SW Innovative Holdings, Inc.

(Formally Known as Everybody's Phone Company)

(Exact Name of Registrant in its Charter)

(A Development Stage Company)

6666 Harwin, Suite 664

Houston, TX 77036

(Address of Principal Executive Offices) (Zip Code)

(713) 268-1610

Registrant's Telephone Number

Annual Report

For the Year Ending December 31, 2014

87-0712328

(IRS Employer Identification No.)

REQUIRED TO CONFORM WITH THE PROVISIONS OF
THE PINK SHEETS ISSUERS DISCLOSURE STATEMENT

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Part A: General Company Information

1. THE EXACT TITLE OF THE ISSUER AND ITS PREDECESSORS:

SW Innovative Holdings, Inc., a Texas corporation.

The exact name of the issuer and its predecessor (if any): SW Innovative Holdings, Inc. (the "issuer") was originally incorporated as Everybody's Phone Company in Texas on September 3, 2003. The issuer's name was changed to SW Innovative Holdings, Inc. on April 22, 2014. On July 21, 2014 FINRA approved the name and stock symbol change.

2. THE ADDRESS OF ITS PRINCIPAL EXECUTIVE OFFICE:

6666 Harwin, Suite 664
Houston, Texas 77036
(713) 268 1610
(713) 268 1820 – fax
www.everybodysphonecompany.com

Person to contact for corporate information:

Norman George –President E-mail: ngeorge@everybodysphonecompany.com

3. THE STATE OF INCORPORATION/ DATE OF INCORPORATION:

Incorporated in Texas, September 3, 2003

Part B: Share Structure

4. THE EXACT TITLE AND CLASS OF THE SECURITY:

The trading symbol for the company: SWHI

The Company is authorized to issue 15,000,000,000 shares of class "A" common stock at a par value of .0001 (one thousand) cent each; **CUSIP: 785014101**

and 50,000,000 shares of Preferred Stock at a par value of $ 1.00 dollar each.

5. THE PAR VALUE OR STATED VALUE OF THE SECURITY:

$ .0001 par value of common shares that vote one vote per share, no other rights assigned to common shares;

$ 1.00 par value of preferred shares; no vote; rights; redemption, conversion, liquidation rights have not been defined;

There are no previsions in the charter or by-laws that would delay, defer or prevent a change in control of the issuer;

6. THE NUMBER OF SHARES OR TOTAL AMOUNT OF SECURITIES OUTSTANDING AS OF THE END OF THE ISSUERS MOST RECENT FISCAL YEAR.

Class of Securities	Period Ending	Shares Authorized	Shares Outstanding	Tradable/Shares Public Float (1)	Beneficial Owners (2)	Shareholders of Record (3)
Common Stock						
	December 31, 2014	15,000,000,000	759,435,528	600,016,108	72	72
	December 31, 2013	500,000,000	143,535,528	41,016,108	250	250
	December 31, 2012	10,000,000,000	751,526,695	525,064,695	250	250
	December 31, 2011	1,000,000,000	261,295,465	141,729,465	200	200
	December 31, 2010	100,000,000	52,791,465	28,181,465	150	150
	December 31, 2009	100,000,000	49,851,465	6,915,000	100	100
	December 31, 2008	100,000,000	9,100,000	0	50	50
Class A Preferred Stock						
	December 31, 2014	50,000,000	60,000	N/A	3	3
	December 31, 2013	50,000,000	60,000	N/A	3	3
	December 31, 2012	50,000,000	30,000	N/A	3	3
	December 31, 2011	10,000,000	30,000	N/A	3	3
	December 31, 2010	10,000,000	0	N/A	N/A	N/A
	December 31, 2009	10,000,000	0	N/A	N/A	N/A
	December 31, 2008	10,000,000	0	N/A	N/A	N/A

The Company is authorized to issue 15,000,000,000 shares of class "A" common stock at a par value of .0001 (one thousand) cent each; **CUSIP: 785014101**

and 50,000,000 shares of Preferred Stock at a par value of $ 1.00 dollar each.

(1) represents shares held in street name and shares held by registered shareholders where the transfer agent's records indicate the shares do not contain a restrictive legend. Does not include restricted shares held by registered shareholders that may be sold under Rule 144.

(2) Represents street name and registered shareholders.

(3) Represents registered shareholders only.

(4) On or about June 6, 2013; the board of directors and majority of the shareholders of the company approved the reorganized its common stock with a 1,000:1 reverse stock split that was effective July 22, 2013

(5) Shares issued and outstanding as of July 21, 2013: 1,435,526,695

(6) Shares issued and outstanding as of July 22, 2013: 1,435,527

Part C: Business Information

7. THE NAME AND ADDRESS OF THE TRANSFER AGENT:

Olde Monmouth Stock Transfer, Inc.
200 Memorial Parkway
Atlantic Highlands, NJ 07716
(732) 872 2727

The transfer agent is listed with the Securities Exchange Commission and has Depository Trust Corporation approval.

8. THE NATURE OF THE ISSUERS BUSINESS:

1. The Company is a Corporation;
2. The Company was organized in September 2003;
3. The fiscal year ends December 31;
4. The Company has never declared bankruptcy or reorganization or any similar proceedings ;
5. The Company has never merged, consolidated, or purchased or sold any significant amounts of assets;
6. The Company has never been in default of any note, loan, lease or other indebtedness or financing arraignment requiring the issuer to make payments;
7. The Company has never had a change of control;
8. The Company increased by 10% or more of the number of common shares issued while raising equity of the company to commence cash flows since the inception of the corporation see statement of changes to shareholder equity which is in financial statements;
9. The Company has split its stock; has never declared a dividend; has recapitalized; has not reorganized; has not spun off or completed a merger;
10. The Company has never had its securities delisted by any securities exchange;
11. The Company is not aware of any past, pending, threatened legal or administrative actions either by or against the issuer;
12. **SIC Code: 4813;**
13. The Company employs 3 people as of 12/31/14;
14. The company is considered a development stage company since it has minimal revenues; the company started its marketing campaign which has created cash flow 4th qtr. 2012;
15. The company has spent the last six (2008 – 2014) years conducting market research and developing relationships with suppliers. The costs for all market research were covered by the paid in capital since the inception of the business;
16. The company has never been considered a “shell company” as defined by the U.S. Securities and Exchange Commission (SEC);
17. The company has no subsidiaries; or affiliates its business purpose and method of operation; its ownership and financial statements are posted through the OTC Disclosure and News Service;
18. Before the company can begin to market its pre-paid home telephone service in any state, the company get approval from the respected state that it wants to expand to; there can be no assurances that the state where it files paperwork will approve the paperwork filed;
19. At this time the company is not subject to any federal or state environment laws however no assurances can be made this may not change at some future date;

9. THE NATURE OF PRODUCTS OR SERVICES OFFERED:

SW Innovative Holdings, Inc. (the "Company") offers local and long distance service on a prepaid basis using the trade name Everybody's Phone Company©. Specifically, local services include a "bare bones" product providing unlimited local dial tone and 911 emergency access with the option of several customer calling features, for an additional fee, including Call Waiting, Caller ID, Call Forwarding and Speed Dialing. These features may be purchased individually or in a package at reduced rates.

The Company purchases phone services from the incumbent local exchange carrier at deep discounts (currently up to 26%) and resells the service on a prepaid basis at a premium, allowing attractive profit margins. The markets are households without phone service due to lack of credit history or a poor credit history, and/or the inability to pay a deposit.

Before the Company can begin to market its pre-paid home telephone service in any state, the company get approval from the respected state that it wants to expand to; there can be no assurances that the state where it files paperwork will approve the paperwork filed;

The Company has entered into resale agreements with AT&T and Verizon that have no expiration date. We have no patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts.

Competition and Markets

The telecommunications industry is highly competitive. The Company believes that the principal competitive factors affecting its business are pricing levels and clear pricing policies, customer service, accurate billing and, to a lesser extent, variety of services. The Company's ability to compete effectively depends upon its continued ability to maintain high quality, market-driven services at prices generally equal to or below those charged by our competitors. To maintain its competitive posture, the Company believes it must be in a position to reduce its prices in order to meet reductions in rates, if any, by others. Any such reductions could materially adversely affect the Company. Many of the Company's current and potential competitors have financial, personnel and other resources, including brand name recognition, substantially greater than we do or expect to have in the near term.

THE NATURE AND EXTENT OF THE ISSUERS FACILITIES:

The Company's headquarters is located at 6666 Harwin, Suite 664 Houston, Texas, where is maintains leased office space of 1,100 square feet. The term of the lease is two years with renewal options. The office lease expires April 2015. The Company believes that its facilities are adequate for its current needs.

Part D: Management Structure and Financial Information

10. THE NAME OF THE CHIEF EXECUTIVE OFFICER AND MEMBERS OF THE BOARD OF DIRECTORS:

Name	Age	Position
Norman George	73	President and Director
Stephen Michaels	58	Vice President and Director

LIST OF AFFLIATES AND SHAREHOLDERS OWNING 10% OR MORE OF THE COMMON STOCK

Norman George 87,140,000 shares (11.47%)
Norman George; President
6666 Harwin, Suite 664 Houston, TX 77036

Stephen Michels 39,005,000 shares (5.13%)
Stephen Michels; Director
6666 Harwin, Suite 664 Houston, TX 77036

Officers and Directors Biography

Mr. Norman George, Mr. George was formally the Director and Chief Financial Officer of Affordable Telecommunications Technology Corporation (ATCT.pk) a publicly traded small cap stock on the "Pink Sheets" exchange. Mr. George was hired as Chief Financial Officer of ATCT on September 1, 1998. Prior to joining the Affordable Telecommunications Technology Corporation, he was self-employed with ownership interest in numerous retail companies over the past thirty (30) years. Peat, Marwick and Mitchell formerly employed Mr. George for 5 years as a retail consultant. He is a graduate of the University of Texas with a degree in Accounting.

Stephen Michaels, Mr. Michaels is a successful business owner; Mr. Michaels is a United States Army veteran; Mr. Michaels has launched many business associated with advertising/marketing and printing business for the past 35 years.

Legal/Disciplinary

1. None of the officers/directors of the corporation have a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

2. None of the officers/directors of the corporation have an 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;

3. None of the officers/directors of the corporation have 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;

4. None of the officers/directors of the corporation have 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.

Disclosure of Family Relationships: None

Disclosure of Related Party Transactions: None

Other events:

Reverse Stock Split

On or about June 6, 2013; the board of directors and majority of the shareholders of the company approved the reorganized its common stock with a 1,000:1 reverse stock split that was effective on July 22, 2013.

Shares issued and outstanding as of July 21, 2013: 1,435,526,695 (pre-reverse stock split)

Shares issued and outstanding as of July 22, 2013: 33,935,527 (post reverse stock split)

On or about January 22, 2014 Pursuant to the provisions of Article 4.04 of the Texas Business Corporation Act, the corporation amended its Articles of Incorporation to change the par value of its common stock to $0.00001 (one hundred thousandth) cent each.

On June 13, 2014 the Board of Directors of the company filed an amendment to its Articles of Incorporation with the Texas Secretary of State office amending its Articles of Incorporation authorizing the issuance of 15,000,000,000 shares of common stock with a par value of $ .0001 cents.

On June 14, 2014 a non-affiliate lender sold the Company's $50,000 convertible instrument to another non-affiliate, Beaufort Capital, L.L.C. Beaufort Capital, L.L.C. will be paid through conversion of the debt into shares of our stock.

On June 25, 2014 the company voluntarily filed an "Issuer Company-Related Action Notification Form" to change the name of the corporation and trading to SW Innovative Holdings, Inc. with FINRA.

On July 23, 2014, FINRA approved the company's application to change its name to SW Innovative Holdings Inc. and to trade under the symbol "SWHI."

11. Financial Information for the issuers Most Recent Fiscal Period:

The company posted such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report for the fiscal Year end 2014 and such financial statements are incorporated by reference
See Financial Disclosure dated December 31, 2014

12. Financial Information for Two Preceding Fiscal Years:

The company posted such financial statements through the OTC Disclosure and News Service as a separate report under the name of "Annual Report for the fiscal Year end 2012 and 2013 and 2014 and such financial statements are incorporated by reference.
See Financial Discloser dated 12/31/10 and 12/31/11 and 12/31/12 and 12/31/13 and 2014.

13. Beneficial Owners:

Norman George 87,140,000 shares (11.47%)
Norman George; President/Director
6666 Harwin, Suite 664 Houston, TX 77036

Stephen Michels 39,005,000 shares (5.13%)
Stephen Michels; Vice President/Director
6666 Harwin, Suite 664 Houston, TX 77036

14. The Name, address, telephone number, and e mail address of each of the following outside providers that advise the issuer on matters relating to operations, business development and disclosure:

As of June 23, 2014 we have retain the legal firm of as corporate counsel:

Warren J Archer, Esq.
Morella & Associates
706 Rochester Road
Pittsburgh, PA 15237
(412) 369-9696
(412) 369-9990 (fax)
www.morellalaw.com

15. Management's Discussion and Analysis or Plan of Operations:

GENERAL DISCUSSION

Our Company

SW Innovative Holdings, Inc., d.b.a. Everybody's Phone Company© (the "Company"), offers local and long distance telephone service on a prepaid basis in the Houston, Texas area. Our local services include a "bare bones" product providing unlimited local dial tone and 911 emergency access, with the option of several customer calling features, for an additional fee, including Call Waiting, Caller ID, Call Forwarding and Speed Dialing**.** These features may be purchased individually or in a package at reduced rates.

History

We were incorporated as Everybody's Phone Company in Texas on September 3, 2003. We changed our name to SW Innovative Holdings, Inc. on July 21, 2014.

Our Business

For people living in 21st Century America, having a telephone connection is a necessity not a luxury, and the need for telephone service seems to continue to grow. Getting a job, renting an apartment, getting medical help for yourself or a family member, keeping track of your children, reaching the police plus hundreds of other needs of ordinary life require access to phone service. Rich or poor, the need for telephone service is a constant aspect of life, and one which has virtually no substitute. Further, with the virtual elimination of payphones, people need to have either their own landline phone service or wireless service.

For the majority of people, getting phone service is easy. They contact one of the large phone companies and purchase landline or wireless service. To do this they need to have an establish credit record with the phone company or provide a deposit or other credit enhancement which causes the phone company to feel comfortable that it will be paid for the service which it will provide. That service is provided on the basis of billing after service use, which is why potential new customers need to satisfy the phone company's credit approval process. For the phone companies the cost of this credit approval activity and the losses from the occasional failure of customers to pay is worth it because their phone service customers generally use enough phone services at a high enough price to the customer to more than cover these costs.

For people who have credit history problems or bad credit or no credit and also lack the ability to provide the phone company with a significant cash deposit, getting needed phone service from phone companies is virtually impossible. Nonetheless, those potential customers need phone service. An unemployed person without phone service is very likely

to remain unemployed. Renting an apartment is very difficult if the rental agent can't call the potential renter back. The examples are endless.

Our business is to provide phone service to our customer on terms that the large number of people who can't qualify for service from the large phone companies can afford. For both our company and our customers, the answer is pre-paid service.

We sell pre-paid local and long distance phone service, called “plain old telephone service” (POTS), to those whose want this hone service, but cannot qualify for, or afford the costs of, phone line service or data service as provided by one of the big telephone companies. Thus, our target customers are those who are credit disadvantaged or small businesses. Many of these people need the convenience of being able to use a phone service for a few months, drop it for a month or two, and then resume using it as circumstances permit, all without a lot of bureaucracy or complications. We provide that service.

We provide landline telephone service to our customers using the existing landlines installed and owned by AT&T or Verizon (collectively, the “Service Providers”). Thus, we can be a phone service provider without having to incur the very large costs inherent in creating a telephone company from the ground up. Instead of doing that, we have entered into agreements with the Service Providers which allow us to service our customers without the cost of owning all the hardware involved in providing local and long distance phone service. Also, as a result of this arrangement, it is the Service Providers, and not us, who are responsible for maintaining the landlines in accordance with the rule of the Texas Public Utility Commission (the “PUC”).

Thus, our business consists of finding customers, collecting fees for service from the customers and assisting them with any technical problems they may have that are not the responsibility of the Service Providers. Presently, we run our business with three employees. Much of our business is handled by computers, in part because the Service Providers want us to do so.

As a practical matter, the large telephone companies do not want to service these customers and are happy to work with us in servicing those customers. Thus, a large part of our competitive advantage is that the large telephone companies don’t want to deal with our target customers.

We acquire telephone service from the Service Providers at a deeply discounted rate, which enables us to resell phone services at rates which provide a comfortable profit margin. We also provide customers with custom calling features for an additional fee. These services include call waiting, caller ID, call forwarding and speed dialing. We provide our customers with the convenience of paying with cash, credit card or debit card and at ACE check cashing which has over 400 locations across the state of Texas.

We are licensed by the PUC to resell telephone services throughout the state. Once we achieve critical mass in Texas, we hope to expand its product offerings to other states. In January 2009, we entered into a reseller agreement with AT&T covering 22 U.S. states. However, before we can begin to market our pre-paid home telephone service in any state, we must get approval from the applicable state that it wants to expand to. There can be no assurance that any state where we may in the future file an application to provide telephone service will approve that application.

Approximately, 75% of our customers participate in the Lifeline program. Since 1985, the Lifeline program has provided a discount phone service for qualifying low-income persons to ensure that all Americans have the opportunities and security that phone service brings, including being able to connect to jobs, family and emergency services. In 2005, Lifeline discounts were made available to qualifying low-income consumers on pre-paid data service plans, in addition to traditional landline service.

The Lifeline program is available to eligible low-income people in every state, territory, commonwealth, and on Tribal lands. People with proper proof of eligibility may be qualified to enroll. To participate in the program, people must have an income that is at or below 135% of the federal Poverty Guidelines or participate in a qualifying state, federal or Tribal assistance program such as:

● Medicaid;

● Supplemental Nutrition Assistance Program (Food Stamps or SNAP);

● Supplemental Security Income (SSI);

● Federal Public House Assistance (Section 8); and

● Low-Income Home Energy Assistance Program (LIHEAP).

Federal rules prohibit eligible low-income people from receiving more than one Lifeline discount per household. An eligible person may receive a discount on either a wireline or data service, but not both. A person whose household currently is receiving more than one Lifeline service must select a single Lifeline provider and contact the other provider to de-enroll from their program.

The Lifeline program is administered by the Universal Service Administrative Company (USAC). USAC is responsible for data collection and maintenance, support calculation, and disbursement for the low-income program. USAC's website provides information regarding administrative aspects of the low-income program, as well as program requirements.

Subscriber Base as of December 31, 2014:

Ending Period	Quarterly Base
12/31/14	130
10/31/2014	130
09/30/2014	118
06/30/2014	88
03/31/2014	89
12/31/2013	89
09/30/2013	99
06/30/2013	117
03/31/2013	130
12/31/2012	88

Our Challenge

We have experienced significant losses in each of the past three years. We believe these losses are in large part due to two things: investment in the development of our proprietary technologies and operating systems and investment in our infrastructure so as to use the phone service provided to us by our Service Providers.

Our investment in the development of our proprietary technologies and operating systems involved the following:

a. the development of "cloud" based software to automate the back office functions of the business; and

b. hiring a of a "bulk mailing service" to print and mail monthly statements to subscribers.

Our infrastructure expenses were related to outfitting our offices and purchasing equipment for providing our services.

In addition, we incurred operating expenses associated with the start-up of our operations and significant legal, accounting/audit and reporting expenses.

We believe that in order to grow our company and make it profitable, we need to hire a staff of full-time sales people and improve our infrastructure so that it can support a growing company with an expanding number of customers.

Our experience with finding customers is that potential customers often find the concept of our pre-paid telephone services interesting. However, because we lack a staff of sales people and the funds to do targeted advertising to potential customers to sell those services, we have not been able to reach many potential customers. We believe that if we had a dedicated sales force of our own, we would be able to reach a significant portion of our potential customers. Likewise, with sufficient funds, we could advertise is certain publications and media which serve our potential customers. Our hope is to have a full time sales force of at least 4 sales people by March 31, 2014. We estimate that we need approximately 1,000 customers in order to become profitable.

Our Business Strategy

The principle elements of our business strategy include:

• Offer Competitively Priced Services. The key to selling our phone services is to price them so they are attractive to our customers. The current pricing structure of, and financial requirements for, obtaining phone service from the large phone service providers is more expensive and complicated than a significant number of people can deal with. Because of our arrangements with our Service Providers we can offer phone services to our customers at prices and on terms which they can afford and which fit their circumstances.

• Improve Our Marketing to Our Primary Target Customers. Our experience to date has convinced us that there is a demand for our pre-paid phone services. Our contacts with those people have shown us that many of them would like to have an alternative phone service that fits into their economic circumstances. We believe that if we can reach those customers with our marketing message, many of them will be interested in using our services.

• Establish Our Own Sales Force. Our experience has shown that we need our own dedicated sales force in order to have sales people who are motivated to and focused on marketing our services. We need a large enough sales force to reach many more of our

target customers if we are to reach our goal of having a minimum of 1,000 customers in Houston.

• Create Multi-Channels of Sales Including Direct and Indirect Sales Channels. We intend to establish a direct sales team which will pursue phone sales messages, direct mail and personal contact in places where we believe there are likely to be significant numbers of potential customers. In addition, we intend to pursue indirect marketing efforts through various media. Our goal is to target our media usage to those most likely to want to use our services.

• Target Select Niche Markets Beyond Our Current Customers. We believe that our services will be attract to certain niche markets such as people who are home bound or senior citizens who only want to pay for minimal phone service since that is all they use. While the majority of phone service uses want lots of services and options on their phones, we believe that there is a significant sub-market in people who want simpler phones and fewer services. We plan to make these people aware that we have services that meet their needs.

• Provide Data Services To Our Customers. We believe that there is a market for internet/data services among our target customers. We could provide this service by reselling data services from one of the large phone companies. While we would like to provide this service, getting started doing that would require cash deposits to gain access to the service network which we currently cannot afford. We are hopeful that the expansion of our business which we anticipate if this offering is successful will provide the cash necessary to expand our offerings into data services.

Our Competitive Strengths

We believe that our competitive strengths include:

• Our Services are Cost Competitive. The terms under which we purchase phone services from our Service Providers allow us to offer cost competitive phone services to our customers, while maintaining a comfortable margin for our business. Likewise, the Lifeline program has the effect of reducing our costs of providing that service to qualified customers.

• No Deposit Required; No Credit Check. Not only can we provide phone service at reasonable prices, but we simplify the process of signing up for our services. Since those services are pre-paid, we don't need to require deposits from or credit checks of potential customers. This makes our services available to people who want and need them, but can't comply with the large phone companies' credit evaluation processes.

• Customers Only Pay For The Services They Want. Because our customers pay for phone services in advance, they can control how much they spend on that service. They can also terminate service for a month or more, if necessary, and then easily start it up again. That flexibility is attractive to people, for example, whose income is uncertain or who are away from home with some frequency for whatever reason.

• We Provide Service Even To Customers Who Owe Money To Their Old Home Telephone Service Provider. Because our services are prepaid, we are not concerned about a customer's credit history. This flexibility makes us attractive to customers who need phone service but are still resolving credit issues with their previous phone service provider.

Marketing and Sales

We market our services through the Everybody's Phone Company brand. We are looking to hire a full-time sales force to sell our services. Presently, we are only marketing our services in the Houston, Texas area, where we are located. With the proceeds of this

Offering, we hope to significantly increase our market area and then being sales in other cities in Texas through the use of a larger sales force.

As our customer base grows and it becomes attractive to do so, we plan to approach retail stores frequented by our target customers and encourage them to tell their customers about our services, in exchange for some payment.

Also, we plan to approach certain charitable organizations which work with people who need our services, such as the elderly or people who are housebound, who don't have phone service but need it.

Finally, we plan to market our services to those who don't use many of the features of smartphones and similar devices and really only want a simply way to make phone calls as needed. While many people are heavy users of the many features of today's wireless phone, we think many people don't like paying for features and services they don't need. The large phone companies dominate the multi-feature phone service market, and it is not our intention to complete with them. Our target market is those who just want pre-paid service for a limited number of features.

Employees

The Company's active business operations currently employ three people all of whom are full-time employees. We staff our projects with independent contractors who are hired for specific projects and tasks.

Customers

As of August 30 2014, we have approximately 100 customers, all of whom are individuals. No customer is significantly large than any of the others.

Intellectual Property

The Company has registered the trademark "Everybody's Phone Company" with the US Patent and Trademark Office.

Government Regulation

Our business is heavily regulated by the Federal Communication Commission and the Texas Public Utility Commission. We do not anticipate any new regulations that would have a material effect on our business as currently conducted or as proposed to be conducted. We do not anticipate having any material expenses relating to compliance with environmental laws in the future.

Properties

Our office, which is rented, is located at 6666 Harwin Drive, Suite 664, Houston, Texas 77036, and consists of approximately 1,000 sq. ft. The Company believes that its office is adequate for its needs for the present.

Legal Proceedings

We are not currently a party to any material legal proceedings. From time to time we may be involved in legal claims or proceedings that arise out of the ordinary course of business.

Part E Issuer History:

The following list details the issuance of common shares for the year ending December 31, 2014:

Pre-reverse Stock Split Issuance

On February 21, 2014 the Issuer issued 10,000,000 to Toner Town Ciogamuni at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $100.00. The balance of the note on this day before the payment was $44,082.58.

On February 21, 2014 the Issuer issued 10,000,000 to Pro1 Toner Mexico at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $100.00. The balance of the note on this day before the payment was $44,082.58.

On February 21, 2014 the Issuer issued 10,000,000 to Omega Closeouts - Europe at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $100.00. The balance of the note on this day before the payment was $44,082.58.

On May 15, 2014 the Issuer issued 58,000,000 shares to Norman George. The shares were issued in consideration for services valued at $580.00.

On May 15, 2014 the Issuer issued 30,000,000 shares to Stephen Michels. The shares were issued in consideration for services valued at $300.00.

On May 15, 2014 the Issuer issued 43,000,000 shares to Kim T. Peterson. The shares were issued in consideration for services valued at $430.00.

On June 17, 2014 the Issuer issued 27,960,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $50,000.00.

On July 2, 2014 the Issuer issued 20,000,000 shares to Integrative Business. The shares were issued in consideration for services valued at $ 2,000.00.

On July 18, 2014 the Issuer issued 27,960,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $47,204.00.

On July 24, 2014 the Issuer issued 37,650,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $44,408.00.

On August 11, 2014 the Issuer issued 39,000,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $40,643.00.

On September 11, 2014 the Issuer issued 39,500,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $36,743.00.

On September 25, 2014 the Issuer issued 43,250,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $32,793.00.

On October 10, 2014 the Issuer issued 47,900,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $28,468.00.

On October 22, 2014 the Issuer issued 52,200,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $23,678.00.

On November 4, 2014 the Issuer issued 57,000,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $18,458.00.

On November 25, 2014 the Issuer issued 63,080,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $12,758.00.

On December 5, 2014 the Issuer issued 64,500,000 to Beaufort Capital Partners, L.L.C. at a price of $.0001 cents per shares in consideration for cancellation of a note payable in the principal amount of $50,000. The balance of the note on this day before the payment was $6,450.00.

Part F: Exhibits:

16. Material Contracts

The company posted through the OTC Disclosure and News Service a copy of the service provider certificate of operating authority (SPCOA) issued on or about July 25, 2007 by the Public Utility Commission of Texas.

The company posted through the OTC Disclosure and News Service a copy of the signature page of the Resale Agreement between Everybody's Phone Company and Southwestern Bell d/b/a AT&T Texas by AT&T Operations, Inc. its authorized agent dated February 23, 2009.

The company posted through the OTC Disclosure and News Service a copy of the signature page of the Resale Agreement between Everybody's Phone Company and GTE Southwest, Incorporated d/b/a Verizon Southwest its authorized agent dated March 25, 2010.

17. Articles of Incorporation and By-Laws

The company posted through the OTC Disclosure and News Service a copy of the Articles of Incorporation and By-Laws.

18. Purchases of Equity Securities by The Issuer and Affiliated Purchases

None

19. I, Norman George, certify that:

1. I have reviewed this annual disclosure statement of SE Innovative Holdings, Inc. d. b. a. Everybody's Phone Company;

2. Based on my knowledge, this disclosure statement does not contain any untrue statements of a material fact or omit to state a material fact necessary to make the statements made, in light of circumstances under which 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 presents 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.

Date: 04/02/15

/s/ Norman George
Norman George
President

SW Innovative Holdings, Inc.
(Formally known as "Everybody's Phone Company")
(A development stage company)
Balance Sheet as of December 31, 2014
Unaudited

	Dec 31, 14
ASSETS	
Current Assets	
Checking/Savings	
Checking	14,675
Total Checking/Savings	14,675
Accounts Receivable	
Accounts Receivable	858
Total Accounts Receivable	858
Other Current Assets	
Other Current Asset	1,000
Total Other Current Assets	1,000
Total Current Assets	16,533
Fixed Assets	
Fixed Asset	7,374
Total Fixed Assets	7,374
Other Assets	
Investments	52,000
Total Other Assets	52,000
TOTAL ASSETS	**75,907**
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
Accounts Payable	30,465
Total Accounts Payable	30,465
Other Current Liabilities	
Loans	100,000
Payroll Liabilities	118,769
Sales Tax Payable	4,025
Total Other Current Liabilities	222,794
Total Current Liabilities	253,259
Total Liabilities	253,259
Equity	
Equity	3,526,535
Preferred	60,000
Retained Earnings	-3,538,823
Net Income	-225,064
Total Equity	-177,352
TOTAL LIABILITIES & EQUITY	**75,907**

SW Innovative Holdings, Inc.
(Formally known as "Everybody's Phone Company")
(A development stage company)
Statement of Operations
For the Year Ending December 31, 2014
Unaudited

	Oct - Dec 2014	Jan - Dec 2014
REVENUE		
Income	$ 14,728	$ 44,048
Cost of Sales	$ 9,216	$ 26,173
Gross Profit	$ 5,512	$ 17,875
EXPENSES		
General and Administrative	$ 56,315	$ 221,242
Rent	$ 4,340	$ 17,356
Utilities	$ 757	$ 2,993
Travel	$ -	$ 1,348
Total Expenses	$ 61,412	$ 242,939
Loss	-55,900	-225,064

EVERYBODY'S TELEPHONE COMPANY, INC.
(Formally known as Everybody's Phone Company)
(A Development-Stage Company)
STATEMENTS OF CASH FLOWS
For the Year Ending December 31, 2014
Unaudited

	Year ended December 31, 2014
Cash flows generated by (used in) operating activities:	
Net loss	-225,064
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	1,788
Common stock issued for services	2,880
Amortization of debt discount	0
Gain(loss) on derivative liability	0
Gain on sale of Investment	0
Changes in operating assets and liabilities:	
(Increase) in accounts receivable	-858
(Increase) in prepaid expenses	-1,000
(Increase) in deposits	10,557
Increase (decrease) in accounts payable and accruals	56,278
Cash flows used in operating activities	-155,419
Cash flows generated by (used in) investing activities:	
Purchase of equipment	0
Purchase of investments	0
Proceeds from sale of investments	0
Cash flows used in investing activities:	0
Cash flows generated by (used in) financing activities:	
Advances under notes payable	155,357
Repayments of notes payable	-43,736
Common stock issued for cash	52,796
Preferred stock issued for cash	0
Cash flows generated by financing activities:	164,417
Net change in cash and cash equivalents	8,998
Cash and cash equivalents, beginning of period	5,677
Cash and cash equivalents, end of period	14,675

SW INNOVATIVE HOLDINGS; INC.
(Formally Known as Everybody's Phone Company)
(A Development-Stage Company)
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD FROM DECEMBER 31, 2012 TO December 31, 2014

	Preferred Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total Stockholders' Equity (Deficit)
	Shares	Amount	Shares	Amount			
Balance at December 31, 2012 carried forward	30,000	$30,000	751,526,695	$751,527	$2,291,392	-$3,368,017	-$295,098
Common stock issued for cash at $0.000133 per share on January 11, 2013	-	-	75,000,000	75,000	-65,000		10,000
Common stock issued for cash at $0.000073 per share on February 6, 2013	-	-	106,000,000	106,000	-98,250		7,750
Common stock issued for services at $0.001 per share on February 7, 2013	-	-	246,000,000	246,000			246,000
Common stock issued for cash at $0.000051 per share on February 14, 2013	-	-	117,000,000	117,000	-111,000		6,000
Common stock issued for cash at $0.000064 per share on February 21, 2013	-	-	140,000,000	140,000	-131,000		9,000
Preferred stock issued for cash at $1.00 per share on March 31, 2013	30,000	30,000					
Reverse stock split 1,000:1 July 22, 2013	-	-	1,435,526	-1,434,090	1,434,090		
Common stock issued for services at $0.001 per share on August 26, 2013	-	-	30,000,000	30,000			30,000
Common stock issued for services at $0.001 per share on September 10, 2013	-	-	72,000,000	72,000			72,000
Common stock Subscription issued at $0.001 per share on September 23, 2013	-	-	40,000,000	40,000	-40,000		
Treasury Stock	-	-	-	-	-27,100		27,100
Net (Loss) for the years ended December 31, 2013	-	-	-	-		-170,805	-170,805
Balance at December 31, 2013	60,000	60,000	143,435,526	143,436	3,246,719	-3,538,822	-86,679
Change Par Value January 4, 2014 from .001 to .00001	-	-		-142,001	142,001	-	
Common stock Subscription issued at $0.001 per share on February 21, 2014	-	-	30,000,000	300	-300	-	
Common stock issued for services at $0.00001 per share on May 15, 2014	-	-	131,000,000	1,310		-	1,310
Cancelled shares @ .00001 May 30, 2014	-	-	-22,000,000	-220	220	-	
Change Par Value June 13, 2014 from .00001 to .0001	-	-	-	25,419	-25,419	-	
Common stock issued for cash at $0.0001 per share on June 17, 2014	-	-	27,960,000	2,796		-	2,796
Stock Subscription paid June 30, 2014	-	-	-	-	83,500	-	83,500
Net (Loss) for through June 30, 2014	-	-	-	-	-	-92,956	-92,956
Balance June 30, 2014	60,000	60,000	310,395,526	31,040	3,446,721	-3,631,779	-94,018
Common stock issued for services at .0001 on 7/2/14			20,000,000	2,000			2,000
Common Stock issued on conversion of debt at .0001 per share on 7/18/14			27,960,000	2,796			2,796

Common Stock issued on conversion of debt at .0001 per share on 7/24/14			37,650,000	3,765			3,765
Common Stock issued on conversion of debt at .0001 per share on 8/11/14			39,000,000	3,900			3,900
Common Stock issued on conversion of debt at .0001 per share on 9/11/14			39,500,000	3,950			3,950
Common Stock issued on conversion of debt at .0001 per share on 9/25/14			43,250,000	4,325			4,325
Net Loss through September 30, 2014						-76,208	-76,208
Balance September 30, 2014	60,000	60,000	517,755,528	51,776	3,446,721	-3,707,987	-149,490
Common Stock issued on conversion of debt at .0001 per share on 10/10/14			47,900,000	4,790			4,790
Common Stock issued on conversion of debt at .0001 per share on 10/22/14			52,200,000	5,220			5,220
Common Stock issued on conversion of debt at .0001 per share on 10/31/14			63,080,000	6,308			6,308
Common stock cancelled for services at .00001 on October 31, 20114			-43,000,000	-4,300	3,870		430
Common Stock issued on conversion of debt at .0001 per share on 11/01/14			57,000,000	5,700			5,700
Common Stock issued on conversion of debt at .0001 per share on 12/01/14			64,500,000	6,450			6,450
Net Loss through December 31, 2014						-55,900	-55,900
Balance December 31, 2014	60,000	60,000	759,435,528	75,944	3,450,591	-3,763,887	-177,352

1. NATURE OF OPERATIONS

Everybody's Phone Company, Inc. ("Everybody's Phone Company", "the Company", "we" or "us") was incorporated in the State of Texas on September 3, 2003.

The Company sells prepaid, unlimited local (dial tone) telephone service to the residential market, primarily in greater Houston. The Company is fully licensed by the Texas Public Utility Commission to resell telephone services throughout the State. Once the Company achieves critical mass in Texas, it plans to expand its prepaid telecommunications product offerings nationwide.

The Company is in the development stage with no significant revenues and a limited operating history.

The Company's shares of common stock are quoted on the OTC Pink Marketplace under the symbol SWHI.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars. The Company's year-end is December 31.

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires that management makes 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 period. Actual results could differ from those estimates.

Development Stage Company

The Company is a development stage enterprise in accordance with ACS 915 "*Development Stage Entities.*" We have been in the development stage since Inception (September 3, 2003). Among the disclosures required as a development stage company are that its financial statements are identified as those of a development stage company, and that the statements of operations, changes in stockholders' deficit and cash flows disclose activity since the date of its Inception (September 3, 2003) as a development stage company.

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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

Cash and Cash Equivalents
The Company considers all highly liquid investments with original maturity of three months or less to be cash equivalents.

Fixed Assets
The Company's fixed assets represent furniture and computer equipment that is has purchased and are being depreciated over their estimated useful lives of 5 - 10 years.

Financial Instruments
Fair value measurements are determined based on the assumptions that market participants would use in pricing an asset or liability. ASC 820-10 "*Fair Value Measurements and Disclosures" ("*ASC 820-10*")* establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. ASC 820 establishes a fair value hierarchy that prioritizes the use of inputs used in valuation methodologies into the following three levels:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets. A quoted price in an active market provides the most reliable evidence of fair value and must be used to measure fair value whenever available.

Level 2: Significant other observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Significant unobservable inputs that reflect a reporting entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability. For example, level 3 inputs would relate to forecasts of future earnings and cash flows used in a discounted future cash flows method.

The carrying values of accounts receivable, prepaid expenses, accounts payable, accruals and convertible notes payable approximate their fair value due to the short-term maturities of these instruments.

Revenue Recognition

The Company generates its revenue from the sale of prepaid, unlimited local (dial tone) telephone service. Revenue is recognized in accordance with Staff Accounting Bulletin ("SAB") No. 104, "*Revenue Recognition*", when the following criteria are met: persuasive evidence of an arrangement exists, delivery of the product has occurred, the fee is fixed or determinable, and collectability is probable.

All our bills are due on the 5th of each month and payment is made by credit cards, debit cards, Ace Cash Express and/or money orders. Revenue is recognized on the accrual basis and as earned.

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Advertising cost

Advertising costs were expensed as incurred. Advertising costs of $5,751 and $14,484 were incurred in the twelve months ending December 31, 2013 and December 31, 2014, respectively.

Comprehensive Income (Loss)

Comprehensive income is defined as all changes in stockholders' equity (deficit), exclusive of transactions with owners, such as capital investments. Comprehensive income includes net income or loss, changes in certain assets and liabilities that are reported directly in equity such as translation adjustments on investments in foreign subsidiaries and unrealized gains (losses) on available-for-sale securities. From the Company's Inception (September 3, 2003) to December 31, 2014, there were no differences between its comprehensive loss and net loss.

Income Taxes

The Company accounts for income taxes in accordance with ASC 740 "*Income Taxes*" ("ASC 740"). Under ASC 740, deferred income taxes are recognized for the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial statement reported amounts at each period end, based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established, when necessary, to reduce deferred tax assets to the amounts expected to be realized. The provision for income taxes represents the tax expense for the period, if any, and the change during the period in deferred tax assets and liabilities. ASC 740 also provides criteria for the recognition, measurement, presentation and disclosure of uncertain tax positions. Under ASC 740, the impact of an uncertain tax position on the income tax return may only be recognized at the largest amount that is more-likely-than-not to be sustained upon audit by the relevant taxing authority.

Basic and Diluted Net Income (Loss) per Share

The Company computes net income (loss) per share in accordance with ASC 260, "*Earnings per Share*" which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive. During the period Inception (September 3, 2003) to December 31, 2014, there were potentially shares issuable under conversion privileges attached to convertible promissory notes payable. The common share equivalents of these securities have not been included in the calculations of loss per share because such inclusions would have an anti-dilutive effect as the Company has incurred losses in the period Inception (September 3, 2003) to December 31, 2014.

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Business Segments
The Company believes that its activities during the period Inception (September 3, 2003) to December 31, 2014 comprised a single segment.

Stock-based Compensation
The Company accounts for all stock-based payments to employees and non-employees under ASC 718 "Stock Compensation," using the fair value based method. Under the fair value method, stock-based payments are measured at the fair value of the consideration received, or the fair value of the equity instruments issued, or liabilities incurred, whichever is more reliably measurable. The cost of stock-based payments to non-employees that are fully vested and non-forfeitable at the grant date is measured and recognized at that date.

Recent Accounting Pronouncements
The Company has reviewed all recently issued, but not yet effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

3. GOING CONCERN AND LIQUIDITY
At December 31, 2014, the Company had cash of $14,675, total assets of $75,908, no profitable business activities or other source of income, liabilities of $253,259 and had incurred losses since Inception (September 3, 2003).

The Company anticipates future losses in the development of its business. As a result, there is substantial doubt as to its ability to continue as a going concern.

The Company's ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and, or, obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. There is no assurance that this series of events will be satisfactorily completed. As a result there is substantial doubt as to our ability to continue as a going concern.
The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

4. FIXED ASSETS
As at December 31, 2013 and December 31, 2014, the balance of fixed assets was as follows:

	Dec. 31, 2013	**Dec. 31, 2014**
Furniture	$ 10,177	$ 10,091
Computer equipment	3,806	3,806
Accumulated depreciation	(4,821)	(6,524)
Net book value	$ 9,162	$ 7,374

Depreciation expense for the years ended December 31, 2013 and December 31, 2014 was $1,788 and $1,703, respectively.

5. INVESTMENT

In April 2011, the Company, together with three other shareholders in the Company, acquired as an investment a $99,000 mortgage secured a single family home in Florida, valued at approximately $127,000. The Company acquired $52,000 of the total $99,000 mortgage acquired by the four investors as a group. The Company has not received any interest on the mortgage it acquired and has not incurred any expense related to the mortgage. While the mortgage is in default, no provision has been made against the carrying value of the mortgage as it is believed that the mortgage will be repaid in full once the property has been foreclosed on. No legal action has been taken as yet to foreclose on the property pending agreement by all four of the owners of the mortgage.

6. NOTE PAYABLE

On June 27, 2014 the Company received a $75,000 loan from a non-affiliate with a maturity date of June 27, 2015 and an interest rate of 12% per annum. This loan can be repaid in cash or shares of common stock at a conversion price of $.0001.

On November 19, 2014 the Company received a $25,000 loan from a non-affiliate which will mature on October 30, 2015 at 10% interest. This loan will be repaid in cash.

7. COMMITMENTS AND CONTINGENCIES

Leases and Long term Contracts
The Company has not entered into any long term leases, contracts or commitments.

Legal
To the best of the Company's knowledge and belief, no legal proceedings are currently pending or threatened.

8. SHAREHOLDERS' DEFICIT
Preferred stock

The Company is authorized to issue 50,000,000 shares of $1.00 par value preferred stock.

In June 2011, the Company issued 30,000 shares of its preferred stock for cash consideration of $30,000 to the Company's directors.
In March 2013, the Company issued 30,000 shares of its preferred stock for cash consideration of $30,000 to the Company's directors.
As of December 31, 2014, the Company had 60,000 shares of preferred stock issued and outstanding.

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Common Stock

In January and February of 2013, the Company issued, for cash, 438,000,000 of common stock to an equity capital firm at $0 .0005 per share.

In February 2013, the Company issued, for cash, 3,000,000 shares of common stock for $0.001 per share to an individual investor.

During the year 2013, the Company issued to officers and directors, for services rendered, 347,250,000 shares of common stock at $0.001 per share.

The Company's Board of Directors and majority shareholders voted on June 6, 2013 to have a reverse split of the common stock in the ratio of 1,000 to 1, effective as of July 22, 2013.

Reverse Stock Split

In June, 2013; the board of directors and a majority of the shareholders of the Company approved a reverse stock split of its common stock with a ratio of 1,000:1. It was effective on July 22, 2013.

- Shares issued and outstanding as of July 21, 2013: 1,435,526,695
- Shares issued and outstanding as of July 22, 2013: 1,435,527
- Shares issued and outstanding as of September 30, 2013: 145,935,527

As of December 31, 2013, the company had 143,435,526 shares of its common stock issued and outstanding.

On June 13, 2014 the par value of the Company's common stock was changed from .00001 to .0001 per share with 15,000,000,000 shares authorized. Each share of common stock entitles the holder to one vote on each matter submitted to a vote of our stockholders, including the election of directors. There is no cumulative voting. Common stockholders have no preemptive, conversion or other subscription rights. In the event of liquidation, dissolution or winding up of the Company, stockholders are entitled to share ratably in all assets remaining after payment of liabilities, subject to prior distribution rights of preferred stock, if any, then outstanding.

During the period ending June 30, 2014, the company issued 30,000,000 shares of its common stock at a price of $ .00001 for cash compensation of $ 300; 131,000,000 shares of common stock at $ .0001 for services valued at $1,310 and 27,960,000 shares of common stock priced at $.0001 for the conversion of $2,796 to equity.

During the period ending September 30, 2014, the company issued 20,000,000 shares of its common stock at a price of $.0001 per share for services and 187,360,000 shares of common stock priced at $.0001 for the conversion of $18,736 to equity.

During the period ending December 31, 2014, the company issued 246,680,000 shares of its common stock at a price of $.0001 per share for the conversion of $ 28,468.00 to equity. Also, 43,000,000 shares of common stock were cancelled.

As of December 31, 2014 the company had 759,435,528 shares of its common stock issued and outstanding.

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9. INCOME TAXES

The Company follows ASC 740 *Income Taxes*". Deferred income taxes reflect the net effect of (a) temporary difference between carrying amounts of assets and liabilities for financial purposes and the amounts used for income tax reporting purposes, and (b) net operating loss carry-forwards. No net provision for refundable Federal income tax has been made in the accompanying statement of loss because no recoverable taxes were paid previously. Similarly, no deferred tax asset attributable to the net operating loss carry-forward has been recognized, as it is not deemed likely to be realized.

The provision for the Company's federal income tax benefit for the twelve months ending December 31, 2013 and 2014, calculated using the expected federal tax rate of 34%, consisted of the following:

	Dec. 31, 2013	Dec. 30, 2014
Federal income tax benefit attributed to:		
Net operating loss	$170,787	224,064
Valuation	(170,787)	(225,064)
Net benefit	$ -	$ -

The cumulative tax effect of significant items comprising our net deferred tax benefit, calculated at the expected federal tax rate of 34%, for the period from Inception (September 3, 2003) through December 31, 2014 is as follows:

	Inception (September 3, 2003) to Dec. 31, 2014
Deferred tax attributed:	
Net operating loss carryover	$ 1,279,722
Less: change in valuation allowance	(1,279,722)
Net deferred tax asset	$ -

At December 31, 2014 the Company had an unused net operating loss carry-forward approximating $3,763,887 that is available to offset future taxable income; the loss carry-forward will start to expire in 2032.

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