations, the Board of Directors appointed Patricia Gruden, the Company's former Chairman, President, Chief Executive Officer and Chief Financial Officer, as the Company's Interim Chairman of the Board of Directors, Interim Chief Executive Officer and Interim President.

(2) On April 5, 2010, Ms. Marylew Barnes, Secretary, Senior Vice President, Chief Financial Officer and member of the Board of Directors, resigned all of her positions with the Company for personal reasons. Ms. Patricia Gruden was appointed Interim Secretary and Interim Chief Financial Officer to fill the vacancies left by Ms. Barnes' resignations.

Biographical Information for Martin Schmieg

Martin Schmieg has served as the Company's Chief Executive Officer since March 26, 2009 and as a member of the Company's Board of Directors since March 26, 2009. Mr. Schmieg has over 20 years of experience launching and building businesses in the medical device, biotechnology and life sciences industries. As Chairman and CEO of the Company, he drives all aspects of the Company's development. He comes to the Company via his position as President and CEO of Freedom2 Holdings, Inc., which the Company acquired on March 2, 2009. Mr. Schmieg has served in those positions with Freedom2 since March 13, 2006. Mr. Schmieg has extensive experience transitioning companies with innovative technologies to product-based enterprises. Prior to Freedom2, Mr. Schmieg was (from March 2005 to March 2006) the Senior Vice President and Chief Financial Officer of Isolagen, Inc., a development stage company pursuing a BLA license for an autologous cellular therapy for facial rejuvenation and other medical and dental conditions. From August 2004 to March 2005, Mr. Schmieg was Senior Vice President and Chief Financial Officer of Sirna Therapeutics, Inc., a clinical stage company developing RNAi-based therapies using short-interfering RNAs (siRNAs) for the treatment of age-related macular degeneration, chronic hepatitis, Huntington's disease, and asthma. From July 2003 to August 2004, he was Senior Vice President and Chief Financial Officer of Advanced Bionics Corporation, a manufacturer of cochlear implants to restore hearing to the death and other bionic devices for a variety of neurostimulation applications, including chronic pain, migraine, epilepsy, and urinary urge incontinence. From October 1993 to August 2000, he was Executive Vice President of Cytometrics, Inc., a development stage company and manufacturer of medical devices.

Mr. Schmieg's executive experience spans from operating functions including finance and management to marketing and business strategy. He holds a BS in Business Administration from LaSalle University and is a Guest Lecturer at the MIT Sloan School of Management and at the University of Pennsylvania's School of Engineering, Arts and Sciences. He is a Certified Public Accountant (CPA) in the Commonwealth of Pennsylvania.

Biographical Information for Marylew (Blair) Barnes

Marylew (Blair) Barnes has served as the Company's Senior Vice President, Chief Financial Officer and Secretary since March 26, 2009 and as a member of the Company's Board of Directors since March 26, 2009. Ms. Barnes brings over 25 years of experience in finance, business analysis and capital fund raising to the Company. She is responsible for all financial operations and investor relations activities for the Company including business development, technology licensing and investor development.

Prior to joining the Company, Ms. Barnes served as VP of Business Development, Treasurer, and Secretary for Freedom2 from June 12, 2006 to March 3, 2009, where, among other things, she was responsible for Freedom2's fundraising efforts. From 1996 to 2006,

Ms. Barnes was a consultant to Craig Drill Capital, Inc., Bedford Oak Advisors, LLC, Derchin Capital Management, LLC, and a Vice President of Carolina Barnes, Inc., and a Vice President of Yamaichi Securities Company, Ltd. Most recently as the VP of Business Development at Freedom2, Blair was instrumental in raising three rounds of financing to launch the Company.

Ms. Barnes began her career in finance as an assistant trader at Lehman Brothers. She holds a BA from Sweet Briar College in Political Economics and Business.

Biographical Information for Robert Bowker

Robert Bowker has served as President of Knock-Out Technologies, Ltd. and as a member of the Company's Board of Directors since May 2004. Mr. Bowker has extensive knowledge of and experience with herbs, natural supplements and natural healing. Mr. Bowker is the inventor of Citroxin™, Oraphyte™, and Cinnechol™. For the past 30 years, Mr. Bowker has been conducting research in the areas of microbiology, zoology, and environmental sciences.

Biographical Information for Richard Goldfarb, M.D., FACS

Dr. Richard Goldfarb has served as President of MedElite, Inc. and as a member of the Company's Board of Directors since September 2005. Dr. Goldfarb graduated from University of Health Sciences / Finch University The Chicago Medical School with top honors in Surgery. He completed his surgical training at Northeastern Ohio College of Medicine. He did additional training in cosmetic surgery at the University of Pennsylvania, Department of Plastic Surgery. He also trained at prestigious Yale University. He has 20 years of surgical experience, including liposuction, and has been performing Smartlipo since its inception. He was the first in Pennsylvania to receive the Smartlipo technology and has performed the most procedures in this area. Dr. Goldfarb is board certified and a Fellow of the American College of Surgeons. He is a member of the American Academy of Cosmetic Physicians. In view of his skill in performing this Smartlipo procedure, Cynosure has commissioned Dr. Goldfarb to travel throughout the country teaching and training other physicians.

Dr. Goldfarb is a Member of the American Academy of Cosmetic Surgeons.

Biographical Information for Timothy Matula

Timothy Matula served as Secretary of the Company from August 2005 to March 26, 2009 and has served as a member of the Company's Board of Directors since September 2004. Mr. Matula joined Shearson Lehman Brothers as a financial consultant in 1992. In 1994, he joined Prudential Securities, which he left in 1997 while serving as Associate Vice President, Investments, Quantum Portfolio Manager. Mr. Matula has served as a director of Eat at Joe's. Ltd. from 1996 to present and as a Treasurer and director of the Topaz Group, from 2000 to 2003. Mr. Matula presently consults for a broad range of companies in the United States and abroad.

Compliance With Section 16(a) of the Exchange Act

The Company does not have a class of securities registered pursuant to Section 12 of the Securities Exchange Act of 1934. Accordingly, the Company's executive officers and directors and persons who own more than 10% of its equity securities are not subject to the beneficial ownership reporting requirements of Section 16(a) of that Act. However, although not required, certain of such persons voluntarily file beneficial ownership reports with the Securities and Exchange Commission.

Code of Ethics and Corporate Policies

On March 26, 2009, Nuvilex adopted the following Code of Ethics and Corporate Policies:

We believe our first responsibility is to our customers who use our products and services. In meeting their needs, everything we do must be of high quality. We must constantly strive to reduce our costs in order to maintain reasonable prices. Customers' orders must be serviced promptly and accurately. Our suppliers and distributors must have an opportunity to make a fair profit.

We are responsible to our employees. We must respect their dignity and recognize their merit. They must have a sense of security in their jobs. Compensation must be fair and adequate, and working conditions clean, orderly and safe. We must be mindful of ways to help our employees fulfill their family responsibilities. Employees must feel free to make suggestions and complaints. There must be equal opportunity for employment, development and advancement for those qualified. We must provide competent management, and our actions as managers must be just and ethical.

We are responsible to the communities in which we live and work. We must be good citizens – support good works and charities. We must encourage civic improvements and better health and education. We must maintain in good order the property we are privileged to use, protecting the environment and natural resources.

Our final responsibility is to our stockholders. Business must make a sound profit. We must experiment with new ideas. Research must be carried on, innovative programs developed and mistakes paid for. New equipment must be purchased, certified facilities provided and new products launched. Reserves must be created to provide for adverse times. When we operate according to these principles, the stockholders should realize a fair return.

ITEM 11. EXECUTIVE COMPENSATION.

The following table sets forth information about all cash and non-cash compensation awarded to, earned by, or paid to (i) all persons serving as the Company's principle executive officer during the last fiscal year; (ii) all persons serving as the Company's principle financial officer during the last fiscal year; (iii) the Company's three most highly compensated executive officers (other than principle executive officers and principle financial officers) serving as such at the end of the last fiscal year; and (iv) up to two additional persons for whom disclosure would have been provided pursuant to clause (iii) above but for the fact that the person was not serving as an executive officer of the Company at the end of the last fiscal year, and each current director of the Company during fiscal years ended April 30, 2010 and 2009.

Name	Principal Position	Date	Salary	Shares of Stock Awarded Awards	Stock Value	Total Compensation
Martin Schmieg	Chairman and CEO	5/1/09 – 4/30/2010	$ -	-	$ -	$ -
		3/26/2009 - 4/30/2009	$ -	-	$ -	$ -
Marylew Barnes	Chief Financial Officer	5/1/09 - 4/30/2010	$ 97,455	1,250,000	$ 18,750	$ 116,205
		3/26/2009 - 4/30/2009	$ 12,500	-	$ -	$ 12,500
Robert Bowker	President of Knock-Out Technologies, Ltd	5/1/2009 - 4/30/2010	$ 82,120	1,250,000	$ 18,750	$ 100,870
		5/1/2008 - 4/30/2009	$ 90,000	1,000,000	$ 80,000	$ 170,000
Richard Goldfarb, M.D., FACS	President of MedElite, Inc	5/1/2009 - 4/30/2010	$ -	1,250,000	$ 18,750	$ 18,750
		5/1/2008 - 4/30/2009	$ -	-	$ -	$ -
Timothy Matula	Director	5/1/2009 - 4/30/2010	$ -	1,250,000	$ 18,750	$ 18,750
		5/1/2008 - 4/30/2009	$ 8,000	1,000,000	$ 35,000	$ 43,000

The Company did not pay or accrue any other compensation, in the form of bonus, stock awards, option awards, incentive plan compensation or nonqualified deferred compensation earnings to any executive officer for services as an executive officer during the fiscal years ended April 30, 2010 and 2009; neither were there any perquisites or other personal benefits. The Company does not have any option plan, equity incentive plan or retirement plan.

Mr. Schmieg accepts no cash salary compensation but is eligible for equity compensation based on the market capitalization performance of the Company. Mr. Schmieg's equity compensation is computed to 0.05% ownership in the Company for each $10,000,000 incremental increase in market capitalization that is sustained for a 180 day period.

Ms. Barnes earns annual cash salary of $107,500 through December 31, 2009 and is eligible for cash and/or equity bonus compensation, as determined by the Board of Directors, based on the successful achievement of both company and personal performance goals. Ms. Barnes has deferred her salary as of January 1, 2010 but did receive $13,309 is cash stipends.

Mr. Bowker, as President of Knock-Out Technologies, Ltd., earns a monthly consulting fee of $7,500.

Nuvilex, Inc. Directors are compensated for their participation on the Board of Directors for performance of their duties as directed by the Chairman of the Company. The Board of Directors has not set a fixed compensation fee plan for Directors, but chooses to review board and individual director performance on an annual basis and compensation is earned on a merit-basis.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth, as at April 30, 2010, certain information with respect to the beneficial ownership of the Company's common stock by each person known by us to be the beneficial owner of more than five percent (5%) of the Company's common stock; by each of the Company's current directors and named executive officers; and by all executive officers and directors as a group.

The address of all beneficial owners is 1971 Old Cuthbert Road, Cherry Hill, New Jersey 08034. Each person has sole voting and investment power with respect to the shares of common stock.

Name and Address		Number of Shares Beneficially Owned	Percentage of Common Stock (1)
Martin Schmieg		3,202,305	0.8%
Marylew Barnes		1,371,085	0.3%
Robert Bowker		6,300,000	1.5%
Richard Goldfarb, M.D., FACS		15,750,000	3.9%
Timothy Matula		2,750,000	0.7%
Berkshire Capital Management, Inc.	(2)	50,000,000	12.5%

(1) Percentages based on 348,387,581 shares of common stock issued and outstanding as of April 30, 2010 and the assumed calculated conversion of 5,000 shares Series E Preferred Stock, which would equate to 50,000,000 equivalent common stock shares.

(2) Represents shares issuable upon conversion of each of the 5,000 outstanding shares of the Series E Convertible Preferred Stock of the Company into shares of the Company's common stock calculated by dividing $100 by the average closing bid price of the Company's common stock for the five days prior to April 30, 2010.

The Company is not aware of any arrangement, the operation of which may, at a subsequent date, result in a change in control of the Company. There are no provisions in the governing instruments of the Company that could delay a change in control of the Company.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

There have been no transactions with any related person since the beginning of the last fiscal year. The board of directors has determined that none of the Company's directors, and that none of the members of the audit committee and the compensation committee satisfies the definition of "independent director" as established in the NASDAQ Marketplace Rules, including for audit committee members the additional independence requirements mandated by the NASDAQ Marketplace Rules.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

The following is a summary of the fees billed to the Company by M&K CPAs, PLLC, and Gruber & Company LLC, the Company's principal accountants for professional services rendered for each of the last two fiscal years ended April 30, 2010 and 2009:

Service	2010	2009
Audit Fees	$24,125	$15,000
Audit-Related Fees	-	-
Tax Fees	-	-
All Other Fees	-	-
Total	$24,125	$15,000

AUDIT FEES consist of fees billed for professional services rendered for the audit of the consolidated financial statements included in the Company's annual reports, reviews of the Company's interim consolidated financial statements included in the Company's quarterly reports, or other services that are normally provided by the principal accountant in connection with statutory and regulatory filings or engagements, such as financial reports filed with the Securities and Exchange Commission.

AUDIT-RELATED FEES. None.

TAX FEES consist of fees billed for professional services for tax compliance, tax advice and tax planning, including e assistance regarding compliance with federal, state and local tax rules and regulations and consultation in connection with various transactions and acquisitions.

ALL OTHER FEES consist of fees billed for products and services provided by the principal accountant other than Audit Fees, Audit-Related Fees and Tax Fees.

The Company does not have an Audit Committee. The Board of Directors performs the functions that would be performed by an audit committee. The Board pre-approves all audit and non-audit services provided by the independent auditors. These services may include audit services, audit-related services, tax services and other services as allowed by law or regulation. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specifically approved amount. The independent auditors and management are required to periodically report to the Board regarding the extent of services provided by the independent auditors in accordance with this pre-approval and the fees incurred to date. The Board may also pre-approve particular services on a case-by-case basis.

The Board pre-approved 100% of the Company's 2010 and 2009 audit fees, audit-related fees, tax fees, and all other fees. To the Company's knowledge, none of the hours expended on the principal accountant's engagement to audit the Company's financial statements for the fiscal years ended April 30, 2010 and 2009 were attributed to work performed by a person other than the principal accountant's full-time employees.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Except as so indicated in Exhibits 32.1 and 32.2, the following exhibits are filed as part of, or incorporated by reference, this Annual Report on Form 10-K.

Exhibit No.	Description	Location
2.1	Asset Purchase Agreement, dated August 24, 2005, between the Company and Mark Taggatz.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on August 30, 2005.
2.2	Share Purchase Agreement, dated August 31, 2005, between the Company and Dr. Richard Goldfarb.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 7, 2005.
2.3	Addendum to Share Purchase Agreement, dated August 31, 2005, between the Company and Dr. Richard Goldfarb.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on September 7, 2005.
2.4	Share Exchange Agreement, dated January 12, 2009, between the Company and Freedom2 Holdings, Inc.	Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.
3.1	Articles of Incorporation of DJH International, Inc. dated October 25, 1996.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
3.2	Certificate of Amendment of Articles of Incorporation of DJH International, Inc. dated October 20, 2000.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
3.3	Certificate of Amendment of Articles of Incorporation dated November 14, 2003.	Incorporated by reference from the Company's Registration Statement on Form.
3.4	Certificate of Amendment of Articles of Incorporation dated June 30, 2008.	Incorporated by reference from the Company's Registration Statement on Form
3.5	Certificate of Amendment of Articles of Incorporation dated January 22, 2009.	Incorporated by reference from the Company's Current Report on Form 8-K filed with the SEC on March 26, 2009.
3.6	Corporate Bylaws.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.

3.7	Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock dated December 20, 2007.	Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.
3.8	Certificate of Designations, Preferences and Rights of Series E Convertible Preferred Stock, dated April 29, 2008.	Incorporated by reference from the Company's Current Report on Form 10-K filed with the SEC on August 13, 2009.
4.1	Reference is made to Exhibits 3.1, 3.2 and 3.3.	
4.2	Form of Common Stock Certificate.	Incorporated by reference from the Company's Registration Statement on Form SB-2 (File No. 333-68008) filed with the SEC on August 20, 2001.
21	List of Subsidiaries	Filed herewith.
31.1	Certification of Chief Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under Sarbanes-Oxley Act of 1934, as amended.	Filed herewith.
31.2	Certification of Chief Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under Sarbanes-Oxley Act of 1934, as amended.	Filed herewith.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*.	Furnished herewith.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002*.	Furnished herewith.

*Exhibits 32.1 and 32.2 are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall such exhibits be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act, except as otherwise stated in such filing.

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.

C O N T E N T S

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

THE BOARD OF DIRECTORS AND SHAREHOLDERS OF NUVILEX, INC. (F/K/A EFOODSAFETY.COM) AND SUBSIDIARIES

CHERRY HILL, NEW JERSEY

We have audited the accompanying balance sheet of Nuvilex Inc. and Subsidiaries as of April 30, 2010 and the related statements of operations, stockholders' equity (deficit), and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Nuvilex Inc. and Subsidiaries as of April 30, 2010 and the results of its operations and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, the Company has suffered recurring losses from operations. This raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are described in Note 2. These consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

December 21, 2010

/s/ M&K CPAS, PLLC

Houston, TX
www.mkacpas.com

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

THE BOARD OF DIRECTORS AND SHAREHOLDERS OF NUVILEX, INC. F/K/A EFOODSAFETY.COM AND SUBSIDIARIES CHERRY HILL, NEW JERSEY

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As described in Note 15, "Restated Financial Statements", the Company has restated previously issued financial statements as of April 30, 2009 and for the year then ended.

/s/ Gruber & Company, LLC
Gruber & Company, LLC

Lake St. Louis, Missouri
June 26, 2009, except for Note 15
as to which the date is December 2, 2010

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED BALANCE SHEETS

	April 30, 2010	(As restated) April 30, 2009
ASSETS		
Cash	$ 716	$ 603,727
Marketable securities	-	31,185
Accounts receivable - net	10,435	156,312
Inventory	2,528	117,095
Prepaid expenses	-	214,418
Current portion of loan receivable	-	60,000
Total Current Assets	13,679	1,182,737
Property, plant and equipment - net	107,538	2,491,130
Goodwill	-	2,146,552
Intangible assets	-	174,044
Assets held for sale	1,081,000	-
Loan receivable, net of current portion	-	45,000
Total Assets	$ 1,202,217	$ 6,039,463
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current Liabilities		
Accounts payable	$ 674,817	$ 209,942
Accrued expenses	95,603	223,459
Current portion of long-term debt, net of discount	2,282,942	496,491
Total Current Liabilities	3,053,362	929,892
Long-term Liabilities		
Long-term debt, net of current portion	100,000	1,982,164
Tenant deposits	-	3,987
Total Liabilities	3,153,362	2,916,043
Commitments and Contingencies		
Preferred stock, authorized 10,000,000 shares, $0.0001 par value, 5,000 and 10,000 shares issued and outstanding respectively	500,000	1,000,000
Stockholders' Equity (Deficit)		
Common Stock, authorized 500,000,000 shares, $0.0001 par value, 348,387,581 and 246,613,330 shares issued and outstanding respectively	34,839	24,661
Additional paid in capital	34,064,993	32,378,785
Comprehensive income	-	8,910
Stock not yet issued	-	250,000
Accumulated deficit	(36,550,977)	(30,538,936)
Total Stockholders' Equity (Deficit)	(1,951,145)	3,123,420
Total Liabilities and Stockholders' Equity (Deficit)	$ 1,202,217	$ 6,039,463

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

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Years Ended April 30, (As restated)

	2010	2009
Revenues	$ 262,932	$ 653,134
Cost of revenues	228,659	427,410
Gross profit	34,273	225,724
Expenses:		
Sales and marketing	411,720	594,342
Research and development	492,460	473,514
General and administrative	1,239,056	5,334,799
Total operating expenses	2,143,235	6,402,655
Net loss from operations	(2,108,963)	(6,176,931)
Other income (expense)		
Interest income	-	14,651
Dividend income	-	3,862
Gain on sale of marketable securities	2,692	9,133
Loss on settlement of loan receivable	(55,000)	-
Impairment loss recognized for acquired and intangible assets	(3,507,621)	(857,024)
Interest expense	(292,556)	(36,471)
Other income (expense)	(30,477)	-
Total other income (expense)	(3,882,962)	(865,849)
Net loss	$ (5,991,925)	$ (7,042,780)
Basic Loss per share	$ (0.02)	$ (0.03)
Weighted average shares outstanding	351,307,396	201,914,344

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

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS

	For the Years Ended April 30,	
	2010	(As restated) 2009
Cash flows from operating activities:		
Net loss	$ (5,991,925)	$ (7,042,780)
Adjustments used to reconcile net loss to net cash		
provided by (used in) operating activities:		
Stock issued to retained earnings	-	(46,080)
Comprehensive income	-	8,910
Depreciation and amortization	114,912	28,665
Common stock issued for services	421,369	252,080
Loss on disposal of fixed assets	656	-
Abandonment of intangible asset	-	6,378
Loan receivable accrued interest	-	(6,875)
Loss on impairment of assets	3,507,621	857,025
Loss on settlement of loan receivable	55,000	-
Gain on sale of securities	(2,692)	-
Bad debt expense	1,116	-
Net amortization of discount/premium	(10,797)	(1,800)
Change in assets and liabilities:		-
(Increase) decrease in accounts receivable	144,761	223,484
(Increase) decrease in inventory	114,567	172,470
(Increase) decrease in prepaid expenses	214,418	4,464,625
(Increase) decrease in intangible assets	-	-
Increase (decrease) in accounts payable	464,876	(299,194)
Increase (decrease) in accrued expenses	(127,856)	194,124
Increase in debt discount	123,904	(123,904)
Increase (decrease) in short term debt	-	135,000
(Decrease) in deferred revenue	-	(7,500)
(Decrease) in tenant deposits	(3,987)	-

Net cash used in operating activities	(974,057)	(1,185,372)
Cash flows from investing activities:		
Cash proceeds from acquisition of Freedom2	-	7,592
Collection of loan receivable	50,000	15,000
Purchase of fixed assets	-	(5,080)
Proceeds from or (purchase) of marketable securities	24,967	(31,185)
Net cash provided by (used in) investing activities	74,967	(13,673)
Cash flows from financing activities:		
Proceeds from sale of Common Stock	504,900	-
Cash received for stock not issued	-	250,000
Proceeds from borrowings	49,385	61,629
Repayment of debt	(258,206)	(22,398)
Net cash provided by financing activities	296,079	289,231
Net (decrease) increase in cash and cash equivalents	(603,011)	(909,814)
Cash and cash equivalents at beginning of period	603,727	1,513,541
Cash and cash equivalents at end of period	$ 716	$ 603,727
SUPPLEMENTAL CASH FLOW INFORMATION:		
Franchise and income taxes	$ -	$ 2,200
Cash paid for interest	$ 108,448	$ 26,508
Stock issued for acquisition	$ -	$ 2,265,634
Stock dividend	$ 20,116	$ -

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

NUVILEX, INC.
F/K/A EFOODSAFETY.COM, INC.
CONSOLIDATED STATEMENTS OF STOCKHOLDERS EQUITY (DEFICIT)
FOR THE YEARS ENDED APRIL 30, 2010 AND 2009

	Preferred Stock		Common Stock		Additional Paid In Capital	Comprehensive Income	Stock Payable	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount					
Beginning Balance, April 30, 2008	10,000	$ 1	191,918,330	$ 19,192	$ 30,866,539	-	-	$ (23,450,076)	$ 7,435,656
Shares issued for services	-	-	5,050,000	505	70,495	-	-	-	71,000
Shares issued for merger	-	-	48,205,000	4,820	2,260,814	-	-	-	2,265,634
Shares issued for services	-	-	1,440,000	144	45,936	-	-	(46,080)	-
Comprehensive income	-	-	-	-	-	8,910	-	-	8,910
Beneficial conversion on note	-	-	-	-	135,000	-	-	-	135,000
Change in presentation	-	999,999	-	-	(999,999)	-	-	-	-
Stock payable	-	-	-	-	-	-	250,000	-	250,000
Net loss for the year ended April 30, 2009	-	-	-	-	-	-	-	(7,042,780)	(7,042,780)
Balance at April 30, 2009 (restated)	10,000	$ 1,000,000	246,613,330	$ 24,661	$ 32,378,785	$ 8,910	$ 250,000	$ (30,538,936)	$ 3,123,420
Shares issued for cash	-	-	48,581,485	4,858	500,042	-	-	-	504,900
Shares issued for cash received in prior year	-	-	5,555,555	556	249,444	-	(250,000)	-	-
Shares issued for services	-	-	22,134,296	2,214	419,156	-	-	-	421,370
Comprehensive income	-	-	-	-	-	(8,910)	-	-	(8,910)
Preferred shares converted to Common Stock	(5,000)	(500,000)	25,000,000	2,500	497,500	-	-	-	-
Common Stock dividend	-	-	502,915	50	20,066	-	-	(20,116)	-
Net loss for the year ended April 30, 2010	-	-	-	-	-	-	-	(5,991,925)	(5,991,925)
Balance at April 30, 2010	5,000	$ 500,000	348,387,581	$ 34,839	$ 34,064,993	$ -	$ -	$ (36,550,977)	$ (1,951,145)

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

NOTE 1 - BACKGROUND, ACQUISITION PURCHASE PRICE AND LIQUIDITY

This summary of accounting policies for Nuvilex, Inc. and Subsidiaries is presented to assist in understanding the Company's consolidated financial statements. The accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the consolidated financial statements.

Background

The Company was founded as DJH International, Inc., a Nevada corporation, on October 28, 1996, and changed its name to eFoodSafety.com, Inc. following its October 16, 2000 acquisition of Global Procurement Systems, Inc. The Company acquired Ozone Safe Food, Inc. for Common Stock on October 29, 2003. The Company's early mission was to provide methods and products to ensure the safety of marketed fruits and vegetables worldwide. On February 4, 2004, the Company registered shares with the Securities and Exchange Commission and its Common Stock began publicly trading on the OTC Bulletin Board under the trading symbol EFSF. The Company did not issue shares of Common Stock pursuant to an initial public offering. With less than projected demand for its produce sterilization methods and software tracking products, the Company changed its strategy and acquired Knock-Out Technologies, Ltd. and MedElite, Inc. in May 2004 and August 2005, respectively. Knock-Out Technologies, Ltd. is a developer of products using organic, non-toxic food based substances. MedElite, Inc. is the exclusive U.S. distributor of Talsyn™-CI Scar Cream ("Talsyn"), a topical scar reducing cream. The Company's new strategy was to bring to market scientifically derived products designed to improve the health and well-being of those who use them. The Company sold its Ozone Safe Food, Inc. operations in August 2005. In November 2006, the Company formed Cinnergen, Inc., a wholly-owned subsidiary, to manufacture and market a non-prescription liquid nutritional supplement designed to promote healthy glucose metabolism, and purEffect, Inc., another wholly-owned subsidiary, to manufacture and market purEffect™, a four-step non-prescription acne treatment. On March 10, 2006, the Company licensed the marketing rights for purEffect™ to Charlston Kentrist 41 Direct, Inc. ("CK41"). In July 2007, the Company formed I-Boost, Inc., a wholly-owned subsidiary, to manufacture and market a food bar designed to improve the effectiveness of the human immune system. In March 2008, the Company formed Cinnechol, Inc., a wholly-owned subsidiary, to manufacture and market a non-prescription nutritional supplement designed to promote cardiovascular health. In February 2009, the Company sold its remaining rights in the purEffect™ product to CK41 for an equity position in CK41 and future royalty compensation. In March 2009, the Company acquired Freedom2 Holdings, Inc., the manufacturer and marketer of Infinitink®, a permanent tattoo ink designed to be removed more easily using conventional laser removal methods. On March 18, 2009, the Company changed its name to Nuvilex, Inc.

Acquisition Purchase Price

On March 2, 2009, The Company entered into a share exchange agreement with Freedom-2 Holdings, Inc. whereby the Company issued 48,205,000 shares of its common stock to acquire 100% of the outstanding shares of F2Holdings at $0.047 per share for a total purchase price of $2,265,634. Freedom-2 Holdings, Inc. and its wholly-owned subsidiary, Freedom-2, Inc. were formed on January 30, 2007. At the time of Freedom-2Holdings' formation, all of its outstanding common stock was owned by Freedom-2, LLC, a Delaware limited liability company. On January 31, 2007, all of the aforementioned entities entered into an agreement and plan of merger under which Freedom-2, LLC was merged with and into Freedom-2 Holdings, Inc. and, as of that date, Freedom-2, LLC ceased to exist and Freedom-2 Holdings, Inc. continued as the surviving corporation. The Company's share exchange agreement transaction with Freedom-2 Holdings, Inc. has been accounted for as a purchase. Under the purchase method of accounting, the assets and liabilities of acquiree are recorded as of the completion of the merger, at their respective fair values, and then consolidated with the values of the acquirer.

As presented in the Company's April 30, 2009 restated financial statements, the assets and liabilities of Freedom-2 Holdings, Inc. and its wholly-owned subsidiary Freedom-2, Inc. where transferred at fair value.

Generally accepted accounting principles require that under the purchase method of accounting assets and liabilities assumed in a business combination be recorded at their respective fair values. An independent appraisal of assets and liabilities was not undertaken at the time of the share exchange and thus assets and liabilities assumed were not recorded at fair value. In 2010 an independent third party appraisal was obtained resulting in the restatement of the April 30, 2009 financial statements. The result of the Company restatement of its share exchange is as follows.

	Original Accounting using Acquiree's Net Book Value	Restated Accounting using GAAP Fair Value
Common Stock issued for acquisition	$ 2,265,634	$ 2,265,634
Assets and liabilities:		
Cash	7,592	7,592
Accounts Receivable	3,301	3,301
Inventory	46,664	46,664
Prepaid costs	195,482	195,481
Building	2,388,296	2,278,779
Fixed assets	256,141	210,790
Intangible Assets	-	176,000
Accounts Payable	(365,413)	(365,413)
Mortgage Payable	(1,955,854)	(2,068,534)
Notes Payable	(420,000)	(361,592)
Security Deposit	(3,987)	(3,987)
	152,222	119,081
Goodwill	$ 2,113,412	$ 2,146,553

A fair market assessment of the Company's goodwill asset for the year ended April 30, 2010 found that the goodwill and intangible asset did not provide any current or future value to the Company. Current market conditions have materially impacted the Company's ability to make market or sell its Infinitink® product line, the principle product acquired in the Company's acquisition of Freedom-2 Holdings, Inc. The Company believes that the goodwill, building and the intangible assets acquired in this transaction are impaired. Accordingly, the Company has recorded a $2,309,842 charge to impairment loss recognized for acquired and intangible assets in its April 30, 2010 Statement of Operations.

Liquidity

The Company has generated negative cash flows from operations and an accumulated deficit of $36,550,977 at April 30, 2010. Those factors, as well as the uncertain conditions that the Company faces regarding its future raising of capital and ultimately successfully commercializing its business plan raise substantial doubt about the Company's ability to continue as a going concern.

The Company's financial statements have been presented on the basis that it is a going concern, which contemplates the realization of assets and the satisfaction of liabilities in the normal course of business. The financial statements of the Company do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 2 - Going Concern and Management's Plans

The Company's financial statements are prepared using accounting principles generally accepted in the United States of America (GAAP) applicable to a going concern which contemplates the realization of assets and liquidation of liabilities in the normal course of business. The Company has not yet established an ongoing source of revenues sufficient to cover its operating costs and allow it to continue as a going concern. In addition, as of April 30, 2010, the Company had an accumulated deficit of $36,550,977, had incurred a net loss for the year ended April 30, 2010 of $5,991,925, and had negative working capital of $3,039,683. The Company's current business plan requires additional funding beyond its anticipated cash flows from operations. These and other factors raise substantial doubt about the Company's ability to continue as a going concern.

Strategy

With an overall goal of long-term growth, the Company has been working to stabilize its financial condition. The Company's financial stability efforts include three primary components:

1. The reduction of the Company' cash burn rate to breakeven or better,
2. The sale or lease of its Cherry Hill, New Jersey property,
3. The establishment of a workout plan with the Company's lenders and creditors that will resolve, over time, the amounts owed without actions or litigation that would disrupt the Company's ability to operate, and
4. The pursuit of a product sales and growth strategy that will augment the Company's cash position and that will ultimately lead to profitability.

Management believes that its multi-part strategy will strengthen the Company's position and both the short and long term viability of the Company.

NOTE 3 – Significant Accounting Policies

Principles of Consolidation

The consolidated financial statements include the accounts of Nuvilex, Inc. and its subsidiaries, Knock-Out Technologies, Ltd., MedElite, Inc Cinnergen, Inc , I-Boost, Inc., Cinnechol Inc., Freedom-2 Holdings, Inc, Freedom-2, Inc. and Exceptional Equipment and Ink Supply Company, Inc. With respect to the latter three subsidiaries the financials include the profit and loss activity from the date of purchase March 2, 2009 to April 30, 2010 as the acquisition was accounted for under the purchase method of accounting.

All significant intercompany balances and transactions have been eliminated.

Restatement of Prior Year Financial Statements

In conjunction with the Company's change of registered certified public accounts, a re-examination of the Company's financial statements for the year ending April 30, 2009 and the application of generally accepted accounting principles for the application of the purchase method of accounting has caused the Company to restate its April 30, 2009 balance sheet and results of operations for the year then ended. An analysis of the restated April 30, 2009 balance sheet and results of operations for the twelve months ending are included in Note 15 – Restated Financial Statements.

Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents to the extent the funds are not being held for investment purposes.

Inventories

Inventories are stated at the lower of cost or market. Cost is computed on a weighted-average basis, which approximates the first-in, first-out method; market is based upon estimated replacement costs. Costs included in inventory primarily include finished spirit product and packaging.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles required management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Property and Equipment

Property and equipment are stated at cost. Expenditures that increase the useful lives or capacities of the plant and equipment are capitalized. Expenditures for repairs and maintenance are charged to income as incurred. Depreciation is provided using the straight-line method over the estimated useful lives as follows:

Computer equipment	3 years

Furniture and fixtures	7 years
Machinery and equipment	7 years
Building improvements	15 years
Building	40 years

Goodwill and other indefinite-lived intangibles

The Company records the excess of purchase price over the fair value of the identifiable net assets acquired as goodwill and other indefinite-lived intangibles. The FASB standard on goodwill and other intangible assets, prescribes a two-step process for impairment testing of goodwill and indefinite-lived intangibles, which is performed annually, as well as when an event triggering impairment may have occurred. The first step tests for impairment, while the second step, if necessary, measures the impairment. The Company has elected to perform its annual analysis at the end of its reporting year. As of April 30, 2010, the Company deemed that the goodwill and intangible assets acquired through its acquisition of Freedom-2 Holdings, Inc. and its subsidiaries were fully impaired. See Note 9 – Goodwill and Intangible Assets.

Valuation of long-lived assets

The Company accounts for the valuation of long-lived assets under the FASB standard for accounting for the impairment or disposal of Long-Lived Assets. The FASB standard requires that long-lived assets and certain identifiable intangible assets be reviewed for impairment whenever events or circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the long-lived assets is measured by a comparison of the carrying amount of the asset to future undiscounted net cash flows generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less cost to sell.

Basic and Diluted Earnings (Loss) per Share

Basic and diluted earnings per share is calculated using the weighted-average number of common shares outstanding during the period without consideration of the dilutive effect of convertible notes and convertible preferred shares.

Fair value of financial instruments

For certain of the Company's non-derivative financial instruments, including cash and cash equivalents, receivables, accounts payable, and other accrued liabilities, the carrying amount approximates fair value due to the short-term maturities of these instruments. The estimated fair value of long-term debt is based primarily on borrowing rates currently available to the Company for similar debt issues. The fair value approximates the carrying value of long-term debt.

ASC Topic 820, "Fair Value Measurements and Disclosures," requires disclosure of the fair value of financial instruments held by the Company. ASC Topic 825, "Financial Instruments," defines fair value, and establishes a three-level valuation hierarchy for disclosures of fair value measurement that enhances disclosure requirements for fair value measures. The carrying amounts reported in the consolidated balance sheets for receivables and current liabilities each qualify as financial instruments and are a reasonable estimate of their fair values because of the short period of time between the origination of such instruments and their expected realization and their current market rate of interest. The three levels of valuation hierarchy are defined as follows:

- Level 1. Observable inputs such as quoted prices in active markets;
- Level 2. Inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3. Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following presents the gross value of assets and liabilities that were measured and recognized at fair value.

- Level 1: none
- Level 2: none
- Level 3: none

Effective October 1, 2008, the Company adopted Accounting Standards Codification subtopic 820-10, Fair Value Measurements and Disclosures ("ASC 820-10") and Accounting Standards Codification subtopic 825-10, Financial Instruments ("ASC 825-10"), which permits entities to choose to measure many financial instruments and certain other items at fair value. Neither of these statements had an impact on the Company's financial position, results of operations or cash flows. The carrying value of cash and cash equivalents, accounts payable and accrued expenses, as reflected in the balance sheets, approximate fair value because of the short-term maturity of these instruments.

RECENT ACCOUNTING PRONOUNCEMENTS

In March 2010, the FASB (Financial Accounting Standards Board) issued Accounting Standards Update 2010-11 (ASU 2010-11),

"Derivatives and Hedging (Topic 815): Scope Exception Related to Embedded Credit Derivatives." The amendments in this Update are effective for each reporting entity at the beginning of its first fiscal quarter beginning after June 15, 2010. Early adoption is permitted at the beginning of each entity's first fiscal quarter beginning after issuance of this Update. The Company does not expect the provisions of ASU 2010-11 to have a material effect on the financial position, results of operations or cash flows of the Company.

In February 2010, the FASB Accounting Standards Update 2010-10 (ASU 2010-10), "Consolidation (Topic 810): Amendments for Certain Investment Funds." The amendments in this Update are effective as of the beginning of a reporting entity's first annual period that begins after November 15, 2009 and for interim periods within that first reporting period. Early application is not permitted. The Company's adoption of provisions of ASU 2010-10 did not have a material effect on the financial position, results of operations or cash flows.

In February 2010, the FASB issued ASU No. 2010-09 "Subsequent Events (ASC Topic 855) "Amendments to Certain Recognition and Disclosure Requirements" ("ASU No. 2010-09"). ASU No. 2010-09 requires an entity that is an SEC filer to evaluate subsequent events through the date that the financial statements are issued and removes the requirement for an SEC filer to disclose a date, in both issued and revised financial statements, through which the filer had evaluated subsequent events. The adoption did not have an impact on the Company's financial position and results of operations.

In January 2010, the FASB issued an amendment to ASC 820, Fair Value Measurements and Disclosure, to require reporting entities to separately disclose the amounts and business rationale for significant transfers in and out of Level 1 and Level 2 fair value measurements and separately present information regarding purchase, sale, issuance, and settlement of Level 3 fair value measures on a gross basis. This standard is effective for interim and annual reporting periods beginning after December 15, 2009 with the exception of disclosures regarding the purchase, sale, issuance, and settlement of Level 3 fair value measures which are effective for fiscal years beginning after December 15, 2010. The adoption did not have an impact on the Company's financial position and results of operations.

In January 2010, the FASB issued an amendment to ASC 505, Equity, where entities that declare dividends to shareholders that may be paid in cash or shares at the election of the shareholders are considered to be a share issuance that is reflected prospectively in EPS, and is not accounted for as a stock dividend. This standard is effective for interim and annual periods ending on or after December 15, 2009 and is to be applied on a retrospective basis. The adoption of this standard is not expected to have a significant impact on the Company's financial statements.

In October 2009, FASB issued an amendment to the accounting standards related to the accounting for revenue in arrangements with multiple deliverables including how the arrangement consideration is allocated among delivered and undelivered items of the arrangement. Among the amendments, this standard eliminated the use of the residual method for allocating arrangement considerations and requires an entity to allocate the overall consideration to each deliverable based on an estimated selling price of each individual deliverable in the arrangement in the absence of having vendor-specific objective evidence or other third party evidence of fair value of the undelivered items. This standard also provides further guidance on how to determine a separate unit of accounting in a multiple-deliverable revenue arrangement and expands the disclosure requirements about the judgments made in applying the estimated selling price method and how those judgments affect the timing or amount of revenue recognition. This standard, for which the Company is currently assessing the impact, will become effective on January 1, 2011.

In August 2009, FASB issued an amendment to the accounting standards related to the measurement of liabilities that are recognized or disclosed at fair value on a recurring basis. This standard clarifies how a company should measure the fair value of liabilities and that restrictions preventing the transfer of a liability should not be considered as a factor in the measurement of liabilities within the scope of this standard. This standard is effective for the Company on October 1, 2009. The adoption of this amendment did not have a material effect on the Company's financial statements.

On September 30, 2009, the Company adopted changes issued by the Financial Accounting Standards Board (FASB) to the authoritative hierarchy of GAAP. These changes establish the FASB Accounting Standards Codification (Codification) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (SEC) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts; instead the FASB will issue Accounting Standards Updates. Accounting Standards Updates will not be authoritative in their own right as they will only serve to update the Codification. These changes and the Codification itself do not change GAAP. Other than the manner in which new accounting guidance is referenced, the adoption of these changes had no impact on the Company's financial statements.

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

Investment in Marketable Securities

At April 30, 2009 the Company had 2,227,500 shares in a Sustainable Power Corporation (PK:SSTP). The shares were purchased for $22,275, and had a market value of $31,185 resulting in an unrealized gain of $8,910 which is shown in the equity section under comprehensive income. For the year ended April 30, 2010, the company realized $2,692 in gains from the sale of this security.

Comprehensive Income

Comprehensive income is presented in the Shareholders' Equity section of the Consolidated Balance Sheet and consists of unrealized gains or losses on marketable securities.

Revenue Recognition

Sales of products and related costs of products sold are recognized when (i) persuasive evidence of an arrangement exists, (ii) delivery has occurred, (iii) the price is fixed or determinable and (iv) collectability is reasonably assured. These terms are typically met upon the prepayment and shipment of Cinnechol™, the prepayment or invoicing and shipment Cinnergen™, the prepayment or invoicing and shipment of inks and tattoo equipment, the invoicing and shipment of Talsyn™ scar cream to the customer.

Allowance for Doubtful Accounts

The Company provides an allowance for estimated uncollectible accounts receivable balances based on historical experience and the aging of the related accounts receivable.

Income Taxes

Deferred taxes are calculated using the liability method whereby deferred tax assets are recognized for deductible temporary differences and operating loss and tax credit carryforwards and deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Net deferred tax assets consist of the following components as of April 30:

	2010	2009
Deferred tax assets:		
NOL carryover	$ 34,992,000	$ 29,000,000
Accrued expenses	95,600	223,500
Deferred tax liabilities:		
None	-	-
Valuation allowance	(35,087,600)	(28,776,500)
Net deferred tax asset	$ -	$ -

In June 2006, the FASB interpreted its standard for accounting for uncertainty in income taxes, an interpretation of accounting for income taxes. This interpretation clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance the minimum recognition threshold and measurement attributable to a tax position taken on a tax return is required to be met before being recognized in the financial statements. The FASB's interpretation had no material impact on the Company's financial statements for the year ended April 30, 2010. As of April 30, 2010, the Company had a net operating loss carry forward for income tax reporting purposes of approximately $37,500,000 that may be offset against future taxable income through 2025. Current tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited. No tax benefit has been reported in the financial statements, because the Company believes there is a 50% or greater chance the carry forwards will expire unused. Accordingly, the potential tax benefits of the loss carry forwards are offset by a valuation allowance of the same amount.

Research and Development Costs

Expenditures for research and development are expensed as incurred. Such costs are required to be expensed until the point that technological feasibility is established. The Company incurred $492,460 and $473,514 in research and development costs for the years ended April 30, 2010 and 2009, respectively.

Concentration of Credit Risk

The Company has no significant off-balance-sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with one financial institution in the form of demand deposits.

Reclassifications

Certain items in the prior year financial statements have been reclassified for comparative purposes to conform to the presentation in the current period's presentation. These reclassifications have no effect on the previously reported income (loss).

NOTE 4 – ACCOUNTS RECEIVABLE

The Company recognizes a receivable predominately on sales of its Cinnergen product. There was no allowance for doubtful accounts for the year ended April 30, 2010. The Company's experience was that all receivables were collectable at that time and no allowance was necessary.

During the year ended April 30, 2009, the Company issued credit memos to a customer in the amount of $336,452 representing the entire amount billed to date. In exchange the customer will forgive approximately $400,000 of charge backs. A settlement agreement was signed by both parties by July 31, 2009.

NOTE 5 - INVENTORY

At April 30, 2010, inventory consisted of $2,528 of finished goods inventory for Cinnergen™ products. At April 30, 2009, inventory consisted of $117,095 of finished goods and raw materials inventory for Cinnergen™, Cinnechol™ and Talsyn™ scar cream. Inventories are stated at the lower of cost or market. Cost is computed on a weighted-average basis, which approximates the first-in, first-out method; market is based upon estimated replacement costs. Costs included in inventory primarily include finished spirit product and packaging.

NOTE 6 - LOAN RECEIVABLE

On August 7, 2006, the Company loaned Diamond Ranch Foods, Ltd. $105,000. Per the terms of the loan agreement, the loan carries an interest rate of 7.5% per annum and had a maturity date of December 31, 2008. At the maturity date, the Company elected to receive $5,000 per month for 24 months beginning in February 2009. As such $60,000 was classified as short term with the balance of $45,000 as long term.

On July 28, 2009, the Company agreed to receive a lump sum payment of $35,000 in exchange for cancellation of the note receivable. The remaining balance of $55,000 was recorded as a loss from settlement of loan receivable.

NOTE 7 - FIXED ASSETS

Fixed assets consisted of the following:

	April 30,	
	2010	2009
Building	$ -	$ 2,278,779
Computers	59,838	61,230
Furniture and fixtures	31,071	30,338
Lab equipment	149,316	149,316
	240,225	2,519,663
Less: accumulated depreciation	(132,687)	(28,533)
	$ 107,538	$ 2,491,130

Depreciation expense for the years ended April 30, 2010 and 2009 was $104,155 and $28,665, respectively.

NOTE 8 - ASSETS HELD FOR SALE

In accordance with the authoritative guidance of the Financial Accounting Standards Board, assets held for sale are reported at the lower of the carrying amount or fair value less cost to sell and the recognition of depreciation expense is discontinued. On February 16, 2010, the Company entered into a $1,150,000 Sale Agreement for its Cherry Hill facility. Although the Sale Agreement was never finalized, the Sale Agreement establishes a fair market value less than the book value for the Company's building and building improvements. Generally accepted accounting procedures require the Company to adjust the value of its fixed asset to fair market value. The Company has adjusted and reclassified the value of its building and building improvements to fixed assets held for sale in the amount of $1,081,00 ($1,150,000 less $69,000 in estimated real estate commission) as of April 30, 2010 and has recorded a loss for impairment of $1,197,779 for the year ending April 30, 2010.

NOTE 9 - GOODWILL AND INTANGIBLE ASSETS

As described in Note 1 to the financial statements the Company recognized goodwill on its acquisition of Freedom2 Holdings, Inc. and subsidiaries in the restated amount of $2,146,553.

As of April 30, 2009 a fair market assessment of the Company's goodwill and intangible assets found that they were not impaired at that time. As of April 30, 2010, a fair market assessment of the Company's goodwill and intangible assets found that they no longer provided any current or future value to the Company. Current market conditions have materially impacted the Company's ability to make, market and sell its Infinitink® product line, the principle product acquired in the Company's acquisition of Freedom-2 Holdings, Inc. The Company believes that the goodwill and intangible assets (See Note 1 – Acquisition Purchase Price) acquired in this transaction are fully impaired. Accordingly, the Company has recorded a $2,309,842 charge to impairment loss recognized for acquired and intangible assets in its April 30, 2010 Statement of Operations.

On November 22, 2006, the Company, through its wholly-owned subsidiary Cinnergen, Inc. acquired the product rights of Cinnergen™ from NutraLab, Inc. In exchange for the product rights, the Company paid $100,000 and issued 1,000,000 shares of common stock valued at $170,000 to NutraLab, Inc. As part of the purchase agreement, the Company also assumed liabilities of NutraLab, Inc. of $955,826 that was offset by liabilities of the Company of $63,801 that was due to NutraLab, Inc. The Company also agreed to make additional payments totaling $175,000 to NutraLab, Inc. The total purchase price of the product rights was $1,337,025.

The Company then negotiated the payables that it assumed, resulting in a reduction of the liabilities of $480,000. The aforementioned product rights were subsequently reduced representing the forgiveness of debt, to $857,025.

The Company has determined that the product rights acquired through its acquisition of NutraLab, Inc. are fully impaired. The Company has recorded an $857,025 charge to impairment loss recognized for acquired and intangible assets in its April 30, 2009 Statement of Operations.

NOTE 10 - DEBT

As of April 30, 2010 and 2009, the Company has the following long-term debts:

	April 30, 2010			April 30, 2009		
	Principle	Accrued interest & penalty	Total	Principle	Accrued interest & penalty	Total
Note payable to a Bank for a mortgage secured by the building, interest at 7.75 % payable in monthly installments of $19,202, with a balloon payment due 2/1/2013.	$ 1,592,315	$ 75,455	$ 1,667,770	$ 1,584,036	$ -	$ 1,584,036
Increase for fair value at acquisition	112,681	-	112,681	112,681	-	112,681
Amortization of premium	(33,564)	-	(33,564)	(4,795)	-	(4,795)
Note payable for a mortgage	1,671,432	75,455	1,746,887	1,691,922	-	1,691,922
Note Payable to a Law Firm, secured by a second mortgage on the building with interest at 2.5% payable in monthly installments of $5,787.	178,951	5,248	184,199	199,420	-	199,420
Note Payable to an individual secured by a third mortgage on the property due 12/31/2009 with interest at 10% payable on the first day of April, July and October until the maturity date with the balance payable on the maturity date.	150,000	12,500	162,500	150,000	-	150,000
License fee agreement with Brown University, amended February 12, 2009, for intellectual property rights. Equal payments of $100,000 are due on June 1, 2009, 2010, 2011 and 2012. The license fee payments do not include interest.	400,000	-	400,000	400,000	-	400,000
Decrease for fair value at acquisition	(58,408)	-	(58,408)	(58,408)	-	(58,408)
Amortization of premium	20,967	-	20,967	2,995	-	2,995
Note fee payable	362,559	-	362,559	344,587	-	344,587
$135,000 Convertible note payable to employee at 0% interest for severance liability claim due 2/10/2010. The note beneficially converts into 9,000,000 shares of Common Stock at $0.015 per share. The beneficial conversion is amortized over the life of the note. The note is reported net of ($123,903) debt discount.	-	-	-	11,097	-	11,097
Note payable to insurance carrier at 10% and 8.43% interest monthly payment of $7,679 due within one year.	-	-		60,961	-	60,961
Bridge loan payable initiated 12/01/2008 accruing interest at 8% and payable upon maturity on 6/30/2010.	20,000	2,400	22,400	20,668	-	20,668
Total	2,382,942	95,603	2,478,545	2,478,655	-	2,478,655
Less: current portion	2,282,942	95,603	2,378,545	496,491	-	496,491
Long-term portion	$ 100,000	$ -	$ 100,000	$ 1,982,164	$ -	$ 1,982,164

In July 2009, the mortgage agreement with Cornerstone bank was modified whereby the principle of $43,572 paid to date on the note was re-advanced to the borrower returning the principle balance to $1,600,000. Payments under the modified agreement commenced on September 1, 2009. The pending sale of the Company's building accelerates the potential payment of the Cornerstone bank mortgage to the current year. Accordingly, although the maturity date of the mortgage extends to February 1, 2013, the Company recognizes the entire outstanding mortgage value as a current liability. At the date of acquisition the mortgage and license fee payable were recorded at fair value on the Company's balance sheet. The above schedule adjusts the book value of those liabilities to their fair value, net of applicable amortization of the discount and premium as of April 30, 2010 and 2009.

NOTE 11 - COMMON STOCK TRANSACTIONS

For the year ended April 30, 2009 the Company issued shares for services of 5,050,000 valued at $71,000 and shares issued for the acquisition of Freedom-2 Holdings, Inc. equaled 48,205,000.

On June 1, 2009, the Company's Board of Directors declared a stock dividend of one (1) Common Stock share for every five hundred (500) Common Stock shares owned. The dividend was payable to stockholders of record as of June 30, 2009 and resulted in 502,915 shares being issued. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved. The shares were valued at a fair market value of $20,117, which was recorded through retained earnings.

On June 2, 2009, 5,555,555 shares of Common Stock were issued to a shareholder for $250,000 cash received prior to April 30, 2009. The $250,000 was originally recorded on the balance sheet as of April 30, 2009 under the caption "stock not issued". The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

From August 1, 2009 through October 31, 2009, 25,000,000 shares of Common Stock were issued to a shareholder for conversion of 5,000 share of Series E Preferred Stock, which was purchased in December 2007 for $500,000 in cash. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

From August 1, 2009 through September 2, 2009, 23,700,000 share of Common Stock were issue to various shareholders for $227,748 cash. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On September 14, 2009, 3,000,000 shares of Common Stock were issued to Consumer Assistance Program, Inc., for product marketing and sales services. On October 15, 2009, based upon Consumer Assistance's failure to perform its services as advertised, the Company issued a Stop Transfer Resolution rescinding the share issuance. The Company is required to carry the 3,000,000 shares of Common Stock as issued and outstanding until the original certificate is returned. A charge of $45,000 based on the price of the Company's Common Stock as of the date of grant was made to marketing expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On October 22, 2009, 1,734,296 shares of Common Stock were issued to a shareholder for consulting services with regard to fund raising activities. A charge of $58,966 based on the price of the Company's Common Stock as of the date of grant was made to consulting expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On November 17, 2009, 1,250,000 shares of Common Stock were issued to a private shareholder for a cash investment of $25,000. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On December 1, 2009, 1,250,000 shares of Common Stock were issued to each of Marylew Barnes, Senior Vice President and Chief Financial Officer of the Company, Robert Bowker, President of Knock-Out Technologies, Ltd., Dr. Richard Goldfarb, President of MedElite, Inc., and Mr. Tim Matula for director fees. A charge of $140,500 based on the price of the Company's Common Stock as of the date of grant was made to consulting expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On December 4, 2009, 1,250,000 shares of Common Stock were issued to a private shareholder for a cash investment of $25,000. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On December 31, 2009, 2,521,375 shares of Common Stock were issued to a private shareholder for a cash investment of $50,000. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On December 31, 2009, 1,133,333 shares of Common Stock were issued to a private shareholder for a cash investment of $17,000. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On December 31, 2009, 2,676,777 shares of Common Stock were issued to Martin E. Schmieg, Chairman and Chief Executive Officer of the Company, for a cash investment of $40,152. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On January 4, 2010, 6,750,000 shares of Common Stock were issued to Marmel Communications, LLC, for investor and public relations services. Marmel Communications, LLC contract covers the period of January 1, 2010 through June 30, 2011. The service contract was valued at $175,500 based on the price of the Company's Common Stock as of the date of grant was made to consulting expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On February 8, 2010, 15,000,000 shares of Common Stock were issued to a shareholder for $125,000 cash received. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On March 6, 2010, 1,300,000 shares of Common Stock were issued to a shareholder for investor and public relations services. The service contract was valued at $15,600 based on the price of the Company's Common Stock as of the date of grant was made to consulting expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On March 6, 2010, 1,400,000 shares of Common Stock were issued to a shareholder for investor and public relations services. The service contract was valued at $16,800 based on the price of the Company's Common Stock as of the date of grant was made to consulting expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On March 23, 2010, 1,000,000 shares of Common Stock were issued to a shareholder for payment $5,000 in debt. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

On April 6, 2010, 1,500,000 shares of Common Stock were issued to each of Marylew Barnes, former Senior Vice President and Chief Financial Officer of the Company and Dr. A. Peter Morello for equity compensation in lieu of cash. A charge of $15,000 based on the price of the Company's Common Stock as of the date of grant was made to consulting expense. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

NOTE 12 - PREFERRED STOCK

From August 1, 2009 through October 31, 2009, the shareholder converted 5,000 shares of Series E Preferred Stock to 25,000,000 shares of Common Stock.

Series E Preferred Stock has, among others, the following features:

- Series E Preferred Shares will not bear any dividends.
- Each share of Series E Preferred Stock is entitled to receive its share of assets distributable upon the liquidation, dissolution or winding up of the affairs of the Company. The holders of the Series E Preferred Shares shall be entitled to receive in cash out of the assets of the Company before any amount shall be paid to the holders of any capital stock of the Company of any class junior in rank to the Series E Preferred Shares.
- Each share of Series E Preferred Stock is convertible, at the holder's option, into shares of Common Stock, at the average Closing Bid Price of the Company's common stock for five (5) trading days prior to the Conversion Date.
- At every meeting of stockholders, every holder of Series E Preferred Stock is entitled to 50,000 votes for each share of Series E Preferred Stock in his name, with the same and identical voting rights as a holder of a share of Common Stock; therefore, the holder of the preferred stock can effectively increase the Company issued Common Stock shares without a vote of the Common Stock shareholders thus enabling any potential shortfall of authorized common shares outstanding from being covered should the Preferred Stockholders wish to convert.

The average Closing Bid Price at April 30, 2010 was $0.01. Based on the Series E Preferred Stock provisions, if converted on April 30, 2010, the outstanding Series E Preferred Shares would have converted into 50,000,000 shares of the Company's common stock.

The full value for the convertible Preferred Stock was recorded outside of stockholders' equity in the accompanying consolidated balance sheet.

NOTE 13 - COMMITMENTS AND CONTINGENCIES

Legal

On June 11, 2009, Kurt Mussina, former Senior Vice President, Sales and Marketing for Freedom-2, Inc., instituted a lawsuit in the Superior Court of New Jersey, captioned Mussina v. Freedom-2, Inc., et al., against, inter alia, Freedom-2, Inc., Freedom-2 Holdings, Inc. and Nuvilex seeking payment of certain severance monies he argues are due to him under the terms of his previous agreements with Freedom2, Inc. and Freedom2 Holdings, Inc. Mr. Mussina sought payment of approximately $175,000 he claimed was due under these agreements, along with costs and fees associated with the lawsuit. On February 11, 2010, the parties entered into a mutual settlement agreement whereby Mr. Mussina would be paid $135,000. Pursuant to the terms of the settlement agreement, the Company issued to Mr. Mussina a convertible note in the principle amount of $135,000 post dated to April 1, 2009. The note was convertible into 9,000,000 Common Stock shares at a beneficial conversion rate of $0.015 per share. The Company's restated April 30, 2009 financial statements reflect the Company's $135,000 note liability to Mr. Mussina and related beneficial conversion provisions of the note as a debt discount of ($123,904). A $135,000 charge was made to general and administrative expense. Pursuant to an amendment, Mr. Mussina converted the note for 10,000,000 Common Stock shares at a beneficial conversion rate of $.01 per share and subsequently sold the Common Stock shares for $100,000. The Company also paid Mr. Mussina $30,000 in cash. The remaining settlement balance of $5,000 was paid in Common Stock. One million shares of Common Stock were issued to Mr. Mussina on March 23, 2010.

NOTE 14 - RELATED PARTY TRANSACTION

On February 11, 2009, the Company and Charlston Kentrist 41 Direct, Inc. (CK-41) restructured its Marketing Agreement (the "restructured agreement") surrounding purEffect™, a four-step acne treatment system. Under the terms of the restructured agreement, the Company will transfer all of its rights to purEffect™ to CK-41 for four million two hundred-fifty thousand (4,250,000) shares of CK-41 common stock at the price of $0.01 per share. CK-41 will also grant the Company a three year warrant to purchase an additional four million two hundred-fifty thousand (4,250,000) shares of common stock at $6.00 per share. Additionally, the Company will receive a two percent (2%) royalty on worldwide purEffect™ adjusted gross sales. The restructured agreement sets minimum royalty payments of one hundred-fifty thousand ($150,000) dollars payable March 1, 2010 and two hundred-fifty thousand ($250,000) dollars payable on March 1, 2011. As of April 30, 2010, CK-41 is delinquent in its payment of the $150,000 minimum royalty due as of March 1, 2010. Accordingly, the Company with no assurance that this royalty payment will be made is recognizing purEffect™ royalties on a cash received basis. The Company will hold one seat on the board of directors of CK-41.

On September 4, 2009, the Company and Legacy Biotechnologies, Inc. (Legacy) entered into a Joint Venture Agreement (the "joint venture") to develop market and sell Reme-Flu™, a homeopathic flu remedy. Under the terms of the joint venture, Knock-Out Technologies, Ltd., a wholly owned subsidiary of Nuvilex, Inc., granted a license to Legacy to certain intellectual property and know-how. Nuvilex, Inc. is entitled to thirty percent (30%) of net revenues received from the sale of Reme-Flu™ and related products. Net revenues is defined as gross sales less returned goods, cash discounts, credit card processing fees, bad debts, product advertising and marketing expenses, shipping and sales taxes.

On November 4, 2009, the Company and Legacy Biotechnologies, Inc. (Legacy) entered into a Joint Venture Agreement (the "joint venture") to collaborate on the research and development of its cancer therapy technology. Under the terms of the joint venture, Knock-Out Technologies, Ltd., a wholly owned subsidiary of Nuvilex, Inc., granted access to Legacy to certain intellectual property, know-how and research data in support of the Company's cancer therapy development program. Legacy is to provide financial and technical assistance to advance the Company's cancer therapy development program to proof of concept and potentially to a US Food and Drug Administration (FDA) New Drug Application (NDA). Under the terms of the joint venture agreement, Legacy will be entitled to 100% of net revenues or royalties received from sales of products containing Nuvilex' cancer therapy technology up to its aggregate investment in the cancer therapy development program. Thereafter, Legacy will be entitled to 60% of net revenues or royalties received from sales of products containing Nuvilex' cancer therapy technology and Nuvilex will be entitled to 40% of net revenues or royalties received from sales of products containing Nuvilex' cancer therapy technology.

The Company has a consulting agreement with Mr. Robert Bowker, President, Knock-Out Technologies, Ltd., a wholly owned subsidiary of Nuvilex, Inc. For the fiscal years ending April 30, 2010 and 2009, the company incurred consulting fees of $82,120 and $90,000 respectively. As of April 30, 2010, the Company owes Mr. Bowker $7,880, which is recorded in the Company's accounts payable.

NOTE 15 – RESTATED FINANCIAL STATEMENTS

In conjunction with the Company's change of registered certified public accountant, a re-examination of the Company's financial statements for the year ending April 30, 2009 and the application of generally accepted accounting principles for the application of the purchase method of accounting has caused the Company to restate its April 30, 2009 balance sheet, results of operations and cashflows for the year then ended. As part of this reevaluation the Company obtained a third party valuation analysis and purchase price allocation of the Freedom-2 Holdings, Inc. acquisition. An analysis of the restated April 30, 2009 balance sheet, results of operations and cashflows for the year then ended is as follows.

1. A change in value from the originally recorded book value of $2,644,437 in Freedom-2 Holdings, Inc. property, plant and equipment to fair value of $2,489,571. The adjustment of Freedom-2 Holdings, Inc. property, plant and equipment generated a reversal of $2,120 in Q4 depreciation expense for the same assets. The depreciation reversal is reflected in a decrease in general and administrative expenses.

2. The addition of $176,000 of intangible assets acquired from Freedom-2 Holdings, Inc. Related amortization expense of $1,956 was recorded for the fourth quarter.

3. Impairment of $857,025 in intangible assets. The impairment is charged to impairment loss recognized for acquired and intangible assets. See Note – 8 Goodwill and Intangible Assets.

4. A net increase to goodwill as a result in the change to fair value for property, plant & equipment, certain liabilities and the addition of the intangible assets.

5. An increase in short term debt of $135,000 and general & administrative expenses for the issuance of a convertible note to Kurt Mussina for unpaid severance.

6. On February 3, 2006, 1,440,000 Common Stock were issued to a shareholder and not placed on the Company's registry. The shares are valued at $46,080 ($0.32/share). The share issuance was charged to retained earnings. The shares were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption afforded by Section 4(2) of that Act. No underwriters were involved.

7. Pursuant to the beneficial conversion provisions of the Mussina note (see item 4), a debt discount of $135,000 was charged to additional paid in capital in the amount of $135,000.

8. Amortization of $11,096 of the debt discount is charged to interest expense for the month of April 2009.

9. A net increase to long term debt as a result of adjusting certain liabilities to fair value.

10. A net decrease to long term debt for the amortization of the discount and premium which resulted from recording the mortgage and license fee payables at fair value.

11. A reclass of $999,999 from APIC to preferred stock in order to show the full value of the convertible preferred stock outstanding.

Total assets for the period ending April 30, 2009 were decreased, pursuant to the above restatements, to $6,039,464 from $6,842,049.

Results of operations for the year ended April 30, 2009 of the above restatements increased the net loss attributable to Common Stockholders by $1,001,156 for a total loss attributable to Common Stockholders for the year then ended of $7,042,780 or ($0.03 per share).

	April 30, 2009		
	As Reported	Adjustment	As Restated
Cash	$ 603,727	$ -	$ 603,727
Marketable securities	31,185	-	31,185
Accounts receivable - net	156,312	-	156,312
Inventory	117,095	-	117,095
Prepaid expenses	214,418	-	214,418
Current portion of loan receivable	60,000	-	60,000
Total Current Assets	1,182,737	-	1,182,737
Property, plant and equipment - net	2,643,875	(152,745) 1	2,491,130
Goodwill	2,113,412	33,141 4	2,146,553
Intangible assets	857,025	(682,981) 2,3	174,044
Other non-current assets			
Loan receivable, net of current portion	45,000	-	45,000
Total Assets	$ 6,842,049	$ (802,585)	$ 6,039,464
Current Liabilities			
Accounts payable	$ 209,942	$ -	$ 209,942
Accrued expenses	223,459	-	223,459
Current portion of long-term debt	485,395	135,000 7	620,395
Debt discount	-	(123,904) 5,8	(123,904)
Total Current Liabilities	918,796	11,096	929,892
Long-term Liabilities			
Long-term debt	1,929,690	52,475 9,10	1,982,165
Tenant deposits	3,987	-	3,987
Total Liabilities	2,852,473	63,571	2,916,044
Stockholders' Equity:			
Preferred stock	1	999,999 11	1,000,000
Common stock	24,517	144 6	24,661
Additional paid in capital	33,197,848	(819,063) 6,7,11	32,378,785
Comprehensive income	8,910	-	8,910
Stock not yet issued	250,000	-	250,000
Accumulated deficit	(29,491,700)	(1,047,236) 6	(30,538,936)
Total Stockholders' Equity	3,989,576	(866,156)	3,123,420
Total Liabilities and Stockholders' Equity	$ 6,842,049	$ (802,585)	$ 6,039,464

	For the Twelve Months Ended April 30, 2009		
	As Reported	Adjustment	As Restated
Revenues	$ 653,134	$ -	$ 653,134
Cost of revenues	427,410	-	427,410
Gross profit	225,724	-	225,724
Expenses:			
Sales and marketing	594,342	-	594,342
Research and development	473,514	-	473,514
General and administrative	5,199,963	134,836 3,6,10	5,334,799
Total operating expenses	6,267,819	134,836	6,402,655
Net loss from operations	(6,042,095)	(134,836)	(6,176,931)
Other income (expense)			
Interest income	14,651	-	14,651
Dividend income	3,862	-	3,862
Gain on sale of marketable securities	9,133	-	9,133
Impairment loss recognized for fixed assets	-	(857,024) 3	(857,024)
Interest expense	(27,175)	(9,296) 10	(36,471)
Total other income (expense)	471	(866,320)	(865,849)
Net loss	$ (6,041,624)	$ (1,001,156)	$ (7,042,780)
Loss per share			

Basic and diluted	$ (0.03)	$ (0.03)
Weighted average shares outstanding		
Basic and diluted	227,949,900	201,914,344

	For the Year Ended April 30,			
	As Reported	Adjustment		As Restated
Cash flows from operating activities:				
Net loss	$ (6,041,624)	$ (1,001,156)		$ (7,042,780)
Adjustments used to reconcile net loss to net cash provided by (used in) operating activities:				
Stock issued to retained earnings	-	(46,080)	6	(46,080)
Comprehensive income	8,910	-		8,910
Depreciation and amortization	28,830	(165)	1,2	28,665
Common stock issued for services	71,000	181,080	5,6	252,080
Loss on disposal of fixed assets	-	-		-
Abandonment of intangible asset	6,378	-		6,378
Loan receivable accrued interest	(6,875)	-		(6,875)
Loss on impairment of assets	-	857,025	3	857,025
Net amortization of discount/premium	-	(1,800)	10	(1,800)
Change in assets and liabilities:				
(Increase) decrease in accounts receivable	223,484	-		223,484
(Increase) decrease in inventory	172,470	-		172,470
(Increase) decrease in prepaid expenses	4,464,625	-		4,464,625
Increase (decrease) in accounts payable	(299,194)	-		(299,194)
Increase (decrease) in accrued expenses	194,124	-		194,124
Increase in debt discount	-	(123,904)	7	(123,904)
Increase (decrease) in short term debt	-	135,000	5	135,000
(Decrease) in deferred revenue	(7,500)	-		(7,500)
Net cash used in operating activities	(1,185,372)	-		(1,185,372)
Cash flows from investing activities:				
Cash proceeds from acquisition of Freedom2	7,592	-		7,592
Collection of loan receivable	15,000	-		15,000
Purchase of fixed assets	(5,080)	-		(5,080)
Proceeds from or (purchase) of marketable securities	(31,185)	-		(31,185)
Net cash provided by (used in) investing activities	(13,673)	-		(13,673)
Cash flows from financing activities:				
Cash received for stock not issued	250,000	-		250,000
Proceeds from borrowings	61,629	-		61,629
Repayment of debt	(22,398)	-		(22,398)
Net cash provided by financing activities	289,231	-		289,231
Net decrease in cash and cash equivalents	(909,814)			(909,814)
Cash and cash equivalents at beginning of period	1,513,541			1,513,541
Cash and cash equivalents at end of period	$ 603,727			$ 603,727
SUPPLEMENTAL CASH FLOW INFORMATION:				
Franchise and income taxes	$ 2,200			$ 2,200
Cash paid for interest	$ 26,508			$ 26,508
Stock issued for acquisition	$ 2,265,634			$ 2,265,634

NOTE 16 - SUBSEQUENT EVENTS

The Company has performed an evaluation of subsequent events in accordance with ASC Topic 855. Other than the events noted below, the Company is not aware of any subsequent events which would require recognition or disclosure in the financial statements.

May 2010 to present, the Company in cooperation with its major secured and unsecured creditors have formed an ad hoc committee of creditors to collaborate toward a resolution of its outstanding debt and trade payable obligations. The ad hoc committee is overseeing the sale of the Company's real estate holdings and the liquidation of idle furniture and fixtures, manufacturing and research and development assets. Additionally, the Company and the ad hoc committee are evaluating the sale of certain product lines and collection of past due royalties from Charlston Kentrist 41 Direct, Inc. (CK-41) the proceeds of which would be used to extinguish debt and trade payable obligations. The ad hoc committee is chaired by Cornerstone Bank, the Company mortgage lender

and largest creditor.

On April 5, 2010, Ms. Marylew Barnes, Secretary, Senior Vice President, Chief Financial Officer and member of the Board of Directors, resigned all of her positions with the Company for personal reasons. Ms. Patricia Gruden was appointed Interim Secretary and Interim Chief Financial Officer to fill the vacancies left by Ms. Barnes' resignations.

On September 17, 2010, Mr. Martin Schmieg, Chairman and Chief Executive Officer resigned his position with the Company for personal reasons. Ms. Patricia Gruden was appointed Interim Chief Executive Officer and Interim Chairman of the Board of Directors to fill the vacancies left by Mr. Schmieg's resignations.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NUVILEX, INC.
By: /s/ Patricia Gruden
Patricia Gruden, Interim Director, Interim President, Interim Chief Executive Officer and Interim Chief Financial Officer
(Principal Executive Officer and Principal Financial Officer On behalf of the Registrant)

Date: December 28, 2010

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

December 28, 2010	By: /s/ Patricia Gruden Patricia Gruden, Interim Chairman of the Board of Directors, Interim Principal Executive Officer and Interim Principal Financial Officer
December 28, 2010	By: /s/ Robert Bowker Robert Bowker, Director
December 28, 2010	By: /s/ Richard Goldfarb Richard Goldfarb, M.D., FACS, Director
December 28, 2010	By: /s/ Timothy Matula Timothy Matula, Director

EXHIBIT 21.1

SUBSIDIARIES OF REGISTRANT

1. Knock-Out Technologies, Ltd., a Nevada Ltd company
2. MedElite, Inc., a Texas corporation
3. Cinnergen, Inc., a Nevada corporation
4. PurEffect, Inc., a Nevada corporation
5. I-Boost, Inc., a Nevada corporation
6. Cinnechol, Inc., a Nevada corporation
7. Freedom2 Holdings, Inc. a Delaware corporation
8. Freedom2, Inc. a Delaware corporation
9. Exceptional Tattoo and Equipment Supply Company, Inc. a Delaware corporation

EXHIBIT 31.1

SECTION 302 CERTIFICATION

I, Patricia Gruden, certify that:

1. I have reviewed this Annual Report on Form 10-K of Nuvilex, Inc.:

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business owner's other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small issuer's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting

Date: December 28, 2010

By: /s/ Patricia Gruden
Patricia Gruden, Interim Chief Executive Officer and Interim Financial Officer
(Interim Principal Executive Officer and Interim Principal Financial Officer)

EXHIBIT 31.2

SECTION 302 CERTIFICATION

I, Patricia Gruden, certify that:

1. I have reviewed this Annual Report on Form 10-K of Nuvilex, Inc.:

2. Based on my knowledge, this report 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;

4. The small business owner's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in

Exchange Act Rules 13a-15(f) and 15d-15(f)) for the small business issuer and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's fourth fiscal quarter that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and

5. The small business owner’s other certifying officer and I have disclosed, based on my most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small issuer's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting

Date: December 28, 2010

By: /s/ Patricia Gruden
Patricia Gruden, Interim Chief Executive Officer and Interim Chief Financial Officer
(Interim Principal Executive Officer and Interim Principal Financial Officer)

EXHIBIT 32.1

SECTION 906 CERTIFICATION

In connection with the Annual Report of Nuvilex, Inc. on Form 10-K for the period ending April 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patricia Gruden, Interim Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Patricia Gruden
Patricia Gruden, Interim Chief Executive Officer
(Interim Principal Executive Officer)
Date: December 28, 2010

EXHIBIT 32.2

SECTION 906 CERTIFICATION

In connection with the Annual Report of Nuvilex, Inc. on Form 10-K for the period ending April 30, 2010, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Patricia Gruden, Interim Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

By: /s/ Patricia Gruden
Patricia Gruden, Interim Chief Executive Officer
(Interim Principal Executive Officer)
Date: December 28, 2010
