

CURRENT INFORMATION FILING
of
INTERLINE RESOURCES CORPORATION
as of
May 29, 2014

OTC: IRCE

CUSIP: 458744208

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

Interline Resources Corporation

2) Address of the issuer's principal executive offices

Registered Address

881 Baxter Drive, Ste 100
South Jordan, UT 84095

Principal Executive Office

2950 North Loop West, Suite 500
Houston, TX 77092
Phone: 281-377-1046

IR Contact

Lagano & Associates, Inc.
2952 Chancery Lane
Clearwater, FL 33759
Ph: 727-480-3082
Email: plagano@laganoassociates.com

3) Security Information

Trading Symbol: IRCE

Exact title and class of securities outstanding: Common & Series B Preferred

CUSIP: 458744208

Par or Stated Value: 0.005

Total shares authorized: 500,000,000 **as of:** 5/28/2014

Total shares outstanding: 60,166,298 **as of:** 5/28/2014

Transfer Agent

Transfer Online, Inc.
512 E. Salmon Street
Portland, OR 97214
503-227-2950

Is the Transfer Agent registered under the Exchange Act? Yes

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

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

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

1. 1-for-5000 Reverse Split effective 05/21/2014
2. Acquisition of QUICKflickUSA, Inc., a Washington corporation, on 5/27/2014 for 60,000,000 Restricted Common Shares, 40,000,000 of which are subject to a 2-year lock up period, per the Stock Purchase Agreement.

4) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

1. On August 31, 2013, the Company entered into a Share Exchange Agreement with Mindstream Media LLC whereby the Company issued shares of common stock in exchange for shares of Mindstream Media LLC.
2. On September 11, 2013, the Company entered into a Split Off Agreement wherein Marcellous McZeal and George Smith resigned as officers and directors and transferred their respective shares of the Company to the Company in exchange for 100% of the shares of Interline Pipeline Co., a subsidiary of the Issuer. Mr. McZeal surrendered 100,558,447 shares in his name and Mr. Smith surrendered 108,038,965 shares in his name.
3. On October 23, 2013, Joseph Douglas Rosen purchased 20,018,018 shares of common stock of the Company for \$20,000.
4. On January 22, 2014, the Company filed an Amendment to the Articles of Incorporation to designate the preferences, rights, and limitations of 1,000,000 shares of Series B Preferred Stock.
5. On January 27, 2014, Veidt Research LLC purchased 1,000,000 Series B Preferred Stock of the Company.
6. On March 24, 2014, Veidt research LLC entered into a Stock Purchase Agreement with DNDK Partners, Inc. to sell 1,000,000 shares of restricted Series B Preferred Stock and 446,541,107 restricted shares of common stock of the Company. The transaction closed on March 26, 2014. The Series B Preferred Stock has the right to vote 80% of the votes on any matter requiring the vote of shareholders.

7. On April 8, 2014, the Board of Directors of the Company and DNDK Partners, Inc. voted its 80% votes in favor of the Amendment of the Articles of Incorporation to reduce the authorized common stock from 2,000,000,000 to 500,000,000 shares and to reverse split the common stock on the basis of 1 share for 5,000. The reverse split was approved by FINRA on May 20, 2014 and effective on May 21, 2014, leaving issued and outstanding 166,298 shares of common stock.
8. On May 27, 2014, the Company acquired 100% of the issued stock of QUICKflickUSA, Inc., a Washington corporation for 60,000,000 shares of common stock of the Company.

5) Financial Statements

General

The Accompanying Financial Statements have been prepared from the books and records of the Company and have not been subject to independent review and audit. The financials reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented.

In addition to the financial statements of Interline Resources Corporation for the years ending December 31, 2013 and 2012, we attach hereto the financial statements of QUICKflickUSA, Inc. for the years ended December 31, 2013 and 2012, and quarters ended March 31, 2014 and 2013 for the reason that on May 27, 2014 the Company acquired all of the issued and outstanding shares of QUICKflickUSA, Inc. in exchange for 60,000,000 restricted shares of common stock of the Company, 40,000,000 of which shares are subject to a 2-year Lock-Up Agreement. The financial statements of both companies will be consolidated in the next filing of Interline Resources Corporation.

INTERLINE RESOURCES CORPORATION
BALANCE SHEETS
DECEMBER 31, 2013 AND 2012

ASSETS

	2013	2012
CURRENT ASSETS		
Cash	\$ -	\$ -
Total current assets	-	-
Fixed assets, net	300,000	300,000
TOTAL ASSETS	\$ 300,000	\$ 300,000

LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 51,534	\$ 66,534
Total current liabilities	51,534	66,534
TOTAL LIABILITIES	51,534	66,534
STOCKHOLDERS' EQUITY (DEFICIT)		
Series B Preferred stock, no par value, 1,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, \$0.005 par value, 2,000,000,000 shares authorized, 814,452,391 and 460,875,000 shares issued and outstanding	4,072,262	2,304,375
Additional paid in capital	334,257	2,069,131
Accumulated deficit	(4,158,053)	(4,140,040)
Total Stockholders' Equity (Deficit)	248,466	233,466
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 300,000	\$ 300,000

INTERLINE RESOURCES CORPORATION
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>YEAR ENDED</u> <u>DECEMBER 31, 2013</u>	<u>YEAR ENDED</u> <u>DECEMBER 31, 2012</u>
REVENUES	\$ -	\$ -
COST OF REVENUES	-	-
GROSS PROFIT	<u>-</u>	<u>-</u>
OPERATING EXPENSES		
General and administrative	18,013	40,487
Impairment	<u>-</u>	<u>1,222,876</u>
Total operating expenses	<u>18,013</u>	<u>1,263,363</u>
OPERATING LOSS	<u>(18,013)</u>	<u>(1,263,363)</u>
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(18,013)	(1,263,363)
Provision for income taxes	<u>-</u>	<u>-</u>
NET LOSS	<u>\$ (18,013)</u>	<u>\$ (1,263,363)</u>

INTERLINE RESOURCES CORPORATION
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance - December 31, 2011	-	\$ -	-	\$ -	\$ 3,912,631	\$ (2,876,677)	\$ 1,035,954
Common stock issued for cash	-	-	460,875,000	2,304,375	(1,843,500)	-	460,875
Net loss for the year ended December 31, 2012	-	-	-	-	-	(1,263,363)	(1,263,363)
Balance - December 31, 2012	-	-	460,875,000	2,304,375	2,069,131	(4,140,040)	233,466
Common stock issued for cash	-	-	562,174,803	2,810,874	(2,777,861)	-	33,013
Cancellation of shares in divestiture	-	-	(208,597,412)	(1,042,987)	1,042,987	-	-
Net loss for the year ended December 31, 2013	-	-	-	-	-	(18,013)	(18,013)
Balance - December 31, 2013	-	\$ -	814,452,391	\$ 4,072,262	\$ 334,257	\$ (4,158,053)	\$ 248,466

INTERLINE RESOURCES CORPORATION
STATEMENTS OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	YEAR ENDED DECEMBER 31, 2013	YEAR ENDED DECEMBER 31, 2012
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (18,013)	\$ (1,263,363)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Impairment	-	1,222,876
Change in assets and liabilities		
Increase (decrease) in accounts payable and accrued expenses	(15,000)	(420,468)
Total adjustments	(15,000)	802,408
Net cash (used in) operating activities	(33,013)	(460,955)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of notes payable	-	-
Proceeds received from issuance of common stock	33,013	460,875
Net cash provided by financing activities	33,013	460,875
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	-	(80)
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	-	80
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ -	\$ -
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

INTERLINE RESOURCES CORPORATION
BALANCE SHEETS
MARCH 31, 2014 AND DECEMBER 31, 2013

ASSETS	MARCH 31, 2014	DECEMBER 31, 2013
CURRENT ASSETS		
Cash	\$ -	\$ -
Total current assets	-	-
Fixed assets, net	300,000	300,000
TOTAL ASSETS	\$ 300,000	\$ 300,000
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 51,534	\$ 51,534
Total current liabilities	51,534	51,534
TOTAL LIABILITIES	51,534	51,534
STOCKHOLDERS' EQUITY (DEFICIT)		
Series B Preferred stock, no par value, 1,000,000 shares authorized, 1,000,000 and no shares issued and outstanding	-	-
Common stock, \$0.005 par value, 2,000,000,000 shares authorized, 814,452,391 and 814,452,391 shares issued and outstanding	4,072,262	4,072,262
Additional paid in capital	334,357	334,257
Accumulated deficit	(4,158,153)	(4,158,053)
Total Stockholders' Equity (Deficit)	248,466	248,466
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 300,000	\$ 300,000

INTERLINE RESOURCES CORPORATION
STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

	THREE MONTHS ENDED MARCH 31, 2014	THREE MONTHS ENDED MARCH 31, 2013
REVENUES	\$ -	\$ -
COST OF REVENUES	-	-
GROSS PROFIT	-	-
OPERATING EXPENSES		
General and administrative	100	18,013
Impairment	-	-
Total operating expenses	100	18,013
OPERATING LOSS	(100)	(18,013)
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(100)	(18,013)
Provision for income taxes	-	-
NET LOSS	\$ (100)	\$ (18,013)

INTERLINE RESOURCES CORPORATION
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND YEARS ENDED DECEMBER 31, 2013 AND 2012

	Preferred Stock		Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount			
Balance - December 31, 2011	-	\$ -	-	\$ -	\$ 3,912,631	\$ (2,876,677)	\$ 1,035,954
Common stock issued for cash	-	-	460,875,000	2,304,375	(1,843,500)	-	460,875
Net loss for the year ended December 31, 2012	-	-	-	-	-	(1,263,363)	(1,263,363)
Balance - December 31, 2012	-	-	460,875,000	2,304,375	2,069,131	(4,140,040)	233,466
Common stock issued for cash	-	-	562,174,803	2,810,874	(2,777,861)	-	33,013
Cancellation of shares in divestiture	-	-	(208,597,412)	(1,042,987)	1,042,987	-	-
Net loss for the year ended December 31, 2013	-	-	-	-	-	(18,013)	(18,013)
Balance - December 31, 2013	-	-	814,452,391	4,072,262	334,257	(4,158,053)	248,466
Preferred stock issued for services	1,000,000	-	-	-	100	-	100
Net loss for the three months ended March 31, 2014	-	-	-	-	-	(100)	(100)
Balance - March 31, 2014	<u>1,000,000</u>	<u>\$ -</u>	<u>814,452,391</u>	<u>\$ 4,072,262</u>	<u>\$ 334,357</u>	<u>\$ (4,158,153)</u>	<u>\$ 248,466</u>

INTERLINE RESOURCES CORPORATION
STATEMENTS OF CASH FLOW
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

	THREE MONTHS ENDED MARCH 31, 2014	THREE MONTHS ENDED MARCH 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (100)	\$ (18,013)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Preferred stock issued for services	100	-
Change in assets and liabilities		
Increase (decrease) in accounts payable and accrued expenses	-	18,013
Total adjustments	100	18,013
Net cash (used in) operating activities	-	-
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments of notes payable	-	-
Proceeds received from issuance of common stock	-	-
Net cash provided by financing activities	-	-
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	-	-
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	-	-
CASH AND CASH EQUIVALENTS - END OF YEAR	\$ -	\$ -
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -

QUICKflickUSA, INC.
BALANCE SHEETS
DECEMBER 31, 2013 AND 2012

ASSETS

	<u>2013</u>	<u>2012</u>
CURRENT ASSETS		
Cash	\$ 209,381	\$ 109,804
Accounts receivable	4,880	12,194
Total current assets	<u>214,261</u>	<u>121,998</u>
Fixed assets, net	<u>489,322</u>	<u>655,157</u>
TOTAL ASSETS	<u>\$ 703,583</u>	<u>\$ 777,155</u>
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 157,214	\$ 150,336
Current portion of loans payable	105,843	105,843
Total current liabilities	<u>263,057</u>	<u>256,179</u>
LONG-TERM LIABILITIES		
Loans payable, net of current portion	<u>169,151</u>	<u>274,994</u>
TOTAL LIABILITIES	<u>432,208</u>	<u>531,173</u>
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, \$0.01 par value, 3,500,000 shares authorized, 3,400,000 and 1 shares issued and outstanding	34,000	-
Additional paid in capital	1,666,090	1,100,090
Accumulated deficit	<u>(1,428,715)</u>	<u>(854,108)</u>
Total Stockholders' Equity (Deficit)	<u>271,375</u>	<u>245,982</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	<u>\$ 703,583</u>	<u>\$ 777,155</u>

QUICKflickUSA, INC.
STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>YEAR ENDED</u> <u>DECEMBER 31, 2013</u>	<u>YEAR ENDED</u> <u>DECEMBER 31, 2012</u>
REVENUES	\$ 256,674	\$ 105,606
COST OF REVENUES	<u>194,344</u>	<u>204,144</u>
GROSS PROFIT (LOSS)	<u>62,330</u>	<u>(98,538)</u>
OPERATING EXPENSES		
General and administrative	445,202	431,897
Depreciation	<u>188,293</u>	<u>101,011</u>
Total operating expenses	<u>633,495</u>	<u>532,908</u>
OPERATING LOSS	<u>(571,165)</u>	<u>(631,446)</u>
NET LOSS BEFORE OTHER EXPENSE AND PROVISION FOR INCOME TAXES	(571,165)	(631,446)
Other expense - interest expense	<u>(3,442)</u>	<u>(557)</u>
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(574,607)	(632,003)
Provision for income taxes	<u>-</u>	<u>-</u>
NET LOSS	<u>\$ (574,607)</u>	<u>\$ (632,003)</u>

QUICKflickUSA, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	Common Stock		Additional	Accumulated	Total
	Shares	Amount	Paid-In	Deficit	
			Capital		
Balance - December 31, 2011	1	\$ -	\$ 300,090	\$ (222,105)	\$ 77,985
Common stock issued for cash	-	-	800,000	-	800,000
Net loss for the year ended December 31, 2012	-	-	-	(632,003)	(632,003)
Balance - December 31, 2012	1	-	1,100,090	(854,108)	245,982
Common stock issued for cash	3,399,999	34,000	566,000	-	600,000
Net loss for the year ended December 31, 2013	-	-	-	(574,607)	(574,607)
Balance - December 31, 2013	<u>3,400,000</u>	<u>\$ 34,000</u>	<u>\$ 1,666,090</u>	<u>\$ (1,428,715)</u>	<u>\$ 271,375</u>

QUICKflickUSA, INC.
STATEMENTS OF CASH FLOW
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	<u>YEAR ENDED</u> <u>DECEMBER 31, 2013</u>	<u>YEAR ENDED</u> <u>DECEMBER 31, 2012</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (574,607)	\$ (632,003)
Adjustments to reconcile net (loss)		
to net cash used in operating activities:		
Depreciation	188,293	101,011
Change in assets and liabilities		
(Increase) decrease in accounts receivable	7,314	(11,688)
Increase in accounts payable and accrued expenses	6,878	46,059
Total adjustments	<u>202,485</u>	<u>135,382</u>
Net cash (used in) operating activities	<u>(372,122)</u>	<u>(496,621)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	<u>(22,458)</u>	<u>(583,048)</u>
Net cash (used in) investing activities	<u>(22,458)</u>	<u>(583,048)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds of loans payable, net of proceeds	(105,843)	380,837
Proceeds received from issuance of common stock	<u>600,000</u>	<u>800,000</u>
Net cash provided by financing activities	<u>494,157</u>	<u>1,180,837</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	99,577	101,168
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR	<u>109,804</u>	<u>8,636</u>
CASH AND CASH EQUIVALENTS - END OF YEAR	<u>\$ 209,381</u>	<u>\$ 109,804</u>
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the year for:		
Interest	\$ 3,442	\$ 557
Income taxes	\$ -	\$ -

QUICKflickUSA, INC.
BALANCE SHEETS
MARCH 31, 2014 AND DECEMBER 31, 2013

ASSETS	MARCH 31, 2014	DECEMBER 31, 2013
CURRENT ASSETS		
Cash	\$ 182,240	\$ 209,381
Accounts receivable	5,339	4,880
Total current assets	187,579	214,261
Fixed assets, net	442,249	489,322
TOTAL ASSETS	\$ 629,828	\$ 703,583
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES		
Accounts payable and accrued expenses	\$ 138,635	\$ 157,214
Loan payable - related party	100,000	-
Current portion of loans payable	105,843	105,843
Total current liabilities	344,478	263,057
LONG-TERM LIABILITIES		
Loans payable, net of current portion	126,616	169,151
TOTAL LIABILITIES	471,094	432,208
STOCKHOLDERS' EQUITY (DEFICIT)		
Common stock, \$0.01 par value, 3,500,000 shares authorized, 3,400,000 shares issued and outstanding	34,000	34,000
Additional paid in capital	1,666,090	1,666,090
Accumulated deficit	(1,541,356)	(1,428,715)
Total Stockholders' Equity (Deficit)	158,734	271,375
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)	\$ 629,828	\$ 703,583

QUICKflickUSA, INC.
STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

	THREE MONTHS ENDED MARCH 31, 2014	THREE MONTHS ENDED MARCH 31, 2013
REVENUES	\$ 68,040	\$ 63,507
COST OF REVENUES	42,215	50,198
GROSS PROFIT	25,825	13,309
OPERATING EXPENSES		
General and administrative	87,675	56,201
Depreciation	47,073	47,073
Total operating expenses	134,748	103,274
OPERATING LOSS	(108,923)	(89,965)
NET LOSS BEFORE OTHER EXPENSE AND PROVISION FOR INCOME TAXES	(108,923)	(89,965)
Other expense - interest expense	(3,718)	(273)
NET LOSS BEFORE PROVISION FOR INCOME TAXES	(112,641)	(90,238)
Provision for income taxes	-	-
NET LOSS	\$ (112,641)	\$ (90,238)

QUICKflickUSA, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND YEARS ENDED DECEMBER 31, 2013 AND 2012

	Common Stock		Additional Paid-In Capital	Accumulated Deficit	Total
	Shares	Amount			
Balance - December 31, 2011	1	\$ -	\$ 300,090	\$ (222,105)	\$ 77,985
Common stock issued for cash	-	-	800,000	-	800,000
Net loss for the year ended December 31, 2012	-	-	-	(632,003)	(632,003)
Balance - December 31, 2012	1	-	1,100,090	(854,108)	245,982
Common stock issued for cash	3,399,999	34,000	566,000	-	600,000
Net loss for the year ended December 31, 2013	-	-	-	(574,607)	(574,607)
Balance - December 31, 2013	3,400,000	34,000	1,666,090	(1,428,715)	271,375
Common stock issued for cash	-	-	-	-	-
Net loss for the three months ended March 31, 2014	-	-	-	(112,641)	(112,641)
Balance - March 31, 2014	<u>3,400,000</u>	<u>\$ 34,000</u>	<u>\$ 1,666,090</u>	<u>\$ (1,541,356)</u>	<u>\$ 158,734</u>

QUICKflickUSA, INC.
STATEMENTS OF CASH FLOW
FOR THE THREE MONTHS ENDED MARCH 31, 2014 AND 2013

	THREE MONTHS ENDED MARCH 31, 2014	THREE MONTHS ENDED MARCH 31, 2013
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss	\$ (112,641)	\$ (90,238)
Adjustments to reconcile net (loss) to net cash used in operating activities:		
Depreciation	47,073	47,073
Change in assets and liabilities		
(Increase) in accounts receivable	(459)	(3,663)
(Decrease) in accounts payable and accrued expenses	(18,579)	(10,307)
Total adjustments	28,035	33,103
Net cash (used in) operating activities	(84,606)	(57,135)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	-	(22,198)
Net cash (used in) investing activities	-	(22,198)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds of loans payable, net of proceeds	(42,535)	(42,535)
Proceeds of loans payable - related parties, net of proceeds	100,000	-
Proceeds received from issuance of common stock	-	100,000
Net cash provided by financing activities	57,465	57,465
NET (DECREASE) IN CASH AND CASH EQUIVALENTS	(27,141)	(21,868)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	209,381	109,804
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 182,240	\$ 87,936
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid during the period for:		
Interest	\$ 3,718	\$ 273
Income taxes	\$ -	\$ -

6) Issuer's Business, Products & Services / Management Discussion & Analysis

The following Management's Discussion & Analysis (MD&A) should be read in conjunction with Interline Resources Corp's financial statements for the quarter ended March 31, 2014, and the notes thereto. The Accompanying Financial Statements have been prepared from the books and records of the Company and have not been subject to independent review and audit. The financials reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented. This MD&A is prepared as of May 27, 2014.

Forward-looking Statements

This section contains certain statements that may include "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by the use of forward-looking terminology such as "believes," "expects," "anticipate," "optimistic," "intend," "will" or other similar expressions. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in the Company's periodic reports that are filed with the Securities and Exchange Commission and available on its website at <http://www.sec.gov>. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under applicable securities laws, the Company does not assume a duty to update these forward-looking statements.

Description of Business

IRCE develops and integrates next-generation automation technologies into retail chain store environments. The Company provides its sophisticated services on a turnkey basis to major retail chains via a symbiotic relationship with our retail hosts and their built-in customer bases. IRCE maintains one single backend, integrating each business unit, ensuring efficiencies which include integrated reporting, inventory management, customer tracking, data services, security and other integrated information technologies. Operating in a rapidly-growing market segment, the Company pays as much attention to back-end integration and ongoing engagement as to front-end placement and experience, making the transaction faster and easier for the customer and more profitable for the retailer. Above all, the Company focuses on an engaging and rewarding customer experience which benefits all stakeholders.

IRCE has recently purchased QUICKflickUSA, Inc. ("QUICKflick"), a privately-held DVD rental kiosk company with operations centered in Houston for 60,000,000 restricted common shares, 40,000,000 of which are subject to a 2-year lock up period. QUICKflick maintains contracts with Valero Marketing & Supply Company, and Fiesta Mart, both headquartered in Texas, along with other regional convenience store operators in Texas and Indiana. IRCE intends to capitalize QUICKflick to fuel growth, including the assembly of DVD rental kiosk industry executives, operations and business development personnel. IRCE seeks to deploy an additional 100 kiosk locations by Q4, 2014, and seeks to then ramp up deployment and operations to 600 by Q4, 2015, creating multiple revenue streams.

IRCE is also considering several other next-generation automated retail technologies with its manufacturer, which it may seek to deploy in 2015. These technologies would provide custom solutions for other industry channels, helping to redefine what can be sold from a machine.

Legal Proceedings

The Issuer is not a defendant in any legal proceedings.

Date and State (or Jurisdiction) of Incorporation: 10/7/1988 – Utah, USA
The issuer’s primary and secondary SIC Codes: 7200 – Personal Services
The issuer’s fiscal year end date: December 31

7) Describe the Issuer’s Facilities

The Company has retail locations located throughout the United States via its recently acquired and wholly-owned subsidiary, QUICKflickUSA, Inc. (“QUICKflick”). QUICKflick currently has a month-to-month, subleased warehouse facility in Houston, TX that is used for staging, deployment, and storage of the DVD rental kiosks. QUICKflick also has month-to-month leased space in San Antonio, TX that is used for storage. Revenue-generating retail locations are located throughout Texas (32 locations), and Indiana (2 locations) at grocery or convenience store chains, through exclusive 3 or 5 year Kiosk Placement or Licensing Agreements with the respective retail hosts. The Company has a month-to-month leased office located at 2950 North Loop West, Suite 500, Houston TX 77092. The Company is actively looking for permanent, mixed-use office and warehouse space in the region that best suits the growth of the Company, and its subsidiary, QUICKflickUSA, Inc.

8) Officers, Directors, and Control Persons

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

A. Current Directors, Officers, and any significant shareholders

Michael E. Marcovsky, Chief Executive Officer
Timothy L. Regnier, President & Chief Operating Officer
John M. White, Vice President & Secretary

Gordon D. White, Director
Timothy L. Regnier, Director
John M. White, Director

DNDK Partners, Inc.	1,000,000	Series B Preferred Shares
DNDK Partners, Inc.	89,309	Restricted Common Shares
Integrated Management USA Corp.	30,000,000	Restricted Common Shares, 20MM of which are subject to a 2-year lock-up agreement

Revcon Investment Corp.

30,000,000

Restricted Common Shares, 20MM
of which are subject to a 2-year
lock-up agreement

B. Legal/Disciplinary History.

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

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

None

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

None

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

None

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

None

C. Beneficial Shareholders.

Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

1. DNDK Partners Inc. 1,000,000 Series B Preferred Shares
 - a. **Registered Agent:** Paracorp, Inc., 318 N Carson Street #208, Carson City, NV 89701
 - b. DNDK Partners is owned beneficially one half by each of Integrated Management USA Corp. and Revcon Investment Corp.

2. DNDK Partners Inc. 89,309 Restricted Common Shares
 - a. **Registered Agent:** Paracorp, Inc., 318 N Carson Street #208, Carson City, NV 89701
 - b. DNDK Partners is owned beneficially one half by each of Integrated Management USA Corp. and Revcon Investment Corp.

3. Integrated Management USA Corp. 30,000,000 Restricted Common Shares
- a. **Registered Agent:** The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
 - b. Integrated Management USA Corp. is wholly-owned by Integrated Management & Realty, Ltd., a Corporation formed under the laws of Alberta.
 - i. **Integrated Management & Realty, Ltd.:** 10558 – 115 Street, Edmonton AB T5H 3K6
 - a. **Registered Agent:** Brownlee LLP, 2200, 10155 - 102 Street, Edmonton AB T5J 4G8
 - c. Integrated Management & Realty, Ltd. is owned beneficially by Gordon White and Jane White.
 - i. **Gordon White:** 10558 – 115 Street, Edmonton AB T5H 3K6
 - a. **Registered Agent:** Brownlee LLP, 2200, 10155 - 102 Street, Edmonton AB T5J 4G8
 - ii. **Jane White:** 10558 – 115 Street, Edmonton AB T5H 3K6
 - a. **Registered Agent:** Brownlee LLP, 2200, 10155 - 102 Street, Edmonton AB T5J 4G8
4. Revcon Investment Corp. 30,000,000 Restricted Common Shares
- a. **Registered Agent:** The Corporation Trust Company, 1209 Orange Street, Wilmington, DE 19801
 - b. Revcon Investment Corp., is wholly-owned by 163051 Alberta Ltd., a Corporation formed under the laws of Alberta
 - i. **163051 Alberta Ltd:** #201 625 Parsons Road SW Edmonton, AB T6X 0N9
 - a. **Registered Agent:** RMLO Law Office, 101, 10301-109 Street NW, Edmonton AB T5J 1N4
 - c. 163051 Alberta Ltd. is owned beneficially by Christian Billesberger and Dave Szatkowski
 - i. **Christian Billesberger:** #201 625 Parsons Road SW Edmonton, AB T6X 0N9
 - a. **Registered Agent:** RMLO Law Office, 101, 10301-109 Street NW, Edmonton AB T5J 1N4
 - ii. **Dave Szatkowski:** #201 625 Parsons Road SW Edmonton, AB T6X 0N9
 - a. **Registered Agent:** RMLO Law Office, 101, 10301-109 Street NW, Edmonton AB T5J 1N4

9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel

John Holt Smith
Smith & Associates
5001 Junius Street
Dallas TX 75214
Phone: 310-384-1886
Email: holtjsmith@gmail.com

Accountant or Auditor

Michael Pollack, CPA
KBL, LLP
114 West 47th Street, 19th Floor, Suite 1900
New York, NY 10036
Phone: 212-785-9700
www.kbl.com

Investor Relations Consultant

Lagano & Associates, Inc.
2952 Chancery Lane
Clearwater, FL 33759
Ph: 727-480-3082
Email: plagano@laganoassociates.com

10) Issuer Certification

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

The certifications shall follow the format below:

I, Michael E. Marcovsky certify that:

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

05/29/2014

/s/ MICHAEL E. MARCOVSKY
Chief Executive Officer

SMITH & ASSOCIATES
5001 Junius Street
Dallas, TX 75214
310-384-1886

May 29, 2014

OTC Markets Group Inc.
304 Hudson Street
2nd Floor
New York, NY 10013

Re: Interline Resources Corporation: symbol: IRCE

Dear OTC Markets Group Inc.:

The undersigned represents Interline Resources Corporation, which trades on the OTC Pink Market under the trading symbol, "IRCE" ("Issuer"). The undersigned is a U.S. resident and has been retained by the Issuer for the purpose of rendering this letter and related matters, as the Issuer's securities attorney, serving as regular disclosure counsel. I am authorized to practice law before the Securities and Exchange Commission and have not been prohibited from practice thereunder. I am also authorized to practice before all of the courts of the state of California, and the federal court for the Northern District of Texas. OTC Markets Group Inc. is entitled to rely on this letter in determining whether the Issuer has made adequate current information available within the meaning of Rule 144c (2) under the Securities Act of 1933.

In rendering this opinion, I have examined such corporate records and other documents and such questions of law as I considered necessary or appropriate for purposes of rendering an opinion, including but not limited to the following documents and representations, which were provided to me by IRCE representatives, and public records of the Securities and Exchange Commission and state of Utah, which sources I believe to be reliable. All representations made to me in IRCE documents and by IRCE representatives are deemed to be accurate and reliable. The documents I reviewed are as follows: the articles of incorporation of the Company and amendments thereto, filed April 21, 2014; the bylaws of the Company dated January 17, 2014; the Interim Financial Reports of the Company for the period ended September 30, 2012, containing financial statements for the periods ended September 30, 2012, and related balance sheets, statements of operations, statements of cash flows, statements of changes in stockholder equity, and notes, prepared according to GAAP; the interim financial report containing financial statements for the interim period ended March 31, 2012, and related balance sheets, statements of operations, statements of cash flows, statements of changes in stockholder equity, and notes, prepared according to GAAP, and the Form D filed with the Securities and Exchange Commission on October 3, 2012; and the Current Information Filing of Interline Resources Corporation containing financial statements for the years ended December 31, 2013 and 2012 and related balance sheets, statements of operations, statements of cash flows, statements of changes in stockholder equity, and notes, prepared according to GAAP, filed May 29, 2014.

Based upon the foregoing, it is my opinion that the information (i) constitutes adequate current public information concerning the Securities of the Issuer and is available within the meaning of Rule 144c(2) under the Securities Act; (ii) includes all of the information that a broker-dealer would be required to obtain from the Issuer to publish a quotation for the Securities under Rule 15c-211 of the Securities Exchange Act of 1934 (the "Exchange Act"); (iii) complies as to form with the OTC Markets Group's Guidelines for Providing Adequate Current Information, which are located on the Internet at www.otcm Markets.com and (iv) has been posted on the OTC Disclosure and News Service.

The person responsible for the preparation of the financial statements contained in the information is the company's Chief Executive Officer, Michael Marcovsky, Principal Executive Office, 2950 North loop West, Suite 500, Houston, Texas 77041; Telephone: 281-377-1046, who is qualified to prepare the financial statements. The financial statements are unaudited.

The Company's Transfer Agent is Online Stock Transfer, which is registered with the SEC, and the transfer agent's shareholder list was used to verify outstanding share figures for the periods reported.

I have personally met with management and a majority of the directors of the issuer; have reviewed the information, as amended, published by the Issuer on the OTC Disclosure and News Service and discussed the information with management.

To the best of my knowledge, after inquiry of management and the directors of the Issuer, neither the Issuer, nor any officer director or any 5% holder, or counsel is currently under investigation by any federal or state regulatory authority for violation of federal or states securities laws.

OTC Markets Group has the full and complete permission and rights to publish this letter in the OTC Disclosure and News Service for viewing by the public and regulators, but no person other than OTC Markets Group is entitled to rely on it.

Very truly yours,

A handwritten signature in cursive script that reads "John Holt Smith". The signature is written in black ink and is positioned above the printed name "Smith & Associates".

Smith & Associates