

APPSWARM, INC
(formerly SAN WEST, INC.)

FINANCIAL STATEMENTS (UNAUDITED)

**FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2015 AND 2014**

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AppSwarm, Inc.			
Balance Sheets (Unaudited)			
		September 30,	December 31,
		2015	2014
ASSETS			
CURRENT ASSETS			
Cash		\$ 6,876	\$ 2,661
Accounts receivable		-	-
Other current assets		18,231	18,231
Total current assets		25,107	20,892
Fixed assets			
Fixed assets		-	130,226
Accumulated depreciation		-	(122,869)
Net fixed assets		-	7,357
Intangible asset			
Intangible asset		-	450,000
Deposits			
Deposits		5,200	5,200
Total assets		\$ 30,307	\$ 483,449
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)			
CURRENT LIABILITIES			
Accounts payable		\$ 48,000	\$ 147,407
Other current liabilities		641,073	974,066
Convertible promissory notes		360,981	355,481
Notes payable		169,644	169,644
Loans from shareholder		59,560	59,560
Total current liabilities		1,279,258	1,706,158
Commitments and contingencies			
Commitments and contingencies		-	-
STOCKHOLDERS' DEFICIT			
Preferred stock, \$0.001 par value, 10,000,000 shares authorized; issued 161,100 at September 30, 2015 and December 31, 2014.		161,100	161,100
Common stock, \$0.001 par value, 800,000,000 shares authorized; issued and outstanding 83,685,581 at September 30, 2015 and December 31, 2014.		83,686	83,686
Additional paid-in capital		(1,435,038)	(1,467,495)
Accumulated deficit		(58,699)	-
Total stockholders' deficit		(1,248,951)	(1,222,709)
Total liabilities and shareholder deficit		\$ 30,307	\$ 483,449
The accompanying notes are an integral part of these financial statements			

AppSwarm, Inc.							
Statements of Operation (Unaudited)							
		Three Months Ended		Nine Months Ended			
		September 30,		September 30,			
		2015	2014	2015	2014		
	Revenue	\$ -	\$ -	\$ -	\$ -		
	Expenses						
	Selling, general and administrative	-	2,000	-	14,000		
	Total expenses	-	2,000	-	14,000		
	Income (loss) from operations	-	(2,000)	-	(14,000)		
	Provision for income taxes	-	-	-	-		
	Net earnings (loss)	\$ -	\$ (2,000)	\$ -	\$ (14,000)		
	Net income (loss) per share of common stock outstanding:						
	Basic	\$ -	\$ (0.000)	\$ -	\$ (0.000)		
	Diluted						
	Weighted average common shares outstanding:						
	Basic and diluted	83,687,350	83,685,581	83,686,171	83,685,581		
The accompanying notes are an integral part of these financial statements							

AppSwarm, Inc.							
Statement of Stockholders' Deficit (Unaudited)							
For the Nine Months Ended September 30, 2015 and Year Ended December 31, 2014							
	Preferred Stock		Common Stock		Additional	Accumulated	Total
	Shares	Amount	Shares	Amount	Paid-in Capital	Deficit	Stockholders' Deficit
Balances December 31, 2013	161,100	\$ 161,100	83,526,373	\$ 83,527	\$ -	\$ (44,699)	\$ 199,928
Net loss	-	-	-	-	-	(14,000)	(14,000)
Balances December 31, 2014	161,100	161,100	83,526,373	83,527	-	(58,699)	185,928
Common stock issued in reverse merger			159,208	159	(1,435,038)		(1,434,879)
Net loss	-	-	-	-	-	-	-
Balances September 30, 2015	161,100	\$ 161,100	83,685,581	\$ 83,686	\$ (1,435,038)	\$ (58,699)	\$ (1,248,951)
The accompanying notes are an integral part of these financial statements							

AppSwarm, Inc.				
Statements of Cash Flow (Unaudited)				
			Nine Months Ended September 30,	
			2015	2014
Cash flows from operating activities:				
	Net income (loss)		\$ -	\$ (14,000)
	Changes in operating assets and liabilities:			
	Increase (decrease) other current liabilities		-	14,000
	Net cash used by operating activities		-	-
Net increase (decrease) in cash			-	-
Cash, beginning of period			-	-
Cash, end of period			\$ -	\$ -
Supplemental disclosure of cash flow information:				
	Cash paid for interest		\$ -	\$ -
	Cash paid for taxes		\$ -	\$ -
The accompanying notes are an integral part of these financial statements				

APPSWARM, INC.
(FORMERLY SAN WEST, INC.)
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE AND NINE MONTHS ENDED
SEPTEMBER 30, 2015 AND 2014

NOTE 1 – ORGNIZATION AND GOING CONCERN

Organization

AppSwarm, Inc. (formerly San West, Inc.) (“AppSwarm”, the “Company”, “us”, “we”, or “our”) is a Nevada Corporation, established in July, 2001. The Company operated www.joyridemotors.com which was owned by another party. The Company no longer operates joyridemotors.com.

On July 31, 2015, the Company and AppSwarm, Inc. entered, and on September 29, 2015, closed, a Reorganization Agreement (the “Merger”). Pursuant to the terms of the Merger, San West, Inc. changed its corporate name to AppSwarm, Inc., completed a 1 for 3000 reverse share split (the “**Reverse Split**”) effected by the Board on August 4, 2015 and made effective by FINRA on September 25, 2015, and issued shares to the shareholders of AppSwarm, Inc. such that they acquired approximately 80% of the issued and outstanding common stock. In addition, Mr. Frank Drechsler has resigned as the President and CEO of the Corporation, but will stay on as the Chairman of The Board for a limited time to see the successful transition of the company's books, records and anything else needed to ensure a smooth transition of the company. The Board of Directors appointed Mr. Ron Brewer as President, Chief Executive Officer, Secretary and Chief Financial Officer.

Prior to the Reverse Split, the Company had 477,624,086 common shares outstanding or approximately 159,208 common shares on a post Reverse Split basis. The post Reverse Split net shares issued pursuant to the Merger totaled 105,426,373 common shares, including 83,526,373 common shares to the shareholders of AppSwarm, Inc. and 21,900,000 common shares issued pursuant to the conversion of debt at \$0.002 and totaling \$43,800. As a result, the shareholders of AppSwarm, Inc. held approximately 79.1% of the post Reverse Split and Merger shares issued and outstanding with total shares outstanding totaling 105,585,581.

The terms and conditions of the Merger gave rise to reverse merger accounting whereby AppSwarm, Inc. was deemed the acquirer for accounting purposes. Consequently, the assets and liabilities and the historical operations of AppSwarm, Inc. prior to the Merger are reflected in the financial statements and have been recorded at the historical cost basis of AppSwarm, Inc. Our financial statements include the assets and liabilities of both the Company and AppSwarm, Inc.

Established in 2011, AppSwarm™ is an application incubation firm dedicated to acquiring applications for all forms of devices. AppSwarm offers complete, end-to-end services for mobile application development across all major platforms including Apple iPhone, RIM's BlackBerry, Google's Android, and Microsoft's Windows Mobile. AppSwarm has agreements in place with the major application stores and is able to assist with application development and act as a strategic partner to facilitate increased visibility thus allowing most small firms, young entrepreneurs and application developers the resources they otherwise would not have to market their applications effectively.

Going Concern

The Company has sustained operating losses since inception. As of September 30, 2015, the Company has an accumulated deficit of \$58,699 and negative working capital of \$1,254,151. The Company has and will continue to use capital to maintain operations and grow. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds not provided by operations through loans or through additional sales of their common stock. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations.

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles in the United States of America, which contemplate continuation of the Company as a going concern. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or amounts and classification of liabilities that might result from the going concern uncertainty.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The unaudited financial statements of AppSwarm, Inc. as of September 30, 2015 and 2014 have been prepared in accordance with accounting principles generally accepted in the United States. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the financial information have been included. The Company did not record an income tax provision during the periods presented due to net taxable losses.

Accounting estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from those estimates.

Cash and cash equivalents

For purposes of the statement of cash flows, the Company considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. Cash and cash equivalents may at times exceed federally insured limits. To minimize this risk, the Company places its cash and cash equivalents with high credit quality institutions.

Accounts Receivable

Accounts receivable are reported at the customers' outstanding balances. The Company does not have a history of significant bad debt and has not recorded any allowance for doubtful accounts. Interest is not accrued on overdue accounts receivable. The Company evaluates receivables on a regular basis for potential reserve.

Fixed Assets

Property and equipment are stated at cost. Major renewals and improvements are charged to the asset accounts while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed. At the time property and equipment are retired or otherwise disposed of, the asset and related accumulated depreciation accounts are relieved of the applicable amounts. Gains or losses from retirements or sales are credited or charged to income.

Depreciation is computed for financial statement purposes on a straight-line basis over estimated useful lives of the related assets. The estimated useful lives of depreciable assets are:

Computer equipment and software:	3 years
Furniture and fixtures:	5 – 7 years
Machinery and equipment :	5 – 7 years
Leasehold improvements:	7 years

For federal income tax purposes, depreciation is computed under the modified accelerated cost recovery system. For book purposes, depreciation is computed under the straight-line method.

Revenue

Revenues are recognized when persuasive evidence of an arrangement exists, the fees are fixed or determinable, the product or service has been delivered and collectability is reasonably assured. We consider the terms of each arrangement to determine the appropriate accounting treatment.

Our application revenue models are comprised of the following:

- Freemium and Free-to-Play - The freemium strategy (and more recently free-to-play model) have been proven to be very effective ways to monetize apps. By utilizing the freemium model, users can download our app for free, but they cannot access the full set of features without upgrading to the paid version.
- In-App Purchases - Offering in-app purchases (IAP) to monetize apps. We will combine with free or paid apps to generate increased revenue. The dominant business model in the mobile space is currently free apps with in-app purchases.
- Advertising - The app is completely free by using advertisements to generate revenue. Like in-app purchases, advertising is a monetization model that we will combine with freemium or free-to-play apps.
- Subscriptions - Subscription apps offer users access to a particular service or content for a weekly, monthly, or annual fee.
- Sponsorship (Incentivized Advertising) - This entails partnering with advertisers, who provide users with rewards for completing certain in-app actions. In this model, brands and agencies pay to be part of an incentive system. Our apps can earn money by taking a share of the revenue from redeemed rewards. This way, we can incorporate advertising into an app that actually enhances the app's ability to engage users.
- Product Placements
- SAS Technology Licensing - The licensing of our technology to other developers and companies.

Advertising Costs

The Company expenses all advertising as incurred. During the three and nine months ended September 30, 2015 and 2014, the Company did not incur any advertising expense.

Fair Value of Financial Instruments

We adopted ASC Topic 820 for financial instruments measured as fair value on a recurring basis. ASC Topic 820 defines fair value, established a framework for measuring fair value in accordance with accounting principles generally accepted in the United States and expands disclosures about fair value measurements.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 established a three-tier fair value hierarchy which prioritizes the inputs used in measuring fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). These tiers include:

Level 1, defined as observable inputs such as quoted prices for identical instruments in active markets;

Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable such as quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in markets that are not active; and

Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions, such as valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

Disclosures about fair value of financial instruments, requires disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value. As of September 30, 2015, the carrying amounts reported in the condensed consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and other current assets and liabilities approximate fair value due to relatively short periods to maturity.

Income Taxes

The Company accounts for income taxes using the asset and liability method. Under the asset and liability method, deferred tax assets and liabilities are recognized for the future tax consequences attributed to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and tax credits and loss carry-forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences and carry-forwards are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. A valuation allowance is established when necessary to reduce deferred tax assets to amounts expected to be realized. The Company reports a liability for unrecognized tax benefits resulting from uncertain income tax positions, if any, taken or expected to be taken in an income tax return. Estimated interest and penalties are recorded as a component of interest expense or other expense, respectively.

Net Income (Loss) Per Share

The computation of basic earnings per share ("EPS") is based on the weighted average number of shares that were outstanding during the period, including shares of common stock that are issuable at the end of the reporting period. The computation of diluted EPS is based on the number of basic weighted-average shares outstanding plus the number of common shares that would be issued assuming the exercise of all potentially dilutive common shares outstanding using the treasury stock method. The computation of diluted net income per share does not assume conversion, exercise or contingent issuance of securities that would have an antidilutive effect on earnings per share. Therefore, when calculating EPS if the Company experienced a loss, there is no inclusion of dilutive securities as their inclusion in the EPS calculation is antidilutive. Furthermore, options and warrants will have a dilutive effect under the treasury stock method only when the average market price of the common stock during the period exceeds the exercise price of the options or warrants (they are in the money).

Following is the computation of basic and diluted net loss per share for the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2015	2014	2015	2014
Basic and Diluted EPS Computation				
Numerator:				
Income (loss) available to common stockholders'	\$ -	\$ (2,000)	\$ -	\$ (14,000)
Denominator:				
Weighted average number of common shares outstanding - Basic and diluted	83,687,350	83,685,581	83,686,171	83,685,581
Basic EPS	\$ -	\$ (0.00)	\$ -	\$ (0.00)
The shares listed below represent the shares issuable upon conversion of convertible debt and Series A preferred stock:				
Convertible debt	62,074	54,688	62,074	64,688
Series A preferred stock	209,091	78,269	209,091	78,269

Recent Accounting Pronouncements

In September 2015, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2015-16, Business Combinations (Topic 805). This ASU eliminates the requirement for retrospective application of measurement period adjustments relating to provisional amounts recorded in a business combination as of the acquisition date. The amendments in this update require an entity to present separately on the face of the income statement or disclose in the notes the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. For public business entities, the amendments will be effective for fiscal years beginning after December 15, 2015. Early adoption is permitted. The Company does not expect this accounting update to have a material effect on its consolidated financial statements in future periods, although that could change.

In April 2015, the FASB issued ASU 2015-05, Intangibles - Goodwill and Other - Internal-Use Software (Subtopic 350-40). This ASU provides guidance about whether a cloud computing arrangement includes a software license. If a cloud computing arrangement includes a software license, then the software license element of the arrangement should be accounted for consistent with the acquisition of other software licenses. If a cloud computing arrangement does not include a software license, the arrangement should be accounted for as a service contract. For public business entities, the amendments will be effective for annual periods, including interim periods within those annual periods, beginning after December 15, 2015. Early adoption is permitted.

In April 2015, the FASB issued ASU 2015-03, Interest - Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. This ASU requires retrospective adoption and will be effective for fiscal years beginning after December 15, 2015 and for interim periods within those fiscal years. We expect the adoption of this guidance will not have a material impact on our financial statements.

In February 2015, the FASB issued ASU 2015-02, "Amendments to the Consolidation Analysis", which amends the consolidation requirements in ASC 810 and significantly changes the consolidation analysis required under U.S. GAAP relating to whether or not to consolidate certain legal entities. Early adoption is permitted. The Company's effective date for adoption is January 1, 2016. The Company does not expect this accounting update to have a material effect on its consolidated financial statements in future periods, although that could change.

In January 2015, the FASB issued ASU 2015-01, "Simplifying Income Statement Presentation by Eliminating the Concept of Extraordinary Items", which eliminates the concept from U.S. GAAP the concept of an extraordinary item. Under the ASU, an entity will no longer (1) segregate an extraordinary item from the results of ordinary operations; (2) separately present an extraordinary item on its income statement, net of tax, after income from continuing operations; or (3) disclose income taxes and earnings-per-share data applicable to an extraordinary item. Early adoption is permitted. The Company's effective date for adoption is January 1, 2016. The Company does not expect this accounting update to have a material effect on its consolidated financial statements in future periods, although that could change.

In August 2014, the FASB issued ASU No. 2014-15, Presentation of Financial Statements - Going Concern (Subtopic 205 40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, which is intended to define management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. Specifically, ASU 2014-15 provides a definition of the term substantial doubt and requires an assessment for a period of one year after the date that the financial statements are issued (or available to be issued). It also requires certain disclosures when substantial doubt is alleviated as a result of consideration of management's plans and requires an express statement and other disclosures when substantial doubt is not alleviated. The new standard will be effective for reporting periods beginning after December 15, 2016, with early adoption permitted. Management does not expect the adoption of ASU 2014-15 to have a material impact on our financial statements and disclosures.

In May 2014, the FASB issued ASU 2014-09, Revenue from Contracts with Customers (ASU 2014-09), which supersedes most existing revenue recognition guidance under US GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP. The standard is effective for annual periods beginning after December 15, 2016, and interim periods therein, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). On July 9, 2015, the FASB voted to defer the effective date of the new revenue recognition standard by one year. Based on the Board's decision, public organizations would apply the new revenue standard to annual reporting periods beginning after December 15, 2017. We are currently evaluating the impact of the pending adoption of ASU 2014-09 on our consolidated financial statements and have not yet determined the method by which we will adopt the standard.

We review new accounting standards as issued. Although some of these accounting standards issued or effective after the end of our previous fiscal year may be applicable to us, we have not identified any standards that we believe merit further discussion. We believe that none of the new standards will have a significant impact on our financial statements.

NOTE 3 - LEGAL PROCEEDINGS

Express Working Capital, LLC v. San West, Inc. d/b/a Buggy World/County Imports, Frank J. Drechsler and Vladimir Cood, et. al. (116th Judicial District Court, Dallas County, Texas, Cause No. DC 12-05315). On May 14, 2012, Express Working Capital, LLC ("EWC") commenced civil actions against the Company in the 116th Judicial District Court, Dallas County, Texas as a result of a contract breach stemming from nonpayment of amounts due under the Future Receivables Sale Agreement (the "FRSA") entered into on January 9, 2012. On April 25, 2013, the court ordered a default judgment against the Company and its Chief Executive Officer. Following the judgment on October 24, 2013, EWC and the Company reached an agreement whereby the Company executed a promissory note to EWC for the equivalent amount then due under the FRSA, or \$195,644, see "NOTE 8 – PROMISSORY NOTES, Notes Payable - \$169,644" for additional disclosure.

Cambio, Inc. v. SanWest, Inc., et al. (San Diego County Superior Court Case No. Case No. 37-2012-00068133-CU-BC-EC), and the case James Jordan v San West Inc. et. al. (San Diego County Superior Court Case No. 37-

2012-00068134 CU BC EC). On or about July 5, 2012, Cambio, Inc. ("Cambio") and James Jordan, owner of Cambio, commenced civil actions against the Company in the Superior Court of the State of California, County of San Diego, alleging damages arising out of Cambio's sale of assets to a third party. A settlement agreement was entered into in this matter on February 27, 2014. Pursuant to the terms of the settlement agreement, the Company is obligated to pay a total of \$25,000 payable with a \$10,000 cashier's check due on February 28, 2014 and \$1,000 per month payable thereafter for fifteen (15) months. As a result, during the year ended December 31, 2013, the Company recorded a \$191,669 "Gain on debt forgiveness due to legal settlement" and reclassified \$25,000 to other current liabilities, see "NOTE 7 – ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES" for additional disclosure.

NOTE 4 – OTHER CURRENT ASSETS

Other current assets of \$18,231 as of September 30, 2015 and December 31, 2014, respectively, are comprised solely of sale proceeds held in reserve by our credit card processors as a buffer against potential customer chargebacks. During the year ended December 31, 2014, the company received \$60,000 of these funds from one of our merchant processors.

NOTE 5 – FIXED ASSETS

Furniture and equipment are depreciated on a straight line basis over their estimated useful life from 3 – 7 years. A majority of the fixed assets listed were acquired in the purchase of Buggy World in August of 2008. Fixed assets consisted of the following at September 30, 2015 and December 31, 2014:

	September 30, 2015	December 31, 2014
Computers	\$ -	\$ 8,419
Furniture & fixtures	-	50,000
Machinery & equipment	-	62,891
Leasehold improvements	-	8,916
	-	130,226
Accumulated depreciation	-	(122,869)
Fixed assets, net	\$ -	\$ 7,357

During the three months ended September 30, 2015, San West fully depreciated its fixed assets as a result of normal depreciation which happened to coincide with the Merger. As of September 30, 2014, the Company did not have any fixed assets.

NOTE 6 - INTANGIBLE ASSET

On October 9, 2013, the Company (formerly San West, Inc.) and TCA Global Credit Master Fund, LP ("TCA") entered into a Website Lease Agreement (the "Lease") for www.countyimports.com (the "Website"). Under the Lease, the Company had the right, subject to TCA's approval, to place on the Website information pertaining to its business and to use the Website for the purpose of pursuing the business objectives of the Company. The term of the Lease was twenty four (24) months

In consideration for the lease of the Website, the Company paid TCA Five Thousand Dollars (US\$5,000) upon execution of the Lease and \$5,000 monthly commencing on January 15, 2014 until such time as Thirty Thousand Dollars (US\$30,000) in total was paid by the Company; and notwithstanding any other payment required to be paid in connection with the Lease, each month, an amount equal to thirty percent (30%) of the gross revenue attributable to the Website minus the cost of goods and shipping costs and expenses. Following the payment of all amounts owing to TCA under the Lease and performance of all covenants and conditions contained therein, at such time as the aggregate of all payments made by the Company to TCA (minus any liabilities or expenses incurred by TCA in connection with the Lease or in any way relating to the Website) is equal to or greater than Four Hundred Fifty Thousand Dollars (US\$450,000), the Company shall have the option to immediately purchase the Website for One Dollar (US\$1.00).

The Company recorded the Lease as a capital lease resulting in \$450,000 recorded to intangible assets and \$450,000 recorded to other current liabilities. No payments were made towards the Lease since September 2014 at which time the liability balance was 418,474. On June 9, 2015, TCA provided the Company with a Notice of Termination terminating the Lease. As a result, the Company ceased operating www.countyimports.com and recorded a reduction of \$450,000 of intangible assets, \$418,484 reduction to capital lease liabilities and a \$31,526 loss on disposal of assets.

NOTE 7 – ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

Accounts payable and other current liabilities as of September 30, 2015 and December 31, 2014 consisted of the following:

	September 30,	December 31,	
	2015	2014	Change
Accounts payable:			
Trade	-	114,589	(114,589)
Professional	48,000	32,818	15,182
Total accounts payable	\$ 48,000	\$ 147,407	\$ (99,407)
Other Current Liabilities:			
Capital lease	\$ -	\$ 418,474 ¹⁾	\$ (418,474)
Revolving credit	343,183	343,180 ²⁾	3
Accrued Interest	268,632	187,877 ³⁾	80,755
Other payables	1,100	1,589	(489)
Customer Deposits	17,460	14,946	2,514
Legal settlement	-	8,000 ⁴⁾	(8,000)
Shareholder advances	10,699	- ⁵⁾	10,699
Total other current liabilities	\$ 641,074	\$ 974,066	\$ (332,992)

¹⁾ Capital Lease. See "NOTE 6 - INTANGIBLE ASSET".

²⁾ Revolving credit. The Company has financed operations to a certain extent by using available revolving credit provided by certain outside parties. The Company makes periodic payments against these non-recourse balances.

³⁾ Accrued interest. See "NOTE 8 - PROMISSORY NOTES".

⁴⁾ Legal settlement. In February 2014, Cambio Enterprises and the Company entered into a settlement agreement whereby all claims by Cambio were settled for payments to total \$25,000. See "NOTE 3 - LEGAL PROCEEDINGS".

⁵⁾ Non-interest bearing advances by related parties used to cover operations and overhead costs.

NOTE 8 – PROMISSORY NOTES

As of September 30, 2015 and December 31, 2014, the Company's promissory notes consisted of the following principle balances:

	September 30, 2015			December 31, 2014		
	Principal	Interest	Total	Principal	Interest	Total
Convertible promissory notes:						
Amalfi	\$ 74,000	\$ 106,380	\$ 180,380	\$ 74,000	\$ 76,750	\$ 150,750
Amalfi	80,000	120,242	200,242	80,000	89,792	169,792
Seacoast Advisors	190,481	25,405	215,886	187,981	14,065	202,046
Other	16,000	5,614	21,614	13,500	4,627	18,127
Total convertible promissory notes	360,481	257,641	618,122	355,481	185,234	540,715
Notes payable	169,644	7,953	177,597	169,644	1,434	171,078
Loans from shareholder	59,560	3,038	62,598	59,560	1,209	60,769
Total	\$ 589,685	\$ 268,632	\$ 858,317	\$ 584,685	\$ 187,877	\$ 772,562

Amalfi - \$74,000

On February 4, 2010, Gemini Master Fund, Ltd. ("Gemini") and the Company entered into a Securities Purchase Agreement and promissory note pursuant to which the Company issued a \$150,000 convertible promissory note generating net proceeds of \$146,515. The note matured on February 12, 2012 after one extension and bore interest of 10% compounded daily. The note is currently in default and bears interest at default rate of 24%. The note is convertible into the Company's common stock at a conversion price of \$15.00. Common stock issued pursuant to a conversion carries piggyback registration rights.

The Note provides that the holder may only convert the debenture if the number of shares held by the lender or its affiliates after conversion would not exceed 4.99% of the outstanding shares of the Company's common stock following such conversion.

On January 12, 2011, Gemini purchased \$24,000 of debt from Dutchess and received a convertible promissory note from the Company containing identical terms to the note described above.

During 2010 and 2011, \$100,000 of principle and \$10,216 of accrued interest were converted into 20,631,111 shares of common stock

The Note was purchased by Amalfi Coast Capital on December 3, 2012.

During the three months ended September 30, 2015 and 2014, the Company recognized \$10,585 and \$8,327, respectively of interest expense. During the nine months ended September 30, 2015 and 2014, the Company recognized \$29,631 and \$23,310, respectively of interest expense. No payments or conversions into common stock were made during the nine months ended September 30, 2015 and 2014.

Amalfi - \$80,000

On January 12, 2011, The Company issued an \$80,000 face amount convertible note to Gemini and received net proceeds of \$61,000 due to a \$19,000 original issue discount. The note matured on February 1, 2012 and bore interest of 10% compounded daily. The note is currently in default and bears interest at the default rate of 24%. The note is convertible at any time at a conversion price equal to the lesser of (i) \$15 and (ii) 80% of the lowest closing bid price of the Company's common stock during the 10 trading days immediately preceding the applicable conversion date. The note provides that the holder may only convert the debenture if the number of shares held by the lender or its affiliates after conversion would not exceed 4.99% of the outstanding shares of the Company's common stock following such conversion.

The Note was purchased by Amalfi Coast Capital on December 3, 2012.

During the three months ended September 30, 2015 and 2014, the Company recognized \$10,857 and \$8,600, respectively of interest expense. During the nine months ended September 30, 2015 and 2014, the Company recognized \$30,450 and \$24,119, respectively of interest expense. No payments or conversions in to common stock were made during the nine months ended September 30, 2015 and 2014.

Seacoast Advisors, Inc. - \$190,481

During the year ended December 31, 2014, Seacoast Advisors, Inc. ("Seacoast") loaned the Company \$79,835. During the year ended December 31, 2013, Seacoast loaned the company \$31,396 and converted \$60,000 (\$37,800 of principle and \$22,200 of accrued interest) into 4,000 shares of common stock. The principle balance due to Seacoast is comprised of various convertible promissory notes with identical terms, including interest of 8%, and only one principal and interest payment due upon maturity with maturity being six (6) months from the date each tranche was first received. In the event of default, the notes become convertible at the option of the holder into common stock of the Company at a conversion price of \$15 per share. The Notes contain a provision limiting the conversion thereof by any party to not more than 4.99% ownership of the stock of the Company at any time after taking into account all of the holdings of the converting party.

During the three months ended September 30, 2015 and 2014, the Company recognized \$3,841 and \$3,441, respectively of interest expense. During the nine months ended September 30, 2015 and 2014, the Company recognized \$11,340 and \$8,200, respectively of interest expense.

Other - \$16,000

On December 17, 2010 the Company issued a \$13,500 face amount convertible note and \$2,500 in 2015 to the same party. The original note matured on June 17, 2011 and bears interest of 8%. The notes are currently in default. The notes convert at the option of the holder into common stock of the Company upon default at a conversion price of \$15.

During the three months ended September 30, 2015 and 2014, the Company recognized \$323 and \$272, respectively of interest expense. During the nine months ended September 30, 2015 and 2014, the Company recognized \$987 and \$855, respectively of interest expense.

Notes Payable - \$169,644

On January 9, 2012, the Company entered into a Future Receivables Sale Agreement ("FRSA") between the Company and Express Working Capital, LLC. Under the FRSA, the Company received proceeds of \$199,600 and agreed to repay \$274,000 face amount by remitting 18% of our daily sales proceeds to EWC until such time as the face amount has been repaid. The FRSA provides a security interest in all the Company's assets and future receivables.

On May 14, 2012, EWC initiated litigation against the Company and other related parties as a result of a contract breach stemming from nonpayment of amounts due under the FRSA. On April 25, 2013, the court ordered a default judgment against the Company and its Chief Executive Officer. Following the judgment on October 24, 2013, EWC and the Company reached an agreement whereby the Company executed a promissory note to EWC for the equivalent amount then due under the FRSA, or \$195,644. Under the terms of the note, if at October 31, 2014 there remains a balance due, the balance due will bear interest of 5% from November 1, 2014 through October 31, 2015 at which time if there remains a balance the balance due will bear interest of 10% until the maturity date on October 31, 2017. The note is repayable according to an Escalator Payment Schedule and Balloon Payment which requires a minimum monthly payment of \$2,000 and escalating amounts as a percentage of gross sales revenue with any remaining balance due on October 31, 2017 in the form of a balloon payment as follows:

Monthly Gross Sales		Amount /
From	To	Percentage of Gross Sales Due
\$ -	\$ 40,000	\$2,000
40,001	100,000	5%
100,001	120,000	6%
120,001	140,000	7%
140,001	160,000	8%
160,001	180,000	9%
180,001	200,000	10%
200,001	210,000	11%
210,001	220,000	12%
220,001	230,000	13%
230,001	240,000	14%
240,001	250,000	15%
250,001	260,000	16%
260,001	270,000	17%
270,001	280,000	18%
280,001	290,000	19%
290,001	\$290,000 +	20% + \$20,000

During the three months ended September 30, 2015 and 2014, the Company repaid \$0 and \$6,000, respectively. During the nine months ended September 30, 2015 and 2014, the Company repaid \$0 and \$18,000, respectively. During the three and nine months ended September 30, 2015, the Company recognized \$2,224 and \$6,519 of interest expense.

Loans from Shareholder - \$59,560

From time to time, the Company's former CEO, Frank J. Drechsler had deposited funds and made payments to vendors on behalf of the Company. On April 1, 2009, the Company and Mr. Drechsler entered into a promissory note for the principal balance then due or \$216,950. The note accrues interest at 4%, was due in three years or April 1, 2012. On April 21, 2014, Mr. Drechsler converted \$216,000 (\$171,890 of principal and \$44,110 of accrued interest) into 72,000 shares of common stock at the market price of our common stock on the day of conversion, or \$3.00. As a result, the Company reflects Mr. Drechsler's shares as convertible at \$3.00 where fully diluted share calculations and disclosure is presented in this financial report.

During the three months ended September 30, 2015 and 2014, the Company recognized \$600 and \$454, respectively of interest expense. During the nine months ended September 30, 2015 and 2014, the Company recognized \$1,829 and \$3,609, respectively of interest expense.

NOTE 9 – CAPITAL STOCK

Preferred Stock

As of September 30, 2015, the Company has authorized 10,000,000 shares of preferred stock and 161,100 shares of non cumulative Series A preferred stock issued and outstanding. The Series A preferred stock is convertible into shares of common stock at the option of the holder. The conversion price for each share of the Series A preferred stock is 85% of the 20-day trailing, lowest, closing bid price of the Company's common stock during such 20-day period prior to the date of conversion. Based on a conversion price of \$0.77, the \$161,100 of Series A preferred stock outstanding as of September 30, 2015 is convertible into 209,091 shares of common stock.

No preferred stock related transactions occurred during the nine months ended September 30, 2015 or year ended December 31, 2014.

Common Stock

On September 29, 2015, the Company and AppSwarm, Inc. closed the Merger resulting in the 1 for 3,000 Reverse Split and issuance of 83,526,373 common shares. Due to reverse merger accounting, the 159,208 common shares outstanding prior to the merger were deemed issued on September 29, 2015 for the book value of San West, Inc.

During the year ended December 31, 2014, the Company issued 72,000 shares to Mr. Drechsler upon the conversion of debt, See "NOTE 8 – PROMISSORY NOTES, *Loans from Shareholder - \$59,560*" above for more information.

2009 Long Term Equity Incentive Plan

On July 21, 2009, the Board of Directors of the Company adopted the 2009 Long Term Equity Incentive Plan (the "Stock Incentive Plan"). The Stock Incentive Plan provides for equity incentive benefits to awardees in the form of option rights or appreciation rights, restricted stock, restricted stock units, and/or performance shares or performance units. The total number of shares of Common Stock which may be awarded under the Plan is 50,000,000. If any awarded shares are forfeited, they become available for future issuance. An annual aggregate limit of 5,000,000 shares is set for any participant. The terms of each award are determined by the board and are to be evidenced in writing. No equity awards have been issued under the 2009 Long Term Equity Incentive Plan as of the date of this report.

2011 Non-Employee Consultants Retainer Stock Plan

On April 19, 2011, the Company resolved to adopt the Non-Employee Consultants Retainer Stock Plan for the Year 2011. The purpose of this Plan is to enable the Company, to promote the interests of the Company and its stockholders by attracting and retaining non-employee consultants capable of furthering the future success of the Company and by aligning their economic interests more closely with those of the Company's stockholders, by paying their retainer or fees in the form of shares of the Company's common stock. 10,000,000 shares of common stock are registered to this plan at an offering price of \$33. The Plan shall expire on April 19, 2021. No equity awards have been issued under the Non-Employee Consultants Retainer Stock Plan as of the date of this report.

NOTE 10 –MERGER

On July 31, 2015, the Company and AppSwarm, Inc. entered, and on September 29, 2015, closed, a Reorganization Agreement (the "Merger"). Pursuant to the terms of the Merger, San West, Inc. changed its corporate name to AppSwarm, Inc., completed a 1 for 3000 reverse share split (the "**Reverse Split**") effected by the Board on August 4, 2015 and made effective by FINRA on September 25, 2015, and issued shares to the shareholders of AppSwarm, Inc. such that they acquired approximately 80% of the issued and outstanding common stock.

Prior to the Reverse Split, the Company had 477,624,086 common shares outstanding or approximately 159,208 common shares on a post Reverse Split basis. The post Reverse Split net shares issued pursuant to the Merger totaled 105,426,373 common shares, including 83,526,373 common shares to the shareholders of AppSwarm, Inc. and 21,900,000 common shares issued pursuant to the conversion of debt at \$0.002 and totaling \$43,800. As a result, the shareholders of AppSwarm, Inc. held approximately 79.1% of the post Reverse Split and Merger shares issued and outstanding with total shares outstanding totaling 105,585,581.

The terms and conditions of the Merger gave rise to reverse merger accounting whereby AppSwarm, Inc. was deemed the acquirer for accounting purposes. Consequently, the assets and liabilities and the historical operations of AppSwarm, Inc. prior to the Merger are reflected in the financial statements and have been recorded at the historical cost basis of AppSwarm, Inc. Our financial statements include the assets and liabilities of both the

Company and AppSwarm, Inc. The Merger was accounted for under recapitalization accounting whereby the equity of AppSwarm is presented as the equity of the combined enterprise and the capital account of San West is adjusted to reflect the par value of the outstanding stock of the AppSwarm after giving effect to the number of shares issued in the Merger. Shares retained by the San West shareholders (159,208 common shares) are reflected as an issuance as of the reverse merger date (September 29, 2015) for the historical amount of the net liabilities of San West.

The following unaudited financial information has been developed by application of pro forma adjustments to the historical financial statements of San West, Inc. appearing elsewhere in this Current Report. The unaudited pro forma information gives effect to the Merger which has been assumed to have occurred on September 30, 2015 for purposes of the statement of operations. The Company evaluated the existence of intangible assets that should be recognized in business combinations, pursuant to ASC 805-20-25-4. No intangible assets were identified.

The unaudited pro forma financial information is presented for informational purposes only and does not purport to represent what the results of operations or financial position of the Company would have been had the transactions described above actually occurred on the dates indicated, nor do they purport to project the financial condition of the Company for any future period or as of any future date. The unaudited pro forma financial information should be read in conjunction with the Company's financial statements and notes thereto included elsewhere in this Current Report.

The condensed consolidated pro forma results of operations for the nine months ended September 30, 2015 and year ended December 31, 2014 are as follows:

AppSwarm, Inc.							
Unaudited Condensed Consolidated Statements of Operations							
		Nine Months Ended September 30, 2015			Year Ended December 31, 2014		
		AppSwarm, Inc.	San West, Inc.		AppSwarm, Inc.	San West, Inc.	
		Actual	Actual	Pro Forma	Actual	Actual	Pro Forma
Revenue		\$ -	\$ 123,111	\$ 123,111	\$ -	\$ 513,465	\$ 513,465
COGS		-	94,304	94,304	-	443,602	443,602
Gross profit		-	28,807	28,807	-	69,863	69,863
Expenses							
Selling, general and administrative		-	33,743	33,743	14,000	208,299	222,299
Total expenses		-	33,743	33,743	14,000	208,299	222,299
Income (loss) from operations		-	(4,936)	(4,936)	(14,000)	(138,436)	(152,436)
Other expense							
Loss on disposal of intangible asset		-	(31,526)	(31,526)	-	-	-
Interest expense		-	(80,755)	(80,755)	-	(100,359)	(100,359)
Total other expense		-	(112,281)	(112,281)	-	(100,359)	(100,359)
Provision for income taxes		-	-	-	-	-	-
Net earnings (loss)		\$ -	\$ (117,217)	\$ (117,217)	\$ (14,000)	\$ (238,795)	\$ (252,795)
Common stock outstanding		83,526,373		83,526,373	83,526,373		83,526,373
Common stock issued in Merger			159,208	159,208		159,208	159,208
Total common shares outstanding				83,685,581			83,685,581
Net income (loss) per common share				\$ (0.00)			\$ (0.00)

AppSwarm, Inc.					
Unaudited Condensed Consolidated Pro Forma Balance Sheet					
As of December 31, 2014					
		AppSwarm, Inc.	San West, Inc.	Merger	
		Actual	Actual	Adjustments	Pro Forma
ASSETS					
CURRENT ASSETS					
	Cash	\$ -	\$ 2,661	\$ -	\$ 2,661
	Accounts receivable	-	-	-	-
	Other current assets	-	18,231	-	18,231
	Total current assets	-	20,892	-	20,892
Fixed assets		-	130,226	-	130,226
Accumulated depreciation		-	(122,869)	-	(122,869)
	Net fixed assets	-	7,357	-	7,357
Intangible asset		-	450,000	-	450,000
Deposits		-	5,200	-	5,200
	Total assets	-	483,449	-	483,449
LIABILITIES AND STOCKHOLDERS' DEFICIT					
CURRENT LIABILITIES					
	Accounts payable	\$ 48,000	\$ 147,407	\$ -	\$ 195,407
	Other current liabilities	-	974,066	-	974,066
	Convertible promissory notes	-	355,481	-	355,481
	Notes payable	-	169,644	-	169,644
	Subsidiary purchase loan	-	-	-	-
	Loans from shareholder	10,699	59,560	-	70,259
	Total current liabilities	58,699	1,706,158	-	1,764,857
Commitments and contingencies		-	-	-	-
STOCKHOLDERS' DEFICIT					
Prefer		-	161,100	-	161,100
Comm		-	477,624	(393,938)	83,686
Additional paid-in capital		-	2,127,187	(3,594,682)	(1,467,495)
Accumulated deficit		(58,699)	(3,988,620)	3,988,620	(58,699)
	Total stockholders' deficit	(58,699)	(1,222,709)	-	(1,281,408)
Total liabilities and shareholder deficit		\$ -	\$ 483,449	\$ -	\$ 483,449
¹⁾ We have accounted for the Merger under recapitalization accounting whereby the equity of AppSwarm, Inc. is presented as the equity of the combined enterprise adjusted to reflect the par value of the outstanding stock of the Registrant after giving effect to the number of existing shares as-if issued in the Merger. Shares retained by the Registrant are reflected as an issuance as of the reverse merger date (September 29, 2015) for the historical amount of the net equity of the Registrant.					

NOTE 11 – SUBSEQUENT EVENTS

Management has reviewed material events subsequent of the quarterly period ended September 30, 2015 and prior to the filing of financial statements in accordance with FASB ASC 855 “Subsequent Events”.

On November 2, 2015, as contemplated by the Merger, the Company issued 21,900,000 shares of common stock upon the conversion of Amalfi debt at the rate of \$0.002 per share or \$43,800.

As previously disclosed in a press release dated September 29, 2015 Mr. Frank Drechsler has resigned as the President and CEO of the Corporation.

On November 23, 2015 Frank Drechsler tendered his resignation from the board of directors.