SW Innovative Holdings, Inc.

(Formally known as Everybody's Phone Company)

(Exact Name of Registrant in its Charter)

(A Development Stage Company)

6666 Harwin, Suite 664
Houston, TX 77036
(Address of Principal Executive Offices) (Zip Code)

(713) 268-1610
Registrant's Telephone Number

Quarterly Report

For the Period Ending September 30, 2016

87-0712328

(IRS Employer Identification No.)

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

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OTC Pink Basic Disclosure Guidelines

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

SW Innovative Holdings, Inc., a Texas corporation.

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

2) Address of the issuer's principal executive offices

Company Headquarters
Address 1: 6666 Harwin Drive
Address 2: Suite 664
Address 3: Houston, Texas 77036
Phone: (713) 268 1610
Email: info@everybodysphonecompany.com
Website(s): www.everybodysphonecompany.com

IR Contact
Address 1: None

3) Security Information

Trading Symbol: SWHI
Exact title and class of securities outstanding: Class "A" common stock
CUSIP: 785014101
Par or Stated Value: .0001
Total shares authorized: 15,000,000,000 as of: September 30, 2016
Total shares outstanding: 2,970,435,528 as of: September 30, 2016

Preferred share information:
Exact title and class of securities outstanding: Preferred Stock Series "A"
CUSIP: _____
Par or Stated Value: $ 1.00
Total shares authorized: 50,000,000 as of: September 30, 2016
Total shares outstanding: 60,000* as of: September 30, 2016

*In addition, Messrs. George, Peterson and Michel own all 60,000 issued and outstanding shares of our Class A Preferred Stock (the "Class A Shares"). Among other features, each share of Preferred Stock is entitled to 550,000 per share on any matter that is voted on by our shareholders, including the election of Directors. As a result, those three persons will be significantly affect, although not control, the election of the directors of our Company and the outcome of any vote on any other matter, if they all vote together. There is, however, no voting or other agreement in existence which would require them to so vote.

Transfer Agent
Name: Olde Monmouth Stock Transfer, Inc.
Address 1: 200 Memorial Parkway
Address 2: Atlantic Highlands, NJ 07716
Phone: (732) 872 2727
Is the Transfer Agent registered under the Exchange Act?* Yes: x No: ☐

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

List any restrictions on the transfer of security:

None

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

None

Within the past year please list any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization:

Subsequent Events:

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

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

Shares issued and outstanding as of July 22, 2013: 1,435,527 (post reverse stock split)

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

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

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

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

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

On October 2, 2014 the company filed with the Securities and Exchange Commission (SEC) a "Form 1-A" REGULATION A OFFERING STATEMENT UNDER THE SECURITIES ACT OF 1933. The Company filed to register 10,000,000,000 shares of its common stock, par value $0.0001 per share at a price of $ 0.01 for 100 shares up to an aggregate purchase price of $ 1,000,000.

On March 27, 2015 the Securities and Exchange Commission ORDERED that the offering statement is declared qualified.

On April 20, 2016 the company filed with the Securities and Exchange Commission (SEC) a "Form 1-A" Tier 1 REGULATION A OFFERING STATEMENT UNDER THE SECURITIES ACT OF 1933. The Company filed to register 10,000,000,000 shares of its common stock, par value $0.0001 per share at a price of $ 0.01 for 100 shares up to an aggregate purchase price of $ 1,000,000.

On May 23, 2016 the Securities and Exchange Commission ORDERED that the offering statement is declared qualified.

4) Issuance History

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

A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
Fiscal Year 2012/13 Securities Act Rule 504

B. Any jurisdictions where the offering was registered or qualified;
Securities Act Rule 504: Delaware

C. The number of shares offered;
2014: 30,000,000 common shares issued as of March 31, 2014
2014: 189,960,000 common shares issued as of June 30, 2014 and 22,000,000 shares returned to the treasury of the company
2015: 468,000,000 common shares issued as of June 30, 2015
2015: 250,000,000 common shares issued as of Sept 30, 2015
2015: 1,743,000,000 common shares issued as of Dec 31, 2015
2016: 0 common shares issued as of March 31, 2016
2016: 0 common shares issued as of June 30, 2016
2016: 0 common shares issued as of September 30, 2016

D. The number of shares sold;
2014: 30,000,000 shares as of March 31, 2014
2014: 57,960,000 shares under a debt conversion transaction as of June 30, 2014
2014: 235,260,000 shares under a debt conversion transaction as of September 30, 2014
2014: 184,580,000 shares under a debt conversion transaction as of December 31, 2014
2015: 468,000,000 shares sold pursuant Regulation A under Section 3(b) of the Securities Act of 1933 as of June 30, 2015
2015: 250,000,000 shares sold pursuant Regulation A under Section 3(b) of the Securities Act of 1933 as of Sept 30, 2015
2015: 1,243,000,000 shares sold pursuant Regulation A under Section 3(b) of the Securities Act Of 1933 as of Dec 31, 2015
2016: 0 shares sold pursuant Regulation A under Section 3(b) of the Securities Act of 1933 as of March 31, 2016
2016: 0 shares sold pursuant Regulation A under Section 3(b) of the Securities Act of 1933 as of June 30, 2016
2016: 0 shares sold pursuant Regulation A under Section 3(b) of the Securities Act of 1933 as of September 30, 2016

E. The price at which the shares were offered, and the amount actually paid to the issuer;
2014: 30,000,000 shares as a stock subscription as of March 31, 2014
2014: 57,960,000 shares as a debt conversion transaction as of June 30, 2014 @ $.0001
2014: 235,260,000 shares as a debt conversion transaction as of September 30, 2014 @ $.0001
2014: 184,580,000 shares as a debt conversion transaction as of December 31, 2014 @ $.0001
2015: 486,000,000 shares as a stock subscription as of June 30, 2015 @ $.0001
2015: 250,000,000 shares as a stock subscription as of Sept 30, 2015 @ $.0001
2015: 1,243,000,000 shares as a stock subscription as of Dec 31, 2015 @ $.0001
2016: 0 shares as a stock subscription as of March 31, 2016 @ $.0001
2016: 0 shares as a stock subscription as of June 30, 2016 @ $.0001
2016: 0 shares as a stock subscription as of September 30, 2016 @ $.0001

F. The trading status of the shares; and

Period ending March 31, 2014: 30,000,000 common shares issued under a debt conversion that were not registered under the Securities Act.

Period ending June 30, 2014: 57,960,000 common shares issued under a debt conversion that was not registered under the Securities Act and 131,000,000 common shares were issued under rule 144.

Period ending September 30, 2014: 235,260,000 common shares issued under a debt conversion that was not registered under the Securities Act and 131,000,000 common shares were issued under rule 144.

Period ending December 31, 2014: 184,580,000 common shares issued under a debt conversion that was not registered under the Securities Act.

Period ending March 31, 2015:150,000,000 common shares were issued under rule 144.

Period ending June 30, 2015:486,000,000 common shares were issued using Regulation A under Section 3(b) of the Securities Act of 1933.

Period ending Sept 30, 2015:250,000,000 common shares were issued using Regulation A under Section 3(b) of the Securities Act of 1933.

Period ending December 31, 2015:1,243,000,000 common shares were issued using Regulation A under Section 3(b) of the Securities Act of 1933.

Period ending March 31, 2016:0 common shares were issued using Regulation A under Section 3(b) of the Securities Act of 1933.

Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Period ending June 30, 2016:0 common shares were issued using Regulation A under Section 3(b) of the Securities Act of 1933.

Period ending September 30, 2016:0 common shares were issued using Regulation A under Section 3(b) of the Securities Act of 1933.

All share certificates representing shares sold without registration under the Securities Act bear a legend restricting their transfer except as permitted under the Securities Act.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided*, *however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

YEAR	SHAREHOLDER	SHARES	Date of Issuance
2014			
	Toner Town Ciogamul	10,000,000	2/21/2014
	Pro1 Toner Mexico	10,000,000	2/21/2014
	Omega Closeouts – Europe	10,000,000	2/21/2014
	Norman George(a)	58,000,000	5/15/2014
	Stephen Michels(a)	30,000,000	5/15/2014
	Kim T. Peterson(a)	43,000,000	5/15/2014
	Beaufort Capital Partners LLC	27,960,000	6/17/2014
	Beaufort Capital Partners LLC	27,960,000	7/18/2014
	Beaufort Capital Partners LLC	37,650,000	7/24/2014
	Beaufort Capital Partners LLC	39,000,000	8/11/2014
	Beaufort Capital Partners LLC	39,500,000	9/11/2014
	Beaufort Capital Partners LLC	43,250,000	9/25/2014
	Beaufort Capital Partners LLC	47,900,000	10/15/2014
	Beaufort Capital Partners LLC	52,200,000	10/22/2014
	Beaufort Capital Partners LLC	57,000,000	11/4/2014
	Beaufort Capital Partners LLC	63,080,000	11/25/2014
	Beaufort Capital Partners LLC	64,500,000	12/5/2014
	Issued for the year ending December 31, 2014	759,435,528	
2015			
	Stephen Michels	30,000,000	3/26/2015
	Norman George	60,000,000	3/26/2015
	S. H. Bethke	60,000,000	3/26/2015
	Caught in the Web	89,000,000	4/22/2015
	Dieringer, L	89,000,000	4/22/2015
	George, Natalie	50,000,000	4/22/2015
	Bethke, J. A.	50,000,000	4/22/2015
	Peterson, K. T.	60,000,000	4/22/2015
	Clifford Pope	80,000,000	6/30/2015
	Tide Pool Ventures	50,000,000	7/31/2015
	Investor Growth	100,000,000	9/18/2015
	RY Capital Group LLC	150,000,000	10/12/2015
	Caught in the Web	168,000,000	10/20/2015
	Peterson, K. T.	150,000,000	10/16/2015
	Blackbridge Capital LLC	150,000,000	10/25/2015
	N George	250,000,000	10/29/2015
	SH Bethke	100,000,000	10/29/2015
	Stephen Michels	150,000,000	10/29/2015
	Seaside Advisors, LLC	150,000,000	11/5/2015
	RY Capital Group LLC	150,000,000	11/6/2015
	Seaside Advisors, LLC	25,000,000	11/16/2015
	1 net Capital Holdings	150,000,000	11/18/2016
	Python Marketing PTY LTD	150,000,000	12/10/2015
	Issued for the year ending December 31, 2015	2,461,000,000	
2016	Issued the period ending March 31, 2016	0	
	Issued the period ending June 30, 2016	0	
	Issued the period ending September 30, 2016	0	

5) Financial Statements

The accompanying financial statements are posted through the OTC Disclosure and News Service;

6) Describe the Issuer's Business, Products and Services

BUSINESS

Our Company

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

History

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

Our Business

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

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

For people who have credit history problems or bad credit or no credit and also lack the ability to provide the phone company with a significant cash deposit, getting needed phone service from phone companies is virtually impossible. Nonetheless, those potential customers need phone service. An unemployed person without phone service is very likely to remain unemployed. Renting an apartment is very difficult if the rental agent can't call the potential renter back. The examples are endless.

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

We sell pre-paid local and long distance phone service, called "plain old telephone service" (POTS), to those whose want this hone service, but cannot qualify for, or afford the costs of, phone line

service or data service as provided by one of the big telephone companies. Thus, our target customers are those who are credit disadvantaged or small businesses. Many of these people need the convenience of being able to use a phone service for a few months, drop it for a month or two, and then resume using it as circumstances permit, all without a lot of bureaucracy or complications. We provide that service.

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

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

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

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

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

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

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

- Medicaid;
- Supplemental Nutrition Assistance Program (Food Stamps or SNAP);
- Supplemental Security Income (SSI);
- Federal Public House Assistance (Section 8); and
- Low-Income Home Energy Assistance Program (LIHEAP).

Federal rules prohibit eligible low-income people from receiving more than one Lifeline discount per household. An eligible person may receive a discount on either a wireline or data service, but not both.

A person whose household currently is receiving more than one Lifeline service must select a single Lifeline provider and contact the other provider to de-enroll from their program.

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

Our Challenge

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

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

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

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

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

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

We believe that in order to grow our company and make it profitable, we need to hire a staff of full-time sales people and improve our infrastructure so that it can support a growing company with an expanding number of customers. We plan to use the proceeds of this offering primarily to accomplish those goals.

Our experience with finding customers is that potential customers often find the concept of our pre-paid telephone services interesting. However, because we lack a staff of sales people and the funds to do targeted advertising to potential customers to sell those services, we have not been able to reach many potential customers. We believe that if we had a dedicated sales force of our own, we would be able to reach a significant portion of our potential customers. Likewise, with sufficient funds, we could advertise is certain publications and media which serve our potential customers. Our hope is to have a full time sales force of at least 4 sales people by December 31, 2016. We estimate that we need approximately 1,000 customers in order to become profitable.

Our Business Strategy

The principle elements of our business strategy include:

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

• **Improve Our Marketing to Our Primary Target Customers**. Our experience to date has convinced us that there is a demand for our pre-paid phone services. Our contacts with those people have shown us that many of them would like to have an alternative phone service that fits into their economic

circumstances. We believe that if we can reach those customers with our marketing message, many of them will be interested in using our services.

• **Establish Our Own Sales Force.** Our experience has shown that we need our own dedicated sales force in order to have sales people who are motivated to and focused on marketing our services. We need a large enough sales force to reach many more of our target customers if we are to reach our goal of having a minimum of 1,000 customers in Houston.

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

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

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

Our Competitive Strengths

We believe that our competitive strengths include:

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

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

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

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

Marketing and Sales

We market our services through the Everybody's Phone Company brand. We are looking to hire a full-time sales force to sell our services. Presently, we are only marketing our services in the Houston, Texas area, where we are located. With the proceeds of this Offering, we hope to significantly increase our market area and then being sales in other cities in Texas through the use of a larger sales force.

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

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

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

Landline Home Telephone Market Size:

Houston–The Woodlands–Sugar Land

Houston–The Woodlands–Sugar Land is a nine-county metropolitan area defined by the Office of Management and Budget. It is located along the Gulf Coast region in the U.S. state of Texas. The metropolitan area is colloquially referred to as "**Greater Houston**" and is situated in Southeast Texas.

Houston–The Woodlands–Sugar Land is the fifth-largest metropolitan area in the United States and the second-largest in Texas with a population of 6,490,180, as of U.S. Census Bureau's July 1, 2010 estimates.

The population of the metropolitan area is centered in the city of Houston—the largest economic and cultural center of the American South, with a population of 2.1 million.[7]

- According to a recent report 6.6 million people live in the greater Houston statistical metropolitan area.

According to Chase Bank, 30% of the metropolitan people use pawn shops and check cashing stores to facilitate banking needs.

This assumes a potential prepaid marketplace of 1.9 million people;

If we assume we can get 1% penetration or 19,800 users in Houston metro within 3 years.

From our beta-test the average revenue per customer per month is $ 40.00

- 1% assumption 19,800 subscribers x $ 40.00 x 12 = $ 9,504,000 in annual gross income.
- .5% assumption 9,900 subscribers x $ 40.00 x 12 =$ 4,752,000 in annual gross income
- .25% assumption 4,950 subscribers x $ 40.00 x 12 = $ 2,376,000 in annual gross revenues

This is just from the Houston metropolitan statistical area.

GOING CONCERN AND LIQUIDITY

At September 30, 2016, the Company had cash of $4,584, total assets of $61,836, no profitable business activities or other source of income, liabilities of $342,242 and had incurred losses since Inception (September 3, 2003).

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

The Company's ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and, or, obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. There is no assurance that this series of events will be satisfactorily completed. As a result there is substantial doubt as to our ability to continue as a going concern.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Employees

The Company's active business operations currently employ three (3) people all of whom are full-time employees. We staff our projects with independent contractors who are hired for specific projects and tasks.

Customers

As of September 30, 2016, we have approximately 90 customers, all of whom are individuals. No customer is significantly large than any of the others.

Ending Period	Quarterly Base
9/30/2016	90
6/30/2016	95
3/31/2016	100
12/31/2015	115
9/30/2015	122
6/30/2015	130
3/31/2015	139
12/31/2014	130
10/31/2014	130
9/30/2014	118
6/30/2014	88
3/31/2014	89
12/31/2013	89
9/30/2013	99
6/30/2013	117
3/31/2013	130
12/31/2012	88

7) Describe the Issuer's Facilities

SW Innovative Holdings, Inc.'s headquarters is located at 6666 Harwin, Suite 664 Houston, Texas, where is maintains leased office space of 1,100 square feet. The term of the lease is two years with renewal options. The office lease expires April 2020. The company owns furniture; fixtures and equipment (FF&E) which are listed on the financial statements are posted through the OTC Disclosure and News Service;

8) Officers, Directors, and Control Persons

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

A. Names of Officers, Directors, and Control Persons.

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

Name	**Age**	**Position**
Norman George	75	President
Stephen Michels	60	Vice President

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

   None

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

   None

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

   None

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

   None

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

As of September 30, 2016 the company has 2,970,435,528 shares issued and outstanding:

	Number of shares owned	Percent of the total issued & outstanding
Norman George, President	397,144,000	13.36%
Stephen Michels, Vice President	219,005,000	7.37%

9) Third Party Providers

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

Certified Public Accountant:

Name: None

Corporate Counsel:

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

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

Investor Relations Consultant

Name: None

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

Name: None

10) Issuer Certification

The certifications shall follow the format below:

I, Norman George, President certify that:

1. I have reviewed this quarterly disclosure statement of SW Innovative Holdings, 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.

October 20, 2016

/s/ Norman George
President

SW INNOVATIVE HOLDINGS, INC.

D. B. A. EVERYBODYS'S PHONE COMPANY

FINANCIAL RESULTS FOR THE PERIOD ENDING September 30, 2016

Unaudited

SW INNOVATIVE HOLDINGS, INC.
(Formally known as Everybody's Phone Company)
(A Development-Stage Company)
BALANCE SHEET
Unaudited

ASSETS	For the Period Ending Sept 30, 2016
Cash	4,584
Accounts receivable	633
Prepaid expenses	0
Total Current Assets	5,217
Property and equipment, net	4,619
Investments	52,000
Deposit	-
TOTAL ASSETS	61,836
LIABILITIES AND SHAREHOLDERS' DEFICIT	
LIABILITIES	
Accounts payable and accruals	287,342
Note payable - short term	54,900
Total Current Liabilities	342,242
Long Term Liabilities	
Note payable - long term	-
TOTAL LIABILITIES	342,242
Commitments and Contingencies	
STOCKHOLDERS' DEFICIT	
Preferred stock, $1.00 par value; 50,000,000 shares authorized; 60,000 shares issued and outstanding as of Sept 30, 2016	60,000
common stock .0001 par value 15,000,000,000 shares authorized, 2,970,435,528 shares issued and outstanding as of Sept 30, 2016	297,044
Additional paid in capital	3,450,591
Deficit accumulated during the development stage	-4,088,040
TOTAL STOCKHOLDERS' DEFICIT	-280,405
TOTAL LIABILITIES & STOCKHOLDERS' DEFICIT	61,836

SW Innovative Holdings, Inc.
d. b. a. Everybody's Phone Company
(a development stage company)
Profit and Loss
Unaudited

	July - Sept 16	Jan - Sept 16
REVENUE		
Income	$ 12,138	$ 38,459
Cost of Sales	$ 6,672	$ 20,739
Gross Profit	$ 5,466	$ 17,720
EXPENSES		
General and Administrative	$ 32,028	$ 107,236
Rent	$ 4,503	$ 13,247
Utilities	$ 744	$ 2,174
Travel	$ -	$ -
Total Expenses	$ 37,275	$ 122,657
Income	$ 55,000	$ 55,000
Loss	$23,191	-$49,937

SW Innovative Holdings, Inc.
(Formally known as Everybody's Phone Company)
(A Development-Stage Company)
STATEMENTS OF CASH FLOWS
Unaudited

	For the Period Ending Sept 30, 2016
Cash flows generated by (used in) operating activities:	
Net loss	-49,937
Adjustments to reconcile net loss to net cash used in operating activities:	
Depreciation	974
Common stock issued for services	0
Common Stock Canceled	-25,000
Changes in operating assets and liabilities:	
(Increase) in accounts receivable	25,320
(Increase) in prepaid expenses	3,350
(Increase) in deposits	0
Increase (decrease) in accounts payable and accruals	32,514
Cash flows used in operating activities	-12,779
Cash flows generated by (used in) financing activities:	
Advances under notes payable	13,500
Repayments of notes payable	0
Common stock issued for cash	0
Preferred stock issued for cash	0
Cash flows generated by financing activities:	13,500
Net change in cash and cash equivalents	721
Cash and cash equivalents, beginning of period	3,863
Cash and cash equivalents, end of period	4,584

SW INNOVATIVE HOLDINGS; INC.
(Formally Known as Everybody's Phone Company)
(A Development-Stage Company)
STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY (DEFICIT)
FOR THE PERIOD FROM DECEMBER 31, 2012 to Sept 30, 2016

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

Balance June 30, 2014	60,000	60,000	310,395,526	31,040	3,446,721	-3,631,779	-94,018
Common stock issued for services at .0001 on 7/2/14			20,000,000	2,000			2,000
Common Stock issued on conversion of debt at .0001 per share on 7/18/14			27,960,000	2,796			2,796
Common Stock issued on conversion of debt at .0001 per share on 7/24/14			37,650,000	3,765			3,765
Common Stock issued on conversion of debt at .0001 per share on 8/11/14			39,000,000	3,900			3,900
Common Stock issued on conversion of debt at .0001 per share on 9/11/14			39,500,000	3,950			3,950
Common Stock issued on conversion of debt at .0001 per share on 9/25/14			43,250,000	4,325			4,325
Net Loss through September 30, 2014						-76,208	-76,208
Balance September 30, 2014	60,000	60,000	517,755,528	51,776	3,446,721	-3,707,987	-149,490
Common Stock issued on conversion of debt at .0001 per share on 10/10/14			47,900,000	4,790			4,790
Common Stock issued on conversion of debt at .0001 per share on 10/22/14			52,200,000	5,220			5,220
Common Stock issued on conversion of debt at .0001 per share on 10/31/14			63,080,000	6,308			6,308
Common stock cancelled for services at .00001 on October 31, 20114			-43,000,000	-4,300	3,870		430
Common Stock issued on conversion of debt at .0001 per share on 11/01/14			57,000,000	5,700			5,700
Common Stock issued on conversion of debt at .0001 per share on 12/01/14			64,500,000	6,450			6,450
Net Loss through December 31, 2014						-55,900	-55,900
Balance December 31, 2014	60,000	60,000	759,435,528	75,944	3,450,591	-3,763,887	-177,352
Common stock issued for services at $0.0001 per share on March 31, 2015			150,000,000	15,000			15,000
Net Loss through March 31, 2015						-63,874	-63,874
Balance March 31, 2015	60,000	60,000	909,435,528	90,944	3,450,591	-3,827,761	-226,226
Common Stock issued on conversion of debt at .0001 per share on April 22, 2015			89,000,000	8,900			8,900
Common Stock issued on conversion of debt at .0001 per share on April 22, 2015			89,000,000	8,900			8,900
Common stock issued for services at .0001 on April 22, 2015			150,000,000	15,000			15,000
Common stock issued for cash at $0.0001 per share on April 22, 2015			60,000,000	6,000			6,000
Common stock issued for cash at $0.0001 per share on June 30, 2015			80,000,000	8,000			8,000
Net Loss through June 30, 2015						-39,711	-39,711
Balance June 30, 2015	60,000	60,000	1,377,435,528	137,744	3,450,591	-3,867,472	-219,137
Common stock issued for cash at .0001 on July 31, 2015			50,000,000	5,000			5,000
Common stock issued for cash at .0001 on Sept 11, 2015			100,000,000	10,000			10,000
Common stock issued for cash at .0001 on Sept 11, 2015			100,000,000	10,000			10,000
Net Loss through September 30, 2015						-46,260	-46,260

Balance September 30, 2015	60,000	60,000	1,627,435,528	162,744	3,450,591	-3,913,732	-240,397
Common Stock issued for cash at.0001 on October 12, 2015			150,000,000	15,000			15,000
Common Stock issued for debt at .0001 on October 20,2015			168,000,000	16,800			16,800
Common Stock issued for service at .0001 on October 22, 2015			150,000,000	15,000			15,000
Common Stock issued for cash at .0001 on October 28,2015			150,000,000	15,000			15,000
Common Stock issued for debt at.0001 on October 29, 2015			500,000,000	50,000			50,000
Common Stock issued for cash at.0001 on November 5,2015			150,000,000	15,000			15,000
Common Stock issued for cash at .0001 on November 6,2015			150,000,000	15,000			15,000
Common Stock issued for cash at .0001 on November 16,2015			25,000,000	2,500			2,500
Common Stock issued for service at .0001 on November 18, 2015			150,000,000	15,000			15,000
Common Stock issued for service at.0001 on December 10,2015			150,000,000	15,000			15,000
Common Stock cancelled at .0001 on October 10, 2015			-150,000,000	-15,000			-15,000
Net Loss through December 31, 2015						-124,371	-124,371
Balance December 31, 2015	60,000	60,000	3,220,435,528	322,044	3,450,591	-4,038,103	-205,468
Net Loss through March 31, 2016						-35,986	-35,986
Balance March 31, 2016	60,000	60,000	3,220,435,528	322,044	3,450,591	-4,074,089	-241,454
Net Loss through June 30, 2016						-37,141	-37,141
Balance June 30, 2016	60,000	60,000	3,220,435,528	322,044	3,450,591	-4,111,231	-278,596
Common Stock cancelled at .0001 on August 15, 2016			-250,000,000	-25,000			-25,000
Net Gain through Sept 30, 2016						23,191	23,191
Balance Sept 30, 2016	60,000	60,000	2,970,435,528	297,044	3,450,591	-4,088,040	-280,405

1. NATURE OF OPERATIONS

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

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

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

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

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

Use of Estimates and Assumptions

The preparation of financial statements in conformity with generally accepted accounting principles requires that management makes estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates.

Development Stage Company

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES CONT.

Cash and Cash Equivalents

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

Fixed Assets

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

Financial Instruments

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

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

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

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

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

Revenue Recognition

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

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

Advertising cost

Advertising costs were expensed as incurred. Advertising costs of $1,049.00 were incurred in the nine months ending September 30, 2016.

Comprehensive Income (Loss)

Comprehensive income is defined as all changes in stockholders' equity (deficit), exclusive of transactions with owners, such as capital investments. Comprehensive income includes net income or loss, changes in certain assets and liabilities that are reported directly in equity such as translation adjustments on investments in foreign subsidiaries and unrealized gains (losses) on available-for-sale securities. From the Company's Inception (September 3, 2003) to September 30, 2016, there were no differences between its comprehensive loss and net loss.

Income Taxes

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

Basic and Diluted Net Income (Loss) per Share

The Company computes net income (loss) per share in accordance with ASC 260, "*Earnings per Share*" which requires presentation of both basic and diluted earnings per share (EPS) on the face of the income statement. Basic EPS is computed by dividing net income (loss) available to common shareholders (numerator) by the weighted average number of common shares outstanding (denominator) during the period. Diluted EPS gives effect to all dilutive potential common shares outstanding during the period including stock options, using the treasury stock method, and convertible preferred stock, using the if-converted method. In computing diluted EPS, the average stock price for the period is used in determining the number of shares assumed to be purchased from the exercise of stock options or warrants. Diluted EPS excludes all dilutive potential common shares if their effect is anti-dilutive. During the period Inception (September 3, 2003) to September 30, 2016, there were potentially shares issuable under conversion privileges attached to convertible promissory notes payable. The common share equivalents of these securities have not been included in the calculations of loss per share because such inclusions would have an anti-dilutive effect as the Company has incurred losses in the period Inception (September 3, 2003) to September 30, 2016.

Business Segments

The Company believes that its activities during the period Inception (September 3, 2003) to September 30, 2016 comprised a single segment.

Stock-based Compensation

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

Recent Accounting Pronouncements

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

3. GOING CONCERN AND LIQUIDITY

At September 30, 2016, the Company had cash of $4,584, total assets of $61,836, no profitable business activities or other source of income, liabilities of $342,242 and had incurred losses since Inception (September 3, 2003).

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

The Company's ability to continue as a going concern is dependent upon the Company generating profitable operations in the future and, or, obtaining the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. There is no assurance that this series of events will be satisfactorily completed. As a result there is substantial doubt as to our ability to continue as a going concern.

The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

4. FIXED ASSETS

As of September 30, 2016, the balance of fixed assets was as follows:

	September 30, 2016
Furniture	$ 10,006
Computer equipment	3,806
Accumulated depreciation	(9,193)
Net book value	$4,619

Depreciation expense as of September 30, 2016 was $974.

5. INVESTMENT

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

6. NOTE PAYABLE

On November 19, 2014 the Company received a $25,000 loan from a non-affiliate which $ 8,900 has been paid through September 30, 2016. This loan will be repaid in cash.

7. COMMITMENTS AND CONTINGENCIES

Leases and Long term Contracts

The Company has not entered into any long term leases, contracts or commitments.

Legal

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

8. SHAREHOLDERS' DEFICIT

Preferred stock

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

In June 2011, the Company issued 30,000 shares of its preferred stock for cash consideration of $30,000 to the Company's directors.

In March 2013, the Company issued 30,000 shares of its preferred stock for cash consideration of $30,000 to the Company's directors.

As of December 31, 2014, the Company had 60,000 shares of preferred stock issued and outstanding.

Common Stock

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

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

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

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

Reverse Stock Split

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

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

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

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

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

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

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

During the period ending March 31, 2015, the company issued 150,000,000 restricted shares of its common stock at a price of $.0001 per share for services.

As of March 31, 2015 the company had 909,435,528 shares of its common stock issued and outstanding.

During the period ending April 30, 2015, the company issued 150,000,000 restricted shares of its common stock at a price of $.0001 per share.

During the period ending April 30, 2015, the company issued 178,000,000 shares of its common stock at a price of $.0001 per share for the conversion of $ 17,800.00 to equity.

During the period ending April 30, 2015, the company issued 60,000,000 shares of its common stock at a price of $.0001 per share for cash per Reg-A filing

During the period ending June 30, 2015, the company issued 80,000,000 shares of its common stock at a price of $.0001 per share for cash per Reg-A filing

As of June 30, 2015 the company had 1,377,435,528 shares of its common stock issued and outstanding.

During the period ending September 30, 2015, the company issued 50,000,000 shares of its common stock at a price of $.0001 per share for cash per Reg-A filing for $ 5,000 in cash.

On September 11, 2015, the company issued 100,000,000 shares of its common stock at a price of $.0001 per share for cash per Reg-A filing for $ 10,000 in cash.

On September 11, 2015, the company issued 100,000,000 shares of its common stock at a price of $.0001 per share for cash per Reg-A filing for $ 10,000 in cash.

As of September 30, 2015 the company had 1,627,435,528 shares of its common stock issued and outstanding.

During the period ending December 31, 2015, the company issued 815,000,000 shares of its common stock at a price of .0001 per share for cash compensation of $ 81,500, 846,000,000 shares of its common stock priced at .0001 for the conversion of $ 84,000 to equity and issued 800,000,000 shares at .0001 per share for services.

As of December 31, 2015 the company had 3,220,435,528 shares of its common stock issued and outstanding.

During the period ending March 31, 2016 no common stock was issued.

As of March 31, 2016 the company had 3,220,435,528 shares of its common stock issued and outstanding.

During the period ending June 30, 2016 no common stock was issued.

As of June 30, 2016 the company had 3,220,435,528 shares of its common stock issued and outstanding.

During the period ending September 30, 2016 the company canceled 250,000,000 shares of its common stock.

As of September 30, 2016 the company had 2,970,435,528 shares of its common stock issued and outstanding.

9. INCOME TAXES

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

The provision for the Company's federal income tax benefit for the six months ending September 30, 2016 using the expected federal tax rate of 34%, consisted of the following:

	September 30, 2016
Federal income tax benefit attributed to:	
Net operating loss	49,937
Valuation	(49,937)
Net benefit	$ -

The cumulative tax effect of significant items comprising our net deferred tax benefit, calculated at the expected federal tax rate of 34%, for the period from Inception (September 3, 2003) through September 30, 2016 is as follows:

	Inception (September 3, 2003) to September 30, 2016
Deferred tax attributed:	
Net operating loss carryover	$ 1,389,933
Less: change in valuation allowance	(1,389,933)
Net deferred tax asset	$ -

At September 30, 2016 the Company had an unused net operating loss carry-forward approximating $4,088,040 that is available to offset future taxable income; the loss carry-forward will start to expire in 2032.