AppSwarm, INC.

CONSOLIDATED FINANCIALS (UNAUDITED)

FOR THE THREE MONTHS ENDED March 31, 2016

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AppSwarm, Inc.
Consolidated Balance Sheets

	(Unaudited) March 31, 2016 $	December 31, 2015 $
ASSETS		
Current Assets		
Cash	1,483	1,159
Accounts receivable	-	-
Inventory	-	-
Other current Assets	18,231	18,231
Total Current Assets		19,390
Deposits	-	5,200
Intangible Assets	5,000	-
Total Assets	24,714	24,,590
LIABILITIES AND STOCKHOLDERS' DEFICIENCY		
Current Liabilities		
Accounts payable		-
Other current Liabilities	637,511	637,511
Convertible promissory notes	408,981	408,981
Notes Payable	169,644	169,644
Loans from shareholder	-	59,560
Total Current Liabilities	1,216,136	1,275,696
Long-term Debt (Note 5)	-	-
Total Liabilities	1,216,136	1,275,696
Commitments and contingencies	-	-
Stockholders' Deficiency		
Preferred stock, $0.001 par value, 10,000,000 shares authorized: Issued 161,100 at March 31, 2016 and December 31, 2015	161,100	161,100
Common Stock, $0.001 par value, 800,000,000 shares authorized: Issued and outstanding 83,685,581 at March 31, 2016	83,686	83,686
Additional paid-in capital	(1,375,670)	(1,435,038)
Accumulated deficit	(60,854)	(60,854)
Net income	316	-
Total Stockholders' Deficiency	(1,191,422)	(1,251,106)
Total Liabilities and Stockholders' Deficiency	24,714	24,590

(The accompanying notes are an integral part of the consolidated financial statements)

AppSwarm, Inc.
Consolidated Statements of Operations and Comprehensive Income (Loss)
(Unaudited)

	Three Months Ended March 31, 2016 $	Three Months Ended March 31, 2015 $
Revenues	11,411	63,006
Cost of Sales	-	47,357
Gross Profit	11,411	15,649
Expenses		
Selling, general and administrative	11,095	11,502
Loss on disposal of intangible asset		(31,526)
Interest Expense		(25,468)
Total Expenses	11,095	68,496
Net Loss and Comprehensive Income (Loss)	316	(52,847)
Net Income (Loss) Per Share – Basic and Diluted	0.00	0.00
Weighted Average Shares Outstanding	477,624,086	477,624,086

(The accompanying notes are an integral part of the consolidated financial statements)

AppSwarm, Inc.
Consolidated Statements of Cash Flows
(Unaudited)

	Three Months Ended March 31, 2016 $	Three Months Ended March 31, 2015 $
Operating Activities		
Net income (loss) for the period	316	(52,847)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	2,429	2,699
Loss on disposal of intangible asset	-	31,526
Changes in operating assets and liabilities:		
Decrease (increase) in other assets	-	(43,053)
Decrease (increase) in deposits	(406)	(80,384)
Increase (decrease) in accounts payable	-	-
Increase (decrease) other current liabilities	(59,560)	6,483
		-
Net Cash Provided By (Used In) Operating Activities	57,853	33,076
Investing Activities		
	-	-
Net Cash Provided By Investing Activities	-	-
Financing Activities		
Proceeds from convertible notes payable		4,000
Payments on notes payable	-	-
Net Cash Flows Used In Financing Activities	-	4,000
Increase (Decrease) in Cash	57,853	7,346
Cash - Beginning of Period	1,159	2,661
Cash - End of Period	59012	10,006
Non-Cash Investing and Financing Activities:		
Common stock issued for services	–	-
Due to related party for contingently convertible debt	-	-
Supplemental Disclosures:		
Interest paid	-	-
Income taxes paid	–	–

(The accompanying notes are an integral part of the consolidated financial statements)

APPSWARM, INC.
NOTES TO FINANCIAL STATEMENTS (UNAUDITED)
FOR THE THREE MONTHS ENDED
March 31, 2016 AND 2015

NOTE 1 – ORGANIZATION AND GOING CONCERN

Organization

AppSwarm, Inc. (formerly San West, Inc.) ("AppSwarm", the "Company", "us", "we", or "our") is a Nevada Corporation, established in July 12, 2012. 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 2012, 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 all of 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 March 31, 2016, the Company has an accumulated deficit of $60,854 and negative working capital of $1,251.106. 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 March 31, 2016 and 2015 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 our 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

During the quarters ended March 31, 2016 and 2015, 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 1measurements) 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 March 31, 2016, 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.

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 December 31, 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. Fixed assets consisted of the following at March 31, 2016 and December 31, 2015:

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.

In October 2015 AppSwarm acquired the rights for proprietary gaming applications for $5,000.

NOTE 7 – ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

Accounts payable and other current liabilities as of March 31, 2016 and December 31, 2015 consisted of the following:

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 March 31, 2016 and December 31, 2015, the Company's promissory notes consisted of the following principle balances:

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 March 31, 2016 and 2015, the Company recognized $NIL and $10,857, respectively of interest expense. No payments or conversions in to common stock were made during the three months ended March 31, 2016 and 2015.

Bailey - $48,000

On August 5, 2014, Christopher Bailey was issued a promissory note for $48,000 in settlement of all debts owed him by Appswarm, Inc. on or before July 27, 2014. The note bears no interest and is due on or before August 5, 2015. The note may be converted @ $.10 per share when Appswarm, Inc. becomes public or merges with a public company. The holder may not hold more than 4.99% of the outstanding common stock.

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

that 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 March 31, 2016 and 2015, the Company recognized $NIL and $3,841, 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 March 31, 2016 and 2015, the Company recognized $NIL and $323, 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:

During the three months ended March 31, 2016 and 2015, the Company repaid $NIL and $NIL, respectively. The Company recognized $NIL and $2,224 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 quarters end March 31, 2016 and 2015, the Company recognized $NIL and $1,829, respectively of interest expense.

NOTE 9 – CAPITAL STOCK

Preferred Stock

As of March 31, 2016, 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 March 31, 2016 is convertible into 209,091 shares of common stock.

No preferred stock related transactions occurred during quarters ended March 31, 2016 and March 31, 2015.

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.

NOTE 11 – SUBSEQUENT EVENTS

Management has reviewed material events subsequent of the quarterly period ended March 31, 2016 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.

INFORMATION AND DISCLOSURE STATEMENT

*THIS STATEMENT HAS NOT BEEN FILED WITH FINRA, NASD OR ANY OTHER REGULATORY AGENCY

All information contained in this Information and Disclosure Statement has been compiled to fulfill the disclosure requirements of Rule 15c2-11 (A) (5) promulgated under the Securities Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format as set forth in the rule.

Item 1: The Exact Name of the Issuer and its Predecessor.

AppSwarm, Inc., formerly San West, Inc.
San West, Inc., formerly Human Biosystems, Inc., (until July 31, 2009) formerly Hyperbaric Systems, Inc.(until October 29, 2002), (hereinafter referred to as the "Issuer" or the "Company")

Item 2: The Principal Executive Office of the Issuer.

AppSwarm, Inc.
401 South Boston
Suite 500
Tulsa, OK 74105

Office: (800) 706-7656

Item 3. The State and Date of Incorporation.

AppSwarm, Inc. is a Nevada Corporation, established on July 17, 2001.

Item 4. The Exact Title and Class of the Security.

Security Symbol: SWRM
CUSIP Number – 03834T 10 2
Common Stock - No par value
Preferred Stock – No par value

Item 5. The Par or Stated Value of the Security:

The company currently has authorized Eight Hundred Ten Million (810,000,000) shares of stock at no par value which consists of Eight Hundred Million (800,000,000) shares of common stock at no par value and Ten Million (10,000,000) shares of preferred Series A stock at no par value.

Item 6. The Number of Shares Outstanding.

A. Fiscal year ending Dec. 31, 2015:

(i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.

(ii) Total Issued & Outstanding –477,624,086 common, 161,100 Series A Preferred.

(iii) Restricted Common Issued-304,948,422 common.

(iv) Free Trading Common Issued-172,675,664-common.

(v) Shareholders - 311 common shareholders.

No shares were issued during this year.

B. Quarter ending March 31, 2016:

(i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.

(ii) Total Issued & Outstanding – 477,624,086 common, 161,100 Series A Preferred.

(iii) Restricted Common Issued-304,948,422 common.

(iv) Free Trading Common Issued-172,675,664-common.

(v) Shareholders - 311 common shareholders.

No shares were issued during this quarter.

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.

Post reverse split
(i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.

(ii) Total Issued & Outstanding – 105,585,581 common, 161,100 Series A Preferred.

(iii) Restricted Common Issued- 83,525,000 common.

(iv) Free Trading Common Issued-21,900,000-common.

(v) Shareholders - 322 common shareholders.

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

Item 7. The Name and Address of the Transfer Agent.

First American Stock Transfer
4747 N. 7th St.
Suite 170
Phoenix, AZ, 85014
602-485-1346
www.FirstAmericanStock.com

Office: 972-612-4120 Fax: 972-612-4122

First American Stock Transfer is currently registered under the Exchange Act and is an SEC approved transfer agent.

Item 8. The Nature of the Issuer's Business.

A. Business Development:

Established in 2012, 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 all of 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.

. The issuer is not a shell company (as defined in Rule 12b-2 of the Exchange Act).

1. The form of organization of the issuer,

The Issuer is a Nevada Corporation.

2. The year that the issuer (or any predecessor) was organized;

The Issuer was incorporated in the State of Nevada on July 17, 2001.

3. Issuer's fiscal year end date:

The fiscal year end date is December 31.

4. Whether the issuer (and/or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

The company and/or any predecessor have not, and are not currently in the process of filing bankruptcy, receivership or any similar proceeding.

5. Whether the Issuer has made a material rectification, merger, consolidation, or purchase or sale of a significant amount of assets not in the ordinary course of business;

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.

6. Has the Company had any default of any terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments?

No.

7. Has the Issuer had a change of control?

In August 2008, the Company purchased 100% of the outstanding stock of Buggy World, Inc. With the acquisition of Buggy World, San West expanded their presence in the southern California retail market.

On June 5, 2009, San West completed a reverse merger with Human BioSystems (See Financial Statements, NOTE N – MERGER). Upon becoming effective 100% of San West outstanding common stock was exchanged for 65,396,320 shares of Human BioSystems common stock, Human BioSystems Acquisition Company became the surviving entity and changed its name to San West, Inc. The Merger was accounted for as a "reverse merger," whereby San West was deemed the accounting acquirer under recapitalization accounting. Consequently, our consolidated financial statements include the assets, liabilities, historical operations of San West prior to the Merger, the shares retained by the legal acquirer (Human BioSystems) for the historical amount of the net assets of the accounting acquire which in this case is a net liability of $1,981,056 and the operations of San West and our Human BioSystems operations from the Effective Date of the Merger.

We have ceased all operations that were formerly conducted by Human BioSystems, the discussion of our business both past and future will be limited to San West, Inc., except where the context may refer to Human BioSystems in certain specific instances. Further, as a condition of the Merger, all compensation and option agreements with the former officers and directors of Human BioSystems have been terminated. However, we remain obligated to pay the debts of Human BioSystems reflected on its financial statements as of the date of the 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. 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.

8. Has there been an increase of 10% or more of the same class of outstanding equity securities.

•Capital Change - shares decreased by 1 for 80 split Pay date=03/04/2009.

•Capital Change - shares increased by 5 for 1 split. Ex-date=11/03/2009. Rec date=10/28/2009. Pay date=11/02/2009.

9. Describe any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

•Capital Change - shares decreased by 1 for 80 split Pay date=03/04/2009.

•Capital Change - shares increased by 5 for 1 split. Ex-date=11/03/2009. Rec date=10/28/2009. Pay date=11/02/2009.

•Capital Change - shares decreased by 1 for 3000 split Pay date=09/25/2015.

10. Whether the Issuer has been de-listed by any securities exchange or NASDAQ.

The Issuer's securities were delisted from the OTCBB on September 23, 2011 for failure to comply with NASD 6530.

11. Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved:

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.

(B) Business of Issuer.

App Swarm™ offers complete, end-to-end services for mobile application development across all major platforms including Apple iPhone, BlackBerry, Google Android, as well as Microsoft Windows Mobile. With our extensive experience in the mobile space we cannot just give you a technical hand but can be your strategic partner in leveraging this dynamic mobile world towards increased business efficiency and effectiveness.
We have plunged into a journey to tap the potential of mobile computing and smart phones. We offer complete, end-to-end services for mobile application development across all major platforms including Apple iPhone, RIM's BlackBerry, Google's Android, as well as Microsoft's Windows Mobile. With our extensive experience in the mobile space we cannot just give applications a technical hand, but can be a strategic partner in leveraging this dynamic mobile world towards increased business efficiency and effectiveness.

Our Industry

The market we enter is driven by the rapid increase in the use of smartphones, tablets and other mobile devices. This growth has exploded since Apple launched the iPhone. The market forecasts show healthy growth numbers. On the next several pages are charts, graphs, and market information to support the growth and demand of the app market. A huge market is just starting to come on line and pick up speed as the data above shows. We are entering at the early stage of a multibillion dollar market with a 158% projected growth rate. Despite the global slowdown of the economy the demand for paid mobile applications is growing at an impressive speed. The main driver is still the growing number of smartphone users with pre-installed app stores. The majority of paid downloads are being generated by 5 app stores: Apple App Store, Google Play, BlackBerry App World, Nokia Ovi Store and Windows Phone Store. Strong growth is expected for the devices that will use the apps we hope to develop or acquire. Projections as seen below show over a billion new devices will be sold through 2017 that will be compatible for our potential product.

An analysis from Gartner below shows similar growth:

Worldwide Device Shipments by Segment (Thousands of Units

Device Type	2013	2014	2015
Traditional PCs (Desk- Based and Notebook)	296,131	276,221	261,657
Ultramobiles, Premium	21,517	32,251	55,032
PC Market Total	317,648	308,472	316,689
Tablets	206,807	256,308	320,964
Mobile Phones	1,806,964	1,862,766	1,946,456
Other Ultramobiles (Hybrid and Clamshell)	2,981	5,381	7,645
Total	2,334,400	2,432,927	2,591,753

- 50% of U.S. cellphone owners (42% of all U.S. adults) have apps on their devices.
- Mobile app downloads to increase to 25 billion by 2015, from only 2.6 billion in 2009.
- By 2016, more than 44 billion apps will have been downloaded.
  - Global population ~7 billion so 6 mobile app downloads for every man, woman and child.
- Average smartphone had 22 apps; feature phone 10 apps.
  - Most popular apps: Facebook, Google Maps and The Weather Channel (TWC)
  - Most popular categories: Games, news, maps, social networking and music

    Source ~ CTIA, The Wireless Association®
- To reach 50 million users; Radio took 38 years, TV 13 years, Internet took 4 years, iPod took 3 years. Facebook reached over 200 million users in less that 1 year. iOS application downloads reached 1 billion in 9 months.
- In 2013 an estimated $29.5 Billion was spent on Apps
- More video is uploaded to YouTube in one month than the 3 major US networks created in 60 years

- A new member joins LinkedIn every second

Our Business Plan

As consumer trends continue to transition largely in favor of tablets and smartphones, so goes the enormous growth potential in the environs of mobile applications. At AppSwarm, we give thanks to each and every app idea we receive, but we also understand the unique challenges presented within the mobile market. In order to best serve the needs of our investors and drive profitable growth, it is preeminent that we carefully vet the concepts we receive and select only those we believe may deliver the greatest financial return. We use an accomplished approach to address the needs of all parties involved in our app incubation endeavors.

We've developed a proprietary screening process we call "The Swarm." This selective screening process encompasses many stratum, and allows us to thoroughly review the novelty of each app idea we receive. While the exact technique we use to make our final selections is confidential, we believe the overall process represents a key benefit for AppSwarm and app developers alike. While we'd love to incubate every concept presented, only the very best app ideas represent real growth potential. A number of different factors determine whether or not we feel comfortable pursuing the development of any one particular app. www.app-swarm.com

1. Please indicate the issuer's primary and secondary SIC Codes;

The Primary SIC Code for me company is 7371.

2. If the issuer has never conducted operations, is in the development stage or is currently conducting operations.

The company is currently conducting operations.

3. State the names of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure document;

None.

4. The effect of existing or probable governmental regulations on the business;

The company does not foresee any substantial changes that could adversely affect the business of the company at this time. The market for the Issuer's product is intensely competitive. We believe that the principal competitive factors affecting the Issuer's targeted market are those companies offering auto parts under standard brands, none of-which market uniquely used and recycled environmentally friendly parts. We believe we compete adequately with respect to these factors. The Issuer believes it has a competitive edge in the Company's diversity as a manufacturer and wholesaler of its unique products.

5. Dependence on one or a few major customers;

The Company is not dependent on a few major customers.

6. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

The Issuer currently owns no trademark rights nor has any trademarks pending.

7. The need for any government approval of principal products or services. Discuss the status of any requested government approvals.

The company conducts the business under the guidelines of the State of Nevada. The company, at this time does not need and has not requested government approval on the products and services provided other than local operating business licenses.

Item 9: The nature and extent of the issuer's facilities-

In responding to this item, please give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

The Company leases its facilities at
401 South Boston, Suite 500
Tulsa, OK 74103 (800) 706-7656.

Item 10: The name of the chief executive officer, members of the board of directors, as well as counsel, accountant and public relations

In responding to this item, please provide the full names, business addresses, employment histories, board memberships, other affiliations, and number of securities (and of which class) beneficially owned by each such person, which information must be no older than the end of the most recent fiscal year, for the issuer's:

A. Executive Officers:

The following list sets forth the name, address and position of each executive officer and director of the Issuer as of the date hereof:

Name	**Age**	**Position(s)**	**Position(s) Held Since**
Ron Brewer	65	Chief Executive Officer Chief Financial Officer, Principle Accounting Officer, Secretary	2015

and Chairman of the Board

The principal occupation and business experience during the last five years for each of the present directors and executive officers of the Issuer are as follows:

Ron Brewer has been our Chief Executive Officer and Chairman since September 29, 2015.

Mr. Brewer has served as Managing Director of Southbridge Advisory Group since 1990.

Southbridge is a boutique management firm with a primary focus in management services and merger & acquisition representation. Ron has experience in a broad spectrum of business disciplines in both public and private sectors; they include: technology driven products, manufacturing & distribution, health services, energy, environmental, real estate, marketing and non-profit entities.

Management services performed by Southbridge are typically company turnaround or growth, and post-acquisition implementations. These services have been performed in both the private and small cap public sector. In turnaround situations Southbridge brings needed changes and implementations into an organization assisting them in meeting defined improvement targets. In growth or post acquisition environments the Company will implement systems and staff, creating an operating unit that meets defined benchmarks of performance. A specialty focus is consolidation of companies, in a synergistic market niche, where Southbridge services utilized include M & A, capital advisory, and management implementation.

Prior to 1990 Mr. Brewer served as President of Mid-Continent Companies, which was a multiple division enterprise that grew ten-fold from 1980 through 1990 through acquisitions, launching of new opportunities, and organic growth of existing revenue opportunities.

Ron has served as a corporate officer in both public and private companies typically for tenures required to fully launch new public companies, and to complete restructuring or growth segments. He has created and facilitated all steps in formation of emerging public companies to include; merger & acquisition, capital procurement, public formation, and management implementation. Southbridge engages annually in public company formation projects, and micro-cap restructuring or growth opportunities.

Mr. Brewer has experience within multiple technology development fields that recently include; launching of leading edge virtual payment processing,

introduction of proprietary medical science services, and business reorganization of a niche energy industry information provider.

The following table sets forth the ownership for each class of equity securities of the Issuer owned beneficially and of record by all directors and officers of the Issuer as of October 1, 2014.

	Common Stock Beneficially Owned (2)	
Name and Address of Beneficial Owner (1)	**Number**	**Percent**
Thomas Cook	67,500,000	63.93%
All as a group (1 persons)	67,500,000	63.93%

(1) Unless otherwise indicated, the address for each of these stockholders is c/o AppSwarm, Inc., 401 South Boston Avenue, Suite 500, Tulsa, Oklahoma 74103. Also, unless otherwise indicated, each person named in the table above has the sole voting and investment power with respect to his shares of our common stock beneficially owned.

(2) Beneficial ownership is determined in accordance with the rules of the SEC. For purposes of calculating the percentage beneficially owned, the number of shares of our common stock deemed outstanding is 105,585,581 as of November 24, 2015 and 182,000 shares of common stock that would result from the conversion of preferred stock.

As indicated in the table above, our executive officers and directors beneficially own, in the aggregate, 63.93 percent of our outstanding common stock. As a result, these stockholders may, as a practical matter, be able to influence all matters requiring stockholder approval including the election of directors, merger or consolidation and the sale of all or substantially all of our assets. This concentration of ownership may delay, deter or prevent acts that would result in a change of control, which in turn could reduce the market price of our common stock.

Other than as stated herein, there are no arrangements or understandings, known to us, including any pledge by any person of our securities:

- The operation of which may at a subsequent date result in a change in control of AppSwarm; or
- With respect to the election of directors or other matters.

Item 11: The issuer's most recent balance sheet and profit and loss and retained earnings statements.

The most recent financial statements for year ending Dec. 31, 2014 and the period ended September 30, 2015 are separately attached on the Pink Sheets website.

The company intends to post all reports on the Pink Sheets website every quarter to disclose the financial condition of the company and any changes that have occurred since this statement

Item 12: Similar financial information for such part of the 2 preceding fiscal years as the issuer or its predecessor has been in existence.

The financial statements of the company for the fiscal year ending 2012 is attached as part of the Dec. 31, 2013 financials on the Pink Sheets website.

Item 13: Whether any quotation is being submitted or published directly or indirectly on behalf of the issuer, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the issuer, or at the request of any promoter for the issuer, and if so the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person.

To the best of Company's knowledge, information and belief, quotations with respect to the Issuer's common stock are not being submitted or published behalf of the issuer,

None.

5. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and if applicable, the extent to which the cost of such activities are borne directly by customers;

None.

6. Costs and effects of compliance with environmental laws (federal, state and local)

The company is not producing any products that are hazardous to the environment and does not foresee any changes that could adversely affect the environment. All products and services are environmentally friendly.

7. Total number of employees and number of full time employees.

The company currently has 3 full time employees.

(C) Investment Policies- Describe the issuer's policies with respect to each of the following types of investments. State whether there are any limitations of the percentage of assets which may be invested in any one investment, or type of instrument, and indicate whether such policy may be changed without a vote of the security holders.

Securities of or interests in persons primarily engaged in real estate activities.

Indicate the types of securities in which the issuer may invest, and indicate the primary activities of persons in which the issuer may invest and the investment policies of such persons.

The company does not intend to invest in these type of investments

Investments in real estate or interests in real estate. Indicate the types of real estate in which the issuer may invest, and describe the method (or proposed method) of operating and financing these properties. Indicate any limitations on the number or amount of mortgages that may be placed on any one piece of property.

Other than the locations of the operating facilities, the company does not intend to invest in these type of investments. The company does not have any policy regarding the number of mortgages which may be place on their operating facilities.

Investments in real estate mortgages. Indicate the types of mortgages and the types of properties subject to mortgages in which the issuer plans to invest Describe each type of mortgage activity in which the issuer intends to engage, such as originating, servicing and warehousing, and the portfolio turnover rate.

The Company does not intend to invest in these types of investments.

Item 14: The nature of products or services offered.

In responding to this item, please describe the following:

1. Principal products or services, and their markets;

Products
All related services

Established in 2012, 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 all of 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.

Raw Material Availability

Not Applicable

Marketing

- 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 our 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.

2. Distribution methods of the products or services;

Google Play Store for Android, Apple App Store and potentially other markets in the future.

3. Status of any publicly announced new product or service;

None

4. Competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

There is nothing new under the sun, but we believe there is always room for further modernization. Many of the app ideas we consider at AppSwarm include concepts we've already seen explored by competing app developers, with a twist or two thrown in for good measure. This doesn't mean that we reject the idea outright, however. Instead, we work to determine what makes the app different from other applications currently available, while also trying to identify key areas we feel we could improve upon. It's important for our team to thoroughly examine the competition, as a means of establishing whether a potential application may represent a feasible and sustainable product.

According to Fiksu's App Store Competitive Index, iOS downloads in December 2014 represented 44% year-over-year growth, with nearly 10 million applications downloaded each day. These statistics are indicative of a large trend across various operating systems and app stores—in short, downloads are rising exponentially, but so are the number of applications released every day. Whereas app developers once faced relatively limited competition, the environment has rapidly changed. This makes it important for an application to offer front line design, a perceptive interface, and a solid concept if the product will ever reach its full potential.

Our methods of competition will be:

- 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.

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- Product Placements

- SAS Technology Licensing - The licensing of our technology to other developers and companies.

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

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

None.

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

None.

3. A finding or judgment by a court of competent jurisdiction {in a civil action), the SBC, the CFTC, 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

None.

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

None.

Please describe any affiliations or relationships between the former Officers and

Directors of the company and the current Officers and Directors of the company.

There are no relationships or affiliations existing between the former Officers and Directors of the company and the current Officers.

B. Directors:

The list is as set forth above.

C. General Partners:

This does not apply to the company.

D. Promoters:

This does not apply to the company.

E. Control Persons:

Thomas Cook and Ron Brewer are the only individuals/entities considered to be control persons of the company.

F. Counsel:

Law Offices of Thomas C. Cook
8250 West Charleston Blvd., Suite 120
Las Vegas, NV 89117

G. Certified Public Accountant:

This does not apply to the company

H. Public Relations Consultant.

This does not apply to the company.

I. Any other advisor *(s)* that assisted, advised, prepared or provided information "with respect to this disclosure documentation:

This does not apply to the company.

J. Investment Bankers:

This does not apply to the company.

Item 16. Management Discussion and Analysis

Liquidity and Capital Resources

The Company has limited financial resources available, which has had an adverse impact on the Company's liquidity, activities and operations. These limitations have adversely affected the Company's ability to obtain certain projects and pursue additional business. There is no assurance that the Company will be able to raise sufficient funding to

enhance the Company's financial resources sufficiently to generate volume for the Company, or to engage in any significant research and development, or purchase plant or significant equipment.

Item 17. Material Contracts.

The Company has no individual contracts which would be deemed material.

Item 18. Securities Offerings in the Last Two years.

None.

Item. 19. Articles and Bylaws

The Company's Articles and Bylaws have been uploaded to Pinksheets.com separately on June 28, 2013.

Item 20. Purchases of Equity Securities.

None.

CERTIFICATION

I, Ron Brewer, certify that:

1. I have reviewed this annual disclosure statement of AppSwarm, Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.



Ron Brewer, President, CEO and Director

Date: 05-16-2016

Exhibit "B"

Common stock shareholders that own more than 5% of the outstanding common stock.

The following table sets forth the ownership for each class of equity securities of the Issuer owned beneficially and of record by all directors and officers of the Issuer as of December 31, 2015.

	Common Stock Beneficially Owned (2)		
Name and Address of Beneficial Owner (1)	**Number**		**Percent**
Thomas Cook	67,500,000		63.93%
All as a group (1 persons)	67,500,000		63.93%

(1)

Unless otherwise indicated, the address for each of these stockholders is c/o AppSwarm, Inc., 401 South Boston Avenue, Suite 500, Tulsa, Oklahoma 74103. Also, unless otherwise indicated, each person named in the table above has the sole voting and investment power with respect to his shares of AppSwarm common stock beneficially owned.

(2)

Beneficial ownership is determined in accordance with the rules of the SEC. For purposes of calculating the percentage beneficially owned, the number of shares of our common stock deemed outstanding is 105,585,581 as of December 31, 2015 and 21,900,000 shares of common stock that would result from the conversion of Amalfi debt at the rate of $0.002 per share or $43,800.

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 diclosed 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.