

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)

EDUVERSE.COM  
(Name of Issuer)

Common Stock -- par value \$0.001  
(Title of Class of Securities)

281649103  
(CUSIP Number)

Diane D. Dalmy, Esq.  
8965 W. Cornell Place  
Lakewood, Colorado 80227  
303.985.9324  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 14, 2001  
(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d- 7(b)for other parties to whom copies are to be sent.

(Continued on following pages)

(Page 1 of 7 Pages)

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1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

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CUSIP No. 281649103  
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Page 2 of 7 Pages  
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1 NAME OF REPORTING PERSON: Vaughn Barbon  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON: n/a

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
(b) [ ]

3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS

DEBT  
-----

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [ ]

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Canada

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,018,953 Shares of Common Stock
	8	SHARED VOTING POWER 0
	9	SOLE DISPOSITIVE POWER 3,018,953 Shares of Common Stock
	10	SHARED DISPOSITIVE POWER 0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
3,018,953 Shares of Common Stock

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES [ ]

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
8.05%

14 TYPE OF REPORTING PERSON IND

This original Schedule 13D statement (the "Schedule") is filed on behalf of Vaughn Barbon, an individual ("Barbon") as the reporting person hereunder, relative to the acquisition by Barbon of certain shares of common stock issued by Eduverse.Com. Barbon has not made any previous filings on Schedule 13D.

ITEM 1. SECURITY AND ISSUER.

This Schedule relates to the voting common stock, \$0.001 par value, of Eduverse.Com ("Eduverse"). Eduverse maintains its principal executive offices at 70 East 2nd Avenue, Vancouver, British Columbia, Canada V5T 1B1.

ITEM 2. IDENTITY AND BACKGROUND

This Schedule is being filed by Vaughn Barbon, an individual and citizen of Canada. The business address of Barbon is 56-7501 Cumberland Street, Burnaby, British Columbia V3N 4Y1.

Pursuant to General Instruction C of Schedule 13D, Barbon (the "Instruction C Person") and the information specified in items (a) through (f) of Item 2 with respect to such Instruction C Person, are as follows:

Name	Business Address
Vaughn Barbon	56-7501 Cumberland Street Burnaby, British Columbia Canada V3N 4Y1

Vaughn Barbon has the sole right to control the disposition of and vote the Eduverse securities acquired.

During the last five (5) years, the Instruction C Person has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) nor has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction or become subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

At the execution of a settlement agreement between Eduverse and Barbon dated March 14, 2001 (the "Settlement Agreement"), 2,989,000 shares of restricted common stock of Eduverse were issued to Barbon. The consideration exchanged for the securities of Eduverse was the release and satisfaction by Barbon of a debt owed by Eduverse in the principal amount with accrued interest of \$127,630.30. A copy of the Settlement Agreement between Eduverse and Barbon is filed herewith as Exhibit A.

#### ITEM 4. PURPOSE OF TRANSACTION

The transaction described herein was undertaken for the purpose of satisfying the debt owed by Eduverse to Barbon as follows:

- (i) Eduverse had incurred debt inclusive of accrued interest in the aggregate amount of \$127,630.30 with Barbon for either past financial, administrative and managerial services performed by Barbon pursuant to employment relations and/or prior advances made by Barbon to Eduverse.
- (ii) Eduverse entered into the Settlement Agreement with Barbon whereby Barbon agreed to settle the debt owed to him by Eduverse and accept the issuance of restricted common shares of Eduverse at the rate of \$0.0427 per share as settlement for all interest and principle due and outstanding to Barbon as of the date of the Settlement Agreement.
- (iii) Eduverse desired to enter into the Settlement Agreement to clear its financial books of this and other liabilities in order that Eduverse could proceed with other financings, and is not in a financial position to be able to pay cash to Barbon for satisfaction of such debt.

Pursuant to the instructions for items (a) through (j) of Item 4, Barbon has plans as follows:

- (a) As set forth in Item 3 of this Schedule, Barbon has acquired 2,989,000 shares of restricted common stock of Eduverse. Barbon may consider the acquisition of additional securities of Eduverse, the issuer, but has no present plans or proposals to do so.
- (b) Barbon has no present plans or proposals to cause a merger or effect a liquidation or reorganization of Eduverse or to enter into extraordinary corporate transactions.
- (c) Barbon has no present plans or proposals to cause a sale or transfer of a material amount of assets of Eduverse.
- (d) Barbon plans to exercise the voting rights associated with ownership of shares of common stock of Eduverse.
- (e) Barbon has no present plans or proposals to cause a material change in the capitalization of Eduverse.
- (f) Barbon has no present plans or proposals to make any other material change to the business or corporate structure of Eduverse.
- (g) Barbon has no present plans or proposals to change Eduverse's charter, bylaws or instruments corresponding thereto or to take other actions that impede the acquisition of control of Eduverse by any person.
- (h) Barbon has no present plans or proposals to cause Eduverse's common stock from not being quoted on the OTC Bulletin Board.
- (i) Barbon has no present plans or proposal relating to a class of securities of Eduverse becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934.
- (j) Barbon has no present plans or proposals to take any action similar to any of those enumerated in (a) through (i) above.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) As of the close of business on March 16, 2001, Barbon beneficially owned 3,018,953 shares (or approximately 8.05% of the outstanding shares) of Eduverse's common stock as follows:

Holder -----	Number of Shares -----
Vaughn Barbon	29,953
Vaughn Barbon	2,989,000
 Total	 3,018,953

(b) No Instruction C Person owns any other shares of common or preferred stock of Eduverse. Barbon has sole power to vote or to direct the voting of the 3,018,953 shares of common stock of Eduverse held by Barbon.

(c) As of March 14, 2001, and within the sixty day period prior thereto, to the best knowledge and belief of the undersigned, no transactions involving Eduverse equity securities had been engaged in by Barbon, or by any associates of said party, nor do any of said parties have any right to acquire such securities.

(d) To the best knowledge and belief of the undersigned, no person other than Barbon has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

No contracts, arrangements, understandings or relationships among the persons named in Item 2 exist with respect to securities of the issuer.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

(a) Settlement Agreement dated March 14, 2001 between Eduverse.Com and Vaughn Barbon.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 16, 2001  
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/s/ Vaughn Barbon  
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Vaughn Barbon

SETTLEMENT AGREEMENT

THIS AGREEMENT is entered into as of this 14th day of March, 2001 by and between Eduverse.com, a Nevada corporation (the "Company") and Vaughn Barbon ("Barbon").

RECITALS:

WHEREAS, the Barbon has performed consulting and management services for the Company in the past whereby the Company is indebted to Barbon in the aggregate amount of \$127,630.30 for certain financial, administrative and managerial services performed by Barbon, and/or advances provided by Barbon, and/or accrued interest on unpaid amounts due to Barbon thereunder; and

WHEREAS, the Company is indebted to Barbon for repayment of such aggregate amount of \$127,630.30; and

WHEREAS, the Company and Barbon acknowledge that the aggregate amount of \$127,630.30 is due and owing Barbon (the "Debt"); and

WHEREAS, the Company agrees to issue to Barbon 2,989,000 shares of its restricted common stock at \$0.0427 per share (the "Shares") as full and complete satisfaction of the Debt pursuant to Company Board of Directors authorized resolutions dated March 14, 2001.

AGREEMENT

1. The Company shall issue to Barbon 2,989,000 Shares in full and complete satisfaction of the Debt.

2. Barbon agrees to accept the issuance and delivery of 2,989,000 Shares in full settlement and satisfaction of the Debt, and further agrees to release and forever discharge the Company from any and all causes of action, debts, sums of money, claims and demands whatsoever, in law or in equity, related to the Debt, which Barbon now or hereafter can, shall or may have.

3. Barbon is aware that the Shares are not being registered under the Securities Act of 1933, as amended (the "Securities Act"). Barbon understands that the Shares are being issued in reliance on the exemption from registration provided by Section 4(2) thereunder. Barbon understands that it may be required to bear the economic risk of this investment for an indefinite period of time because there is currently no trading market for the Shares and the Shares cannot be resold or otherwise transferred unless applicable federal and state securities laws are complied with or exemptions therefrom are available.

4. Barbon represents and warrants that the Shares are being acquired solely for Barbon's own account, for investment purposes only, and not with a view to or in connection with, any resale or distribution. Barbon understands that the Shares are nontransferable unless the Shares are registered under the Securities Act and under any applicable state securities law or an opinion of counsel satisfactory to the Company is delivered to the Company to the effect that any proposed disposition of the Shares will not violate the registration requirements of the Securities Act and any applicable state securities laws. Barbon further understands that the Company has no obligations to register the Shares under the Securities Act or to register or qualify the Shares for sale under any state securities laws, or to take any other action, through the establishment of exemption(s) or otherwise, to permit the transfer thereof.

5. Barbon has had an opportunity to ask questions of and received answers from the officers, directors and employees of the Company or a person or persons acting on its or their behalf, concerning the financial position of the Company.

6. This Settlement Agreement shall be effective as of March 14, 2001, and shall be binding upon and inure to the benefit of the parties hereto and their respective assigns and successors.

EDUVERSE.COM,  
a Nevada Corporation

By:  
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President

VAUGHN BARBON

By:

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