

YEAR ENDED DECEMBER 31, 2016

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**OTC MARKETS GROUP**

**Aluf Holdings, Inc.**  
**(A Nevada Company)**

**QUARTERLY REPORT**

*As of December 31, 2016*

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

*No Dealer, salesman or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:*

*Delivery of this information file does not any time imply that the information contained herein is correct as of any time subsequent to the date first written above.*

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*The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.*

*Date: March 25, 2017*

*ALUF HOLDINGS, INC.*

*By: /s/ Ms. Teresa McWilliams*

*Name: Ms. Teresa McWilliams*

*Position: Interim President/CEO*

*Phone: (866) 793-1110*

*E-mail: [t.mcwilliams@alufinc.com](mailto:t.mcwilliams@alufinc.com)*

*Web-Page: <http://alufinc.com/>*

**1. The name of the issuer and its predecessors (if any):**

The exact name of the Issuer is Aluf Holdings, Inc. (formerly COREwafer Industries, Inc. and Action Products International, Inc.)

**2. Address of the issuer’s principal executive offices:**

The principal executive offices are located at:

Company Headquarters

1801 Polk Street, #2677  
Hollywood, FL 33022  
Phone: (866) 793-1110  
Fax: (954) 206-0487

IR Contact

TBD

**3. Security Information:**

**Trading Symbol:** AHIX

**CUSIP:** 022167100

**Par Value:** \$.001

**Transfer Agent**

VStock Transfer, LLC  
18 Lafayette Place  
Woodmere, NY 11598

Phone: 212-828-8436

The transfer agent is registered under the Exchange Act.

| <b>Title and class of securities outstanding:</b> | <u>12/31/2015</u> | <u>12/31/2016</u> |
|---|-------------------|-------------------|
| Number of Shares Authorized – Common              | 946,821,999       | 3,946,821,989     |
| Number of Preferred Shares Authorized –           | 53,178,001        | 53,178,011        |
| Number of Shares Outstanding – Common             | 117,819,051       | 3,249,689,524     |
| Number of Shares Outstanding – Pref. Ser. A       | 175,000           | 175,000           |
| Number of Shares Outstanding – Pref. Ser. B       | 11,555,156        | 11,555,156        |
| Number of Shares Outstanding – Pref. Ser. D       | 3,001             | 3,001             |
| Number of Shares Outstanding – Pref. Ser. E       |                   | 2                 |
| Freely Tradable Shares – Common                   | 28,860,159        | 2,747,616,697     |
| Total Number of Beneficial Shareholders           | 2                 | 2                 |
| Total Number of Shareholders of Record            | 152               | 158               |

Certain common shares have been issued with restrictive legend.

During the past 12 months we have not been issued any trading suspension orders by the SEC.

#### 4. Issuance History:

Common shares of stock issued in settlement of debt:

| Table A.                           |        |                  |  |          |                             |                 |        |
|------------------------------------|--------|------------------|--|----------|-----------------------------|-----------------|--------|
| Number of Shares issued/(canceled) | Class  | Date of Issuance | Proceeds from Sale or Description of Consideration |          | Name                        | Price Per Share | value  |
| 6,075,000                          | Common | 11/06/15         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00200         | 12,150 |
| 6,944,444                          | Common | 12/09/15         | Reduction of Debt                                  | Investor | Gold Coast Capital Partners | 0.00360         | 25,000 |
| 6,887,000                          | Common | 12/10/15         | Reduction of Debt                                  | Investor | Stone Street Investments    | 0.00360         | 24,793 |
| 8,925,000                          | Common | 12/28/15         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00060         | 5,355  |
| 8,849,918                          | Common | 12/28/15         | Reduction of Debt                                  | Investor | Gold Coast Capital Partners | 0.00040         | 3,539  |
| 10,700,000                         | Common | 01/04/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00060         | 6,420  |
| 8,500,000                          | Common | 01/04/16         | Reduction of Debt                                  | Investor | Macallan Partners           | 0.00071         | 6,001  |
| 5,347,000                          | Common | 01/08/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00050         | 2,674  |
| 11,700,000                         | Common | 01/08/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00060         | 7,020  |
| 11,668,935                         | Common | 01/11/16         | Reduction of Debt                                  | Investor | Gold Coast Capital Partners | 0.00040         | 4,668  |
| 13,500,000                         | Common | 01/12/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00060         | 8,100  |
| 5,600,000                          | Common | 01/12/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00050         | 2,800  |
| 14,500,000                         | Common | 01/12/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00050         | 7,250  |
| 21,325,000                         | Common | 01/13/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00060         | 12,795 |
| 5,177,500                          | Common | 01/13/16         | Reduction of Debt                                  | Investor | Gold Coast Capital Partners | 0.00040         | 2,071  |
| 6,100,000                          | Common | 01/14/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00050         | 3,050  |
| 16,000,000                         | Common | 01/14/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00050         | 8,000  |
| 10,900,000                         | Common | 01/15/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00050         | 5,450  |
| 13,928,571                         | Common | 01/18/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00035         | 4,875  |
| 7,523,810                          | Common | 01/19/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00042         | 3,160  |
| 6,857,142                          | Common | 01/19/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00035         | 2,400  |
| 15,000,000                         | Common | 01/20/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00050         | 7,500  |
| 30,809,524                         | Common | 01/22/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00042         | 12,940 |
| 16,140,000                         | Common | 01/25/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00035         | 5,649  |
| 13,928,571                         | Common | 01/25/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00035         | 4,875  |
| 16,950,000                         | Common | 01/26/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00028         | 4,746  |
| 17,500,000                         | Common | 01/28/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00028         | 4,900  |
| 17,857,142                         | Common | 01/31/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00028         | 5,000  |
| 13,392,858                         | Common | 02/02/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00016         | 2,143  |
| 44,944,444                         | Common | 02/10/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00018         | 8,090  |
| 45,000,000                         | Common | 02/12/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00012         | 5,400  |
| 53,916,667                         | Common | 02/16/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00012         | 6,470  |
| 20,400,000                         | Common | 02/22/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00002         | 408    |
| 61,533,333                         | Common | 02/23/16         | Reduction of Debt                                  | Investor | Beaufort Capital Partners   | 0.00006         | 3,692  |
| 60,000,000                         | Common | 02/24/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00004         | 2,400  |
| 67,346,939                         | Common | 03/01/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 3,300  |
| 37,840,000                         | Common | 03/03/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00004         | 1,514  |
| 81,632,653                         | Common | 03/09/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 4,000  |
| 90,000,000                         | Common | 03/10/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00004         | 3,600  |
| 51,020,408                         | Common | 03/11/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 2,500  |
| 95,000,000                         | Common | 03/21/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 4,750  |
| 96,938,776                         | Common | 03/30/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 4,750  |
| 90,000,000                         | Common | 04/01/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00004         | 3,600  |
| 22,500,000                         | Common | 04/01/16         | Price Reset  | Investor | Microcap Equity Group       | 0.00008         | 1,800  |
| 58,900,000                         | Common | 04/03/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00004         | 2,356  |
| 140,816,327                        | Common | 04/05/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 6,900  |
| 48,000,000                         | Common | 04/08/16         | Reduction of Debt                                  | Investor | RDW Capital Partners        | 0.00004         | 1,920  |
| 160,204,082                        | Common | 04/18/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 7,850  |
| 100,000,000                        | Common | 04/18/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00004         | 4,000  |
| 185,000,000                        | Common | 05/12/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 9,250  |
| 139,663,400                        | Common | 05/16/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 6,983  |
| 200,000,000                        | Common | 05/25/16         | Reduction of Debt                                  | Investor | Microcap Equity Group       | 0.00004         | 8,000  |
| 219,954,649                        | Common | 06/02/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00004         | 9,678  |
| 228,888,889                        | Common | 12/06/16         | Reduction of Debt                                  | Investor | Blackbridge Capital LLC     | 0.00005         | 10,300 |

Restricted Common Stock issued to Officers, Directors and Consultants as compensation:

| Table B.                           |        |                  |  |          |                    |                 |        |
|------------------------------------|--------|------------------|--|----------|--------------------|-----------------|--------|
| Number of Shares issued/(canceled) | Class  | Date of Issuance | Proceeds from Sale or Description of Consideration |          | Name               | Price Per Share | value  |
| 2,500,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Officer  | Teresa McWilliams  | 0.00100         | 2,500  |
| 16,715,088                         | Common | 09/23/15         | Officer or Director Compensation                   | Officer  | Teresa McWilliams  | 0.00100         | 16,715 |
| 1,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Jonathan Baker     | 0.00100         | 1,000  |
| 6,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Donald C. Bennett  | 0.00100         | 6,000  |
| 1,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Michael T. Brauner | 0.00100         | 1,000  |
| 6,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Dale Churchill     | 0.00100         | 6,000  |
| 14,000,000                         | Common | 09/23/15         | Officer or Director Compensation                   | Director | Yonghun Kim        | 0.00100         | 14,000 |
| 6,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Teresa McWilliams  | 0.00100         | 6,000  |
| 2,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Gary Polistena     | 0.00100         | 2,000  |
| 1,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Larry G. Striggles | 0.00100         | 1,000  |
| 2,000,000                          | Common | 09/23/15         | Officer or Director Compensation                   | Director | Jerald WrightsII   | 0.00100         | 2,000  |
| 675,000                            | Common | 11/27/15         | Officer or Director Compensation                   | Officer  | Cyril Moreau       | 0.00100         | 675    |
| 19,500,935                         | Common | 12/31/15         | Officer or Director Compensation                   | Officer  | Teresa McWilliams  | 0.00100         | 19,501 |
| 19,500,935                         | Common | 01/12/16         | Officer or Director Compensation                   | Officer  | Teresa McWilliams  | 0.00100         | 19,501 |

Preferred Series B shares issued to Officers, Directors, and Consultants and in the acquisition of subsidiary company:

| Number of Shares issued/(canceled) | Class       | Date of Issuance | Proceeds from Sale or Description of Consideration |         | Name              | Price Per Share | value  |
|------------------------------------|-------------|------------------|--|---------|-------------------|-----------------|--------|
| 5,500,000                          | B Preferred | 03/31/16         | Officer or Director Compensation                   | Officer | Teresa McWilliams | 0.01000         | 55,000 |

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### Authorized

The Company is authorized to issue 3,946,821,989 shares of \$0.001 par value common stock and 53,178,011 shares of \$0.001 par value preferred stock. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company. The preferred shares may be issued in series, with the powers, rights and limitations of the preferred shares to be determined by the Board.

On May 11, 2016 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 1,964,324,990 to 3,946,821,989 with a par value of \$0.001. The amendment was approved by the shareholders and directors on April 18, 2016.

On March 14, 2016 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 964,324,990 to 1,964,324,990 with a par value of \$0.001. The amendment was approved by the shareholders and directors on March 1, 2016.

On May 11, 2015 the Nevada Secretary of State accepted for filing a Certificate of Amendment decreasing the Company's authorized common stock from 8,964,324,990 with a par value of \$0.00001 to 946,821,999 with a par value of \$0.001, to increase the Company's authorized preferred stock from 35,675,010 to 53,178,001 with a par value of \$0.001, and to cancel and retire the Company's Series F and Series G Preferred Stock. The amendment was approved by the shareholders and directors on March 23, 2015.

On March 23, 2015 the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to decrease its capital stock from 9,000,000,000 to 1,000,000,000 with a par value of \$.001, to effect a reverse split of its common stock at a ratio of 2500:1, and to cancel and retire the Company's Series F and Series G Preferred Stock.

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### 3. Financial Statements

The Company's financial statements are attached at the end of this interim filing as

#### Exhibit A. CONDENSED CONSOLIDATED FINANCIAL INFORMATION

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|--|---------|
| Condensed Consolidated Balance Sheets as of December 31, 2016 and 2015                           | 11      |
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### 6. Description of Issuer's Business, Products and Services

Originally incorporated under the laws of New York in 1977, the company began as a distributor of education-oriented toys and children's books. The Company began trading on NASDAQ in 1984, until filing a Form 15C in 2009. On December 4, 2009, the Company announced its decision to exit the toy business and pursue new business ventures. In 2012, the Company relocated its state of incorporation to Nevada, and with its corporate headquarters in South Florida, began to strategically acquire businesses with strong growth potential and a solid business plan primarily in the software and technologies industries. To date, the Company has consummated two acquisitions.

On July 27, 2015, the Company entered into a Non-binding Letter of Intent to acquire the assets of a biometric software innovator formed in 2004, whose software products include "undefeatable" FIPS 140-2 Suite B military grade encryption. This technology is designed for use for the purpose of identifying and authenticating an individual using his unique physical characteristics. Biometrics measure and analyze both physiological and behavioral characteristics such as DNA, fingerprints, eye retinas and irises, voice patterns, facial patterns, vein and signature patterns and hand measurements for authentication or identification purposes of a human being. On October 10, 2015, the Company formed a new operating entity, Aluf Biometrics, Inc., for this acquisition. After further due diligence on the part of the Company, it has been determined that in order to continue with the acquisition, the price and terms must be and are currently under renegotiation. If the Company is able to reach a more favorable agreement with the sellers, closing will likely take place by the second or third quarter of 2017.

On March 18, 2016, the Company entered into a software acquisition agreement to acquire all right, title, and interest in and to a certain computer program and documentation which will be marketed as "software-as-a-service", a web-based system that provides an easy way for the customer's compliance officers to identify and resolve potential violations or problematic areas under the rules of compliance. This acquisition is expected to in December, 2016.

On September 3, 2016, the Company entered into a Non-binding Letter of Intent to acquire all of the capital stock of a developer of hardware independent biometric processing software and leading provider of software development services as a subcontractor to major corporations. The Company concentrates on the design and development of large custom systems such as high volume message switches, large database systems, and the automation of large clerical systems. They also provide management consulting services to produce feasibility studies, procurement documents, special studies associated with automation or communications, and assisting customer staff in the development of automated systems. Under the terms of the Letter of Intent the definitive purchase agreement must be fully executed on or before October 31, 2016 with a closing date on or before December 15, 2016, and subsequently extended to January 31, 2017.

The Company's primary and secondary SIC Codes are:

551114 – Holding companies that manage

541511 – Software development and sales

#### **Products and Services:**

**Software Development and Sales:** The Company develops and manages software, technology and cyber security

companies as subsidiaries, through strategic acquisitions. To this, the Company has launched a very intensive campaign to target multiple strategic partnerships, business and software asset acquisitions and will rapidly develop a robust portfolio of technology assets over the next several years, allowing us to increase strategic partnerships, market share and profitability.

The Company has selected a number of potential candidates in order to enable the success of this software and technology vertical; however, there are currently no products being sold.

On July 27, 2015, the Company entered into a Non-binding Letter of Intent to acquire the assets of a biometric software innovator formed in 2004. On October 10, 2015, the Company formed a new operating entity, Aluf Biometrics, Inc., for this acquisition. The price and terms are currently being renegotiated therefore the acquisition will likely close the second or third quarter of 2017, provided the Company and Sellers are able to reach a new agreement.

On March 18, 2016, the Company entered into a software acquisition agreement to acquire all right, title, and interest in and to a certain computer program and documentation which will be marketed as “software-as-a-service”, a web-based system that provides an easy way for the customer’s compliance officers to identify and resolve potential violations or problematic areas under the rules of compliance. This acquisition is expected to close in January 2017.

On September 3, 2016, the Company entered into a Non-binding Letter of Intent to acquire all of the capital stock of a developer of hardware independent biometric processing software and leading provider of software development services as a subcontractor to major corporations. The Company concentrates on the design and development of large custom systems such as high volume message switches, large database systems, and the automation of large clerical systems. They also provide management consulting services to produce feasibility studies, procurement documents, special studies associated with automation or communications, and assisting customer staff in the development of automated systems. Under the terms of the Letter of Intent the definitive purchase agreement must be fully executed on or before October 31, 2016 with a closing date of December 15, 2016, subsequently extended to January 31, 2017.

## 7. Facilities

The Company neither owns nor leases any real or personal property. Shared office space is being rented on a month by month basis.

## 8. Officers and Directors:

The officers and directors are involved in other business activities and most likely will become involved in other business activities in the future.

| Name               | Position with Company                         |
|--------------------|---|
| Teresa McWilliams  | Interim President and Chief Executive Officer |
| Teresa McWilliams  | Chief Financial Officer                       |
| Donald Bennett     | Chairman                                      |
| Larry G. Striggles | Director                                      |
| Jonathan Baker     | Director                                      |
| Vacant             | Director                                      |

**Control persons:** beneficial owners of more than 10% of any class of the issuer’s securities:

| Name of Beneficial Owner | Title      | Amount of Beneficial Ownership | % Ownership |
|--------------------------|------------|--------------------------------|-------------|
| Teresa McWilliams        | CEO/CFO    | 6,500,000 - Series B           | 38 %        |
| Teresa McWilliams        | CEO/CFO    | 1 - Series E                   | 50 %        |
| Donald C Bennett         | Chairman   | 1 - Series E                   | 50 %        |
| Edward Cabrera           | Consultant | 360,000,000 - Common           | 10 %        |

## 9. Third Party Providers

### Legal Counsel

Matthew McMurdo, Esq.  
Attorney-At-Law  
28 West 44th Street  
16th Floor  
New York, New York 10036  
(Office) 917-318-2865  
(Fax) 866-606-8914

### Auditor

(TBD)

### Investor Relations

(TBD)

## 10. Issuer Certification - CEO

The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, TERESA MCWILLIAMS certify that:

1. I have reviewed this Annual Disclosure Statement of ALUF 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.

March 25, 2017

/s/ Teresa McWilliams, Interim President/CEO

[Signature]

**10a) Issuer Certification - CFO**

The issuer shall include certifications by the Chief Executive Officer and Chief Financial Officer of the issuer (or any other persons with different titles, but having the same responsibilities).

The certifications shall follow the format below:

I, TERESA McWILLIAMS, certify that:

1. I have reviewed this Annual Disclosure Statement of ALUF 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.

March 25, 2017

/s/ Teresa McWilliams, Chief Financial Officer

[Signature]

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Exhibit A

SUPPLEMENTAL INFORMATION

CONSOLIDATED FINANCIAL INFORMATION

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| Condensed Consolidated Balance Sheets as of December 31, 2016 and 2015                     | 11      |
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ALUF HOLDINGS, INC.  
CONDENSED CONSOLIDATED BALANCE SHEET

|   | December 31,            |                         |
|---|-------------------------|-------------------------|
|   | 2016                    | 2015                    |
| <b>Current Assets</b>   |                         |                         |
| Cash  | -                       | 364                     |
| Accounts receivable   | 126,625                 | 60,000                  |
| Prepaid expenses and other current assets   | <u>178,187</u>          | <u>591,777</u>          |
| Total current assets  | 304,812                 | 652,141                 |
| Other Assets  | 2,710,000               | 2,710,000               |
| <b>Fixed Assets, net</b>  | <u>-</u>                | <u>-</u>                |
| Total assets  | <u><u>3,014,812</u></u> | <u><u>3,362,141</u></u> |
| <b>Current Liabilities</b>  |                         |                         |
| Accounts payable and accrued expenses   | 1,285,823               | 1,142,945               |
| Convertible Promissory Notes - short term   | <u>176,740</u>          | <u>179,704</u>          |
| Total current liabilities   | 1,462,564               | 1,322,649               |
| <b>Long Term Notes Payable</b>  | 715,699                 | 587,369                 |
| <b>Commitments and Contingencies</b>  | <u>1,113,220</u>        | <u>1,955,992</u>        |
| <b>Total Liabilities</b>  | 3,291,482               | 3,866,009               |
| <b>Shareholders' Deficit</b>  |                         |                         |
| Preferred stock, \$.001 par value; 53,178,001 and 35,675,010 shares authorized Dec. 31, 2016 and 2015 respectively:   |                         |                         |
| Series A: 175,000 shares issued and outstanding at Sept. 30, 2016 and 2015, respectively  | 175                     | 175                     |
| Series B: 17,055,000 and 11,555,000 shares issued and outstanding at Dec. 31, 2016 and 2015, respectively   | 17,055                  | 11,555                  |
| Series D: 3,001 and .00 shares issued and outstanding at Sept. 30, 2016 and 2015, respectively  | 3                       | 3                       |
| Series E: 1 and .00 shares issued and outstanding at Dec. 31, 2016 and 2015, respectively   | -                       | -                       |
| Common stock, \$.001 par value; 3,946,82,989 shares authorized; 3,249,689,524 issued and outstanding Dec. 31, 2016; and \$.00001 par value, 8,964,324,990 authorized; 117,819,000 issued and outstanding Dec. 31, 2015. | 3,249,689               | 117,819                 |
| Treasury stock, \$.001 par value; 141,000 shares authorized at Dec. 31, 2016 and 2015, respectively   | (141)                   | (141)                   |
| Additional paid-in-capital  | 17,245,841              | 19,992,856              |
| Unearned compensation costs   | (49,246)                | (49,246)                |
| Stock Dividend  | (151,931)               | (151,931)               |
| Accumulated deficit   | <u>(20,588,116)</u>     | <u>(20,424,958)</u>     |
| Total shareholders' deficit   | <u>(276,670)</u>        | <u>(503,869)</u>        |
| Total liabilities and shareholders' equity  | <u><u>3,014,812</u></u> | <u><u>3,362,141</u></u> |

*See accompanying notes to condensed consolidated financial statements*

ALUF HOLDINGS, INC  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

**For the year ended  
December 31,**

|   | <b>2016</b>          | <b>2015</b>          |
|---|----------------------|----------------------|
| Gross Sales                                   | 286,461              | 242,000              |
| Cost of Sales                                 | -                    | -                    |
| Net Sales                                     | <u>286,461</u>       | <u>242,000</u>       |
| <b>Operating expenses</b>                     |                      |                      |
| Marketing and advertising                     | 43,229               | 45,995               |
| General and administrative                    | 716,499              | 1,045,194            |
| Total operating expenses                      | <u>759,728</u>       | <u>1,091,189</u>     |
| Net loss before income taxes                  | <u>(473,267)</u>     | <u>(849,189)</u>     |
| Interest expense                              | 20,579               | 148,552              |
| Other income (expense)                        | <u>330,716</u>       | <u>12,746</u>        |
| Total other income (expense)                  | <u>330,716</u>       | <u>12,746</u>        |
| Net profit (loss )                            | <u>\$ (163,130)</u>  | <u>\$ (984,995)</u>  |
| Weighted average number of shares outstanding | <u>1,932,225,144</u> | <u>3,464,348,057</u> |
| Basic and diluted net income/(loss) per share | <u>(0.01)</u>        | <u>(0.01)</u>        |

*See accompanying notes to condensed consolidated financial statements*

ALUF HOLDINGS, INC  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

|  | <b>December 31,<br/>2016</b> |
|--|------------------------------|
| <b>Cash flow from operating activities:</b>                              |                              |
| Net income (loss)  | \$ (163,130)                 |
| Adjustments to reconcile net loss to net cash from operating activities: |                              |
| Depreciation and amortization  | -                            |
| Other income   | (330,716)                    |
| Rent Expense   | 7,230                        |
| Changes in operating assets and liabilities:                             |                              |
| Accounts receivable  | (67,253)                     |
| Prepaid expenses and other assets  | 413,589                      |
| Accounts payable, accrued expenses                                       | 139,915                      |
| Net cash provided by (used in) operating activities                      | (365)                        |
| <b>Cash flows from financing activities:</b>                             |                              |
| Issuance of stock  | -                            |
| Loans and notes notes payable  | -                            |
| Net cash used by financing activities                                    | -                            |
| Net increase (decrease) in cash  | (365)                        |
| Cash and cash equivalents at beginning of period                         | 365                          |
| Cash and cash equivalents at end of period                               | \$ -                         |
| <b>Non-cash financing activities:</b>                                    |                              |
| Value of Common stock issued in settlement of debt                       | \$ 122,466                   |
| Stock issued for services  | \$ 59,501                    |
| Accrued salaries and benefits  | \$ 97,557                    |

*See accompanying notes to condensed consolidated financial statements*

ALUF HOLDINGS, INC  
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

|  | Preferred Stock<br>\$.001 Par Value |             | Common Stock<br>\$.001 Par Value |              | Treasury Stock<br>\$.001 Par Value |          | Unearned<br>Comp<br>Cost | Stock<br>Dividend | Additional<br>Paid-In<br>Capital | Retained<br>Earnings | Total<br>Shareholders'<br>Equity/Deficit |
|--|-------------------------------------|-------------|----------------------------------|--------------|------------------------------------|----------|--------------------------|-------------------|----------------------------------|----------------------|--|
|  | Shares                              | Amount      | Shares                           | Amount       | Shares                             | Amount   |                          |                   |                                  |                      |  |
| <b>Balance @ December 31, 2015</b>                               | 11,733,161                          | \$ 11,733   | 117,819,055                      | \$ 117,819   | (140,541)                          | \$ (141) | \$(49,246)               | \$(151,931)       | \$ 19,992,855                    | \$ (20,424,985)      | \$ (503,869)                             |
| Preferred stock issued as compensation to Officers and Directors | 5,500,000                           | \$ 5,500.00 |                                  |              |                                    |          |                          |                   | \$ 49,500                        |                      | \$ 55,000                                |
| Common stock issued as compensation to Officers                  |                                     |             | 19,500,935                       | \$ 19,501    |                                    |          |                          |                   | \$ -                             |                      | \$ 19,501                                |
| Common stock issued for the reduction of debt                    |                                     |             | 1,116,479,273                    | \$ 1,116,479 |                                    |          |                          |                   | \$ (940,161)                     |                      | \$ 179,762                               |
| Net Income   |                                     |             |                                  |              |                                    |          |                          |                   |                                  | \$ 153,361           | \$ 153,361                               |
| <b>Balance @ March 31, 2016</b>                                  | 17,233,161                          | \$ 17,233   | 1,253,799,263                    | \$ 1,253,799 | (140,541)                          | \$ (141) | \$(49,246)               | \$(151,931)       | \$ 19,102,194                    | \$ (20,271,624)      | \$ (96,244)                              |
| Common stock issued for the reduction of debt                    |                                     |             | 1,367,001,372                    | \$ 1,367,001 |                                    |          |                          |                   | \$ (1,302,789)                   |                      | \$ (92,597)                              |
| Net Income   |                                     |             |                                  |              |                                    |          |                          |                   |                                  | \$ 67,179            | \$ 67,179                                |
| <b>Balance @ June 30, 2016</b>                                   | 17,233,161                          | \$ 17,233   | 2,620,800,635                    | \$ 2,620,801 | (140,541)                          | \$ (141) | \$(49,246)               | \$(151,931)       | \$ 17,799,405                    | \$ (20,204,445)      | \$ (121,660)                             |
| Preferred stock issued in reduction of debt                      | 1                                   | \$ -        |                                  |              |                                    |          |                          |                   | \$ 25,000                        |                      | \$ 25,000                                |
| Net Income   |                                     |             |                                  |              |                                    |          |                          |                   |                                  | \$ 123,132           | \$ 123,132                               |
| <b>Balance @ September 30, 2016</b>                              | 17,233,162                          | \$ 17,233   | 2,620,800,635                    | \$ 2,620,801 | (140,541)                          | \$ (141) | \$(49,246)               | \$(151,931)       | \$ 17,824,430                    | \$ (20,301,852)      | \$ (181,444)                             |
| Common stock issued in reduction of debt                         |                                     |             | 228,888,889                      | 228,889      |                                    |          |                          |                   | \$ (218,589)                     |                      | \$ 10,300                                |
| Stock issued for professional services                           |                                     |             | 400,000,000                      | 400,000      |                                    |          |                          |                   | \$(360,000.00)                   |                      | \$ 40,000                                |
| Net Loss   |                                     |             |                                  |              |                                    |          |                          |                   |                                  | \$ (163,131)         | \$ (163,130)                             |
| <b>Balance @ December 31, 2016</b>                               | 17,233,162                          | \$ 17,233   | 3,249,689,524                    | \$ 3,249,689 | (140,541)                          | \$ (141) | \$(49,246)               | \$(151,931)       | \$ 17,245,841                    | \$ (20,588,116)      | \$ (276,670)                             |

*See accompanying notes to condensed consolidated financial statements*

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### NOTE 1 – GENERAL ORGANIZATION AND BUSINESS

**Organization.** ALUF HOLDINGS, INC. (AHIX) originally incorporated under the laws of New York in 1977, the company began as a distributor of education-oriented toys and children’s books. The Company began trading on NASDAQ in 1984, until filing a Form 15C in 2009. On December 4, 2009, the Company announced its decision to exit the toy business and pursue new business ventures. In 2012, the Company relocated its state of incorporation to Nevada, and with its corporate headquarters in South Florida, began to strategically acquire businesses with strong growth potential and a solid business plan primarily in the software and technologies industries. To date, the Company currently has three letters of intent in place.

On July 27, 2015, the Company entered into a Non-binding Letter of Intent to acquire the assets of a biometric software innovator formed in 2004, whose software products include “undefeatable” FIPS 140-2 Suite B military grade encryption. This technology is designed for use in the purpose of identifying and authenticating an individual using his unique physical characteristics. Biometrics measure and analyze both physiological and behavioral characteristics such as DNA, fingerprints, eye retinas and irises, voice patterns, facial patterns, vein and signature patterns and hand measurements for authentication or identification purposes of a human being. On October 10, 2015, the Company formed a new operating entity, Aluf Biometrics, Inc., for this acquisition. After further due diligence, it has been determined by the Company that in order to continue with the acquisition, the price and terms must be and are currently under renegotiation. If the Company is able to reach a favorable agreement with the sellers, closing will likely take place by the second or third quarter of 2017.

On March 18, 2016, the Company entered into a software acquisition agreement to acquire all right, title, and interest in and to a certain computer program and documentation which will be marketed as “software-as-a-service”, a web-based system that provides an easy way for the customer’s compliance officers to identify and resolve potential violations or problematic areas under the rules of compliance. Closing will likely take place by the second or third quarter of 2017.

On September 3, 2016, the Company entered into a Non-binding Letter of Intent to acquire the capital stock of a developer of hardware independent biometric processing software and leading provider of software development services as a subcontractor to major corporations. The Company concentrates on the design and development of large custom systems such as high volume message switches, large database systems, and the automation of large clerical systems. They also provide management consulting services to produce feasibility studies, procurement documents, special studies associated with automation or communications, and assisting customer staff in the development of automated systems. Under the terms of the Letter of Intent, a definitive agreement was executed on October 31, 2016. Closing will likely take place by the second or third quarter of 2017.

These consolidated financial statements include the accounts of the Company and its wholly-owned subsidiary, Core Wafer Systems, Inc. All significant intercompany balances and transactions have been eliminated in consolidation.

### NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

#### ***Basis of Presentation***

Our condensed consolidated financial information included in this report has been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying notes. Actual amounts may differ from these estimated amounts.

#### ***Principles of Consolidation***

The consolidated financial statements include the accounts of Aluf Holdings, Inc. and its wholly-owned subsidiary, Core Wafer Systems, Inc. All significant intercompany balances and transactions have been eliminated in consolidation.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONTINUED)

### ***Reverse Stock Split***

On July 3, 2015, the Company amended its Articles of Incorporation to effect a reverse stock split of its outstanding and authorized shares of common shares at a ratio of 2,500 for 1 (the "Reverse Split").

As a result of the Reverse Split, the Company's authorized shares of common stock were decreased from 9,000,000,000 to 1,000,000,000 shares. On August 10, 2015, the Company's issued and outstanding shares of common stock were decreased from 6,545,207,089 to 2,618,317 shares, all with a par value of \$0.001. Accordingly, all share and per share information has been restated to retroactively show the effect of the Reverse Split.

### ***Cash and Cash Equivalents***

Cash and cash equivalents include cash in hand and cash in time deposits, certificates of deposit and all highly liquid debt instruments with original maturities of three months or less.

### ***Property and Equipment***

Fixed assets are comprised of furniture and fixtures, computer equipment, purchased software and major categories of property and equipment and are stated at cost and depreciated using the straight-line method, over the estimated useful lives of the various classes of assets, as follows:

|                                   |              |
|-----------------------------------|--------------|
| Furniture, fixtures and equipment | 3 – 10 years |
| Computers and purchased software  | 3 – 5 years  |

### ***Intangible Assets***

The Company adopted Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144" or "ASC 360"), which addresses financial accounting and reporting for the impairment or disposal of long-lived assets and supersedes SFAS No. 121, "Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed Of," and the accounting and reporting provisions of APB Opinion No. 30, "Reporting the Results of Operations for a Disposal of a Segment of a Business." The Company periodically evaluates the carrying value of long-lived assets to be held and used in accordance with SFAS 144. SFAS 144 requires impairment losses to be recorded on long-lived assets used in operations when indicators of impairment are present and the undiscounted cash flows estimated to be generated by those assets are less than the assets' carrying amounts. In that event, a loss is recognized based on the amount by which the carrying amount exceeds the fair market value of the long-lived assets. Loss on long-lived assets to be disposed of is determined in a similar manner, except that fair market values are reduced for the cost of disposal.

The Company had a valuation performed on its wholly owned subsidiary, Core Wafer Systems, Inc. As a result of the analysis, it was determined that the fair values of the various intangible assets acquired from Core Wafer Systems, Inc. was \$4,786,000 at October 25, 2012. As of December 31, 2016 the full value of the assets have been impaired.

### ***Fair Value of Financial Instruments***

The Company's financial instrument consists of prepaid expenses, deposits, investments, customer deposits, accounts payable and accrued expenses, accrued interest, loans payable and loans payable to a related party. It is management's opinion that the Company is not exposed to significant interest, currency or credit risks arising from its other financial instruments and that their fair values approximate their carrying values except where separately disclosed.

### ***Revenue Recognition***

We recognize revenue in accordance with generally accepted accounting principles as outlined in the Securities and Exchange Commission's Staff Accounting Bulletin No. 104, *Revenue Recognition* (SAB 104 or ASC 605-10), which requires that four basic criteria be met before revenue can be recognized: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) product delivery has occurred or services have been rendered. Revenue from the sale of products is generally recognized after both the goods are shipped to the customer and acceptance has been received, if required. Our products are custom made for our customers, who primarily consist of original engineer manufacturers (OEMs), and we do not accept returns. Our products are shipped complete and ready to be incorporated into higher level assemblies by our customers. The terms of the customer arrangements generally pass title and risk of ownership to the customer at the time of shipment.

## **NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONTINUED)**

### ***Stock-Based Compensation***

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not granted any stock options.

### ***Income Taxes***

The Company provides for income taxes using an asset and liability approach. Deferred tax assets and liabilities are recorded based on the differences between the financial statement and tax bases of assets and liabilities and the tax rates in effect currently. Deferred tax assets are reduced by a valuation allowance if, based on the weight of available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. No provision for income taxes is included in the statement due to its immaterial amount, net of the allowance account, based on the likelihood of the Company to utilize the loss carry-forward.

### ***Basic and Diluted Earnings (Loss) Per Share***

Earnings/(Loss) per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128 or ASC 260), "Earnings per share". SFAS No. 128 superseded Accounting Principles Board Opinion No.15 (APB 15). Net income (loss) per share for all periods presented has been restated to reflect the adoption of SFAS No. 128. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Basic and diluted loss per share was \$0.00 for the period ended December 31, 2016 and 2015 respectively.

### ***Impairment of Long-lived Assets***

In accordance with ASC 360, "Property, Plant and Equipment", the Company reviews the carrying values of long-lived assets, including property, plant and equipment and other intangible assets, whenever facts and circumstances indicate that the assets may be impaired. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to future net undiscounted cash flows expected to be generated by the asset. If an asset is considered impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the asset exceeds the fair value. Assets to be disposed of are reported at the lower of the carrying amount or fair value, less costs of disposal. The Company last performed annual reviews of its long-lived assets at December 31, 2013 and 2012. In 2013, the Company decided to impair the goodwill in total and further impair other intangible assets. The amount of impairment loss in 2012 was \$3,400,000 (as restated).

### ***Goodwill***

The Company recognizes goodwill for the excess of the purchase price over the fair value of the identifiable net assets of the business acquired. ASC 350 "Intangible Assets-Goodwill and Other", an impairment test for goodwill is undertaken by the Company at the reporting unit level annually, or more frequently if events or changes in circumstances indicate that goodwill might be impaired. The Company recorded impairment of goodwill related to its subsidiary, Core Wafer Systems, Inc.

### ***Recent Accounting Pronouncements***

In February 2016, FASB issued ASU-2016-02, "Leases (Topic 842)." The guidance requires that a lessee recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right of use asset representing its right to use the underlying asset for the lease term. For finance leases: the right-of-use asset and a lease liability will be initially measured at the present value of the lease payments, in the statement of financial position; interest on the lease liability will be recognized separately from amortization of the right-of-use asset in the statement of comprehensive income; and repayments of the principal portion of the lease liability will be classified within financing activities and payments of interest on the lease liability and variable lease payments within operating activities in the statement of cash flows. For operating leases: the right-of-use asset and a lease liability will be initially measured at the present value of the lease payments, in the statement of financial position; a single lease cost will be recognized, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis; and all cash payments will be classified within operating activities in the statement of cash flows. Under Topic 842 the accounting applied by a lessor is largely unchanged from that applied under previous GAAP. The amendments in Topic 842 are effective for the Company beginning January 1, 2019, including interim periods within that fiscal year. We are currently evaluating the impact of adopting the new guidance of the consolidated financial statements.

## NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONTINUED)

In January 2016, the Financial Accounting Standards Board ("FASB"), issued Accounting Standards Update ("ASU") 2016-01, "Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," which amends the guidance in U.S. generally accepted accounting principles on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017, and are to be adopted by means of a cumulative-effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is currently evaluating the impact of adopting this standard.

In November 2015, the FASB issued ASU 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes," which simplifies the presentation of deferred income taxes by requiring that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. This ASU is effective for financial statements issued for annual periods beginning after December 16, 2016, and interim periods within those annual periods. The adoption of this standard will not have any impact on the Company's financial position, results of operations and disclosures.

## NOTE 3 – PROPERTY AND EQUIPMENT

The company did not have any depreciable fixed assets for the period ending December 31, 2016 and 2015.

## NOTE 4 – VALUATION OF INTANGIBLE ASSETS AND GOODWILL

A valuation was done for the purposes of the October 25, 2012 purchase of Core Wafer Systems, Inc. the fair values of the various intangible assets acquired at October 25, 2012 are:

| (\$ in thousands)                             |         | Fair Value               |
|---|---------|--------------------------|
| Working Capital                               |         | \$ (1,364.3)             |
| Tangible Probrerty                            |         | 56.9                     |
| Identifiable Intangible Property              |         |                          |
| Trade Name                                    | 210.0   |                          |
| Trademarks                                    | 402.9   |                          |
| Software                                      | 2,416.7 |                          |
| Customer Relations                            | 101.4   |                          |
| Total Identifiable Intangible Property        |         | 3,131.0                  |
| Assets Acquired in Excess of Enterprise Value |         | <u>2,962.4</u>           |
|   |         |                          |
| <b>Value of consideration Paid</b>            |         | <b><u>\$ 4,786.0</u></b> |

#### NOTE 4 – VALUATION OF INTANGIBLE ASSETS AND GOODWILL (CONTINUED)

The Company last performed annual reviews of its long-lived assets at December 31, 2013 and 2012. In 2013, the Company decided to impair the goodwill in total and further impair other intangible assets:

| (\$ in thousands)                                   |  |                          |
|---|--|--------------------------|
| Development Costs                                   |  | 495.0                    |
| Trademarks  |  | 2.1                      |
| Software  |  | <u>3,700.0</u>           |
| <b>Value of Intangible Assets Before Impairment</b> |  | <b><u>\$ 4,197.1</u></b> |

#### NOTE 5 – NOTES PAYABLE

On March 20, 2011, the Company entered into a Convertible Promissory Note as settlement of an old accounts payable account, incurred prior to 2008, with a certain vendor which is subject to a Debt Purchase Agreement dated February 9, 2011. The original principal amount of the note is \$487,773 with interest at 8% per annum. As of December 31, 2016, approximately \$45,149 of the note's accumulated interest was remaining after approximately \$487,773 plus interest, has been repaid in cash and/or converted into shares of the company's common stock.

On November 30, 2011, the Company entered into an Installment Promissory Note with Magsamen Consulting, LLC in the principal sum of \$195,000 without interest, as settlement of a default judgment. The initial payment of \$20,000 was also paid on November 30, 2011, with an additional payment of \$25,000 due on or before March 3, 2012 then quarterly payments of \$18,750 thereafter, beginning June 15, 2012. On March 5, 2012 the company made a partial payment in the amount of \$12,500 toward the first installment. As of December 31, 2016, no other payments have been made.

On October 31, 2011, Roger Goetz, former owner and President of Core Wafer Systems, Inc. (CWS), a subsidiary acquired by the company on October 26, 2012, entered into a Promissory Note for the acquisition of certain intellectual property and other expenses in the principal amount of \$2,866,981 with interest at the rate of 4% annually. Payment is due upon demand at such time CWS retains adequate capital to sustain normal operations. As of December 31, 2014 the Company has paid approximately \$13,296 and converted \$700,000 into shares of the company's common stock toward the principal amount of the note. On December 31, 2014 the Company further reduced the principal balance of the note in accordance to an Asset Purchase Agreement dated January 2, 2012, in the amount of \$715,000 for the sale of certain assets including testers, computers, and various items of office furniture and other equipment. The Agreement was executed between the note holder and the previous president and chief executive officer of CWS prior to the closing date of the acquisition between this Company and CWS, which had not been previously disclosed to the Company. Additionally, on or about November 1, 2014, the Company received evidence of an agreement between the previous CEO/President of CWS and the note holder dated November 23, 2011, selling the IP back to the note holder prior to the closing of the acquisition of CWS by the Company. This agreement was never disclosed to the Company at any time before or after the closing date of the acquisition; as such, as of March 31, 2015 the Company off set the remaining balance of the promissory note and accumulated interest payable, against the value of those certain IP assets listed in said agreement, without objection from the note holder.

July 1, 2014, the Company entered into a Convertible Promissory Note as settlement of an old accounts payable amount incurred between March 19, 2012 and June 30, 2014 with a certain vendor in the principal amount of \$55,000 with interest at 8% per annum. As of March 31, 2016, all of the note's principal and interest had been converted into approximately 79,749,000 shares of the company's common stock.

As of June 22, 2015, \$215,500, which had been accrued as compensation payable for a former executive, under his consulting agreement dated June 22, 2013, was converted into a convertible debenture on July 31, 2015 with interest at 8% per annum, and payable on or before July 31, 2016. As of December 31, 2016 no payments or conversions have been made.

## **NOTE 5 – NOTES PAYABLE (CONTINUED)**

On November 5, 2015, the Company received \$25,000 cash in exchange for a Convertible Promissory Note payable in full on November 5, 2016, in the amount of \$32,500. This note may be prepaid, in the amount of \$32,500, at any time prior to its due date, without penalty. As of December 31, 2016 no payments or conversions have been made.

On November 13, 2015, the Company received \$10,000 cash in exchange for a Convertible Debenture payable on November 16, 2016, without interest. The Company may pre pay this note, without penalty, any time. As of December 31, 2016, no payments or conversions have been made.

## **NOTE 6 – GOING CONCERN**

These financial statements have been prepared assuming that the Company will continue as a going concern. The Company has operating and liquidity concerns, current liabilities exceeded current assets by \$1,157,752 at December 31, 2016, and has reported a net loss of \$163,130 at December 31, 2016. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

## **NOTE 7 – STOCKHOLDERS' EQUITY**

### ***Authorized***

The Company is authorized to issue 3,946,821,989 shares of \$0.001 par value common stock and 53,178,011 shares of \$0.001 par value preferred stock. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company. The preferred shares may be issued in series, with the powers, rights and limitations of the preferred shares to be determined by the Board.

On May 11, 2016 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 1,964,324,990 to 3,964,324,989 with a par value of \$0.001. The amendment was approved by the shareholders and directors on April 18, 2016.

On March 14, 2016 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 964,324,990 to 1,964,324,990 with a par value of \$0.001. The amendment was approved by the shareholders and directors on March 1, 2016.

On May 11, 2015 the Nevada Secretary of State accepted for filing a Certificate of Amendment decreasing the Company's authorized common stock from 8,964,324,990 with a par value of \$0.00001 to 946,821,999 with a par value of \$0.001, to increase the Company's authorized preferred stock from 35,675,010 to 53,178,001 with a par value of \$0.001, and to cancel and retire the Company's Series F and Series G Preferred Stock. The amendment was approved by the shareholders and directors on March 23, 2015.

On March 23, 2015 the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to decrease its capital stock from 9,000,000,000 to 1,000,000,000 with a par value of \$.001, to effect a reverse split of its common stock at a ratio of 2500:1, and to cancel and retire the Company's Series F and Series G Preferred Stock.

### ***Preferred Stock***

On May 11, 2015 the Nevada Secretary of State accepted for filing a Certificate of Amendment decreasing the Company's authorized common stock from 8,964,324,990 with a par value of \$0.00001 to 946,821,999 with a par value of \$0.001, to increase the Company's authorized preferred stock from 35,675,010 to 53,178,001 with a par value of \$0.001, and to cancel and retire the Company's Series F and Series G Preferred Stock. The amendment was approved by the shareholders and directors on March 23, 2015.

## **NOTE 7 – STOCKHOLDERS' EQUITY (CONTINUED)**

On March 23, 2015 the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to decrease its capital stock from 9,000,000,000 to 1,000,000,000 with a par value of \$.001, to effect a reverse split of its common stock at a ratio of 2500:1, and to cancel and retire the Company's Series F and Series G Preferred Stock.

### ***Stock-Based Compensation – Common Stock***

During the year ended December 31, 2016 and 2015, the Company issued 2,501,018,666 and 58,215,088 shares of its common stock valued at \$267,198 and \$58,215, respectively; shares issued to employees and board members for services rendered (19,500,935 and 58,215,088 shares respectively), shares issued to convertible promissory note holders in settlement of debt (2,481,517,731 and -0- shares respectively).

## **NOTE 8 – COMMITMENTS AND CONTINGENCIES**

### ***Advances***

From time to time, the Company has received advances from certain of its officers and related parties to meet short-term working capital needs. For the year ended December 31, 2016 and 2015, a total of \$18,098 and \$39,937 advances from related parties is outstanding, respectively. These advances are unsecured, bear no interest, and do not have formal repayment terms or arrangements.

### ***Employment agreements***

On June 22, 2013, a former chief executive officer tendered his resignation according to the terms of his employment agreement. Compensation under the agreement called for a minimum salary of \$10,000 per month plus additional cash and stock compensation upon the achievement for various milestones. The Company has not made certain cash payments due under the agreement. As of December 31, 2016, there remains a balance of \$138,500 accrued as compensation payable.

On May 31, 2011, the Company entered into an employment agreement with our chief financial officer for a period of two years. This agreement is renewable unless either party terminates in accordance with the provisions of the Agreement, or by death or permanent disability and called for a minimum salary of \$10,000 per month plus additional cash and stock compensation. The agreement was renewed for another two years by the Company on or about June 1, 2013. The renewal agreement called for a minimum salary of \$14,583 per month plus additional cash and stock compensation. All other terms of the renewal agreement remain the same as the original agreement.

Effective July 1, 2015, the Company renewed the employment agreement with our chief financial officer for an additional two year period. The agreement calls for a minimum salary of \$15,000 per month plus additional cash and stock compensation. All other terms of the renewal agreement remain the same as the original agreement. The company has not made certain cash payments due under these agreements. As of December 31, 2016, approximately \$564,000, has been accrued as salaries, wages and benefits compensation payable.

On July 3, 2015, the Board of Directors appointed the Company's chief financial officer to the interim position of chief executive officer. No additional compensation has been awarded and the employment agreement was amended to include the additional responsibilities.

### ***Notes Payable***

On various dates between December 17, 2009 and October 19, 2012, Roger Goetz, former owner and President of Core Wafer Systems, Inc. (CWS), a subsidiary acquired by the company on October 26, 2012, entered into a number of Promissory Notes in the approximate principal amount of \$1,644,000 with varying rates of interest, for cash payments received by Goetz and or CWS for working capital. All principal and interest accruing under the Notes was due on varying dates on or before December 31, 2012. None of these notes were recorded in the books and records of CWS as provided to the Company and were not submitted nor disclosed to the Company at any time prior to the close of the acquisition of CWS and the Company had no prior knowledge of these transactions.

On January 23, 2013, Roger Goetz, former owner and President of Core Wafer Systems, Inc. (CWS), a subsidiary acquired by the company on October 26, 2012, entered into a Promissory Note, without the authorization or knowledge of the Company, in the principal amount of \$100,000 with interest at a rate of 3% per year for cash payments received

## **NOTE 8 – COMMITMENTS AND CONTINGENCIES (CONTINUED)**

by Goetz in a bank account he had established for CWS prior to the sale of CWS to the Company. The Note is payable on or about June 30, 2013 or may be converted into the company's common stock. As of December 31, 2015, \$15,678 of the note has been converted into common stock of the Company. Additionally, on or about June 3, 2015 Goetz was sentenced in U.S. District Court in St. Paul, MN on two counts of federal wire fraud and was ordered to pay nearly \$1.6 million dollars to this and the other note holders.

On or about June 3, 2015 Goetz was sentenced in U.S. District Court in St. Paul, MN on two counts of federal wire fraud where he was ordered to pay nearly \$1.6 million dollars to the note holders who were identified in the proceedings as the victims of his fraud, between 2009 and January 2013. As such the Company does not believe that it is in any way liable for the repayment of these notes entered into by Roger Goetz. Approximately \$195,000 was repaid by Goetz prior to June 3, 2015 and \$270,000 was converted to common stock. The approximate remaining balance of \$1,179,000, in CWS notes payable, have been reclassified as contingent liabilities.

### ***Legal Proceedings***

In June 2008, the Company received notice of a default in the amount of approximately \$354,607 resulting from a complaint filed by Debra Rutledge, Eric Rutledge & Jeanne Moore v. Action Products International, Inc., Action Toys, Inc., Action Healthcare Products, Inc., Curiosity Kits, Inc., Warren Kaplan and Judith Kaplan, Case No. 6:09-CV-1245-Orl-35GJK in the United States Middle District Court, District of Florida, Orlando Division. Plaintiffs allege a breach by the company of an oral contract and claim damages for failure to pay minimum wages, breach of contract, back pay with benefits and penalties for COBRA and ARRA violations. On June 28, 2008, the Company obtained legal counsel and filed its answer to the complaint however counsel for the Company was later allowed to withdraw and a default judgment was entered on October 7, 2010. In 2011 under the direction of the newly hired CEO, Gary Polistena, the Company retained legal counsel to defend the Company against the claim. On August 11, 2011, a final judgment was entered by the court granting the petitioners \$27,167.95 for their claim. On November 17, 2011 the Company presented an offer of settlement to the Plaintiffs in the approximate amount of \$35,453.63, including attorney's fees. As of March 31, 2012 the Plaintiffs have not responded to the settlement offer and have taken no further legal actions. On June 11, 2012, the court entered another judgment in the matter on behalf of the Plaintiffs awarding them an additional \$38,801.50 in attorneys' fees. As of December 31, 2016 the Company has not paid either of the judgments.

On December 11, 2008, the Company entered into a Settlement Agreement with Magsamen Consulting, LLC a consultant of the Company. Upon execution of the Settlement Agreement the Development Agreement terminated. Pursuant to a Settlement Agreement, the Company agreed to pay \$100,000 to Magsamen and upon full payment; the Company and Magsamen will execute general releases. All amounts owed under the Settlement Agreement have been recorded as liabilities and charged to expense as of December 31, 2008. In a bench trial on April, 19, 2010, a judgment was ordered in the Circuit Court for Baltimore County in and for the State of Maryland against the Company for non-payment of the cash payment and certain expenses as provided for in the Settlement Agreement of December 11, 2008 in the amount of \$194,903.31. The Company retained legal counsel to resolve the matter and on November 30, 2011 entered in to an Installment Promissory Note and Confession of Judgment (Note) with Magsamen. As of December 31, 2016, the Company has made only one of the required payments under the terms of the Note.

During 2009, Ronald Kaplan, a former officer and employee of the company filed a complaint in the Circuit Court for the 9th Judicial Circuit in and for Orange County, Florida against the Company claiming damages exclusive of attorneys' fees and costs, for unpaid wages and personal expenses aggregating \$75,479.63. On November 9, 2009 the court granted a default judgment on behalf of Ronald Kaplan. The company believes this claim is without merit and as of December 31, 2016, has not made any payments or offer of settlement to the Plaintiff.

In April 2009, the company received a demand letter from its former CFO, Robert Burrows, alleging cash and stock compensation due in the amount of approximately \$250,000. On July 27, 2010, the court granted a default judgment in the amount of \$431,530.39 on behalf of Robert Burrows. The company believes this claim is without merit and as of December 31, 2016, has not made any payments or offer of settlement to the Plaintiff.

On September 28, 2009, Baker, Govern & Baker PA filed a complaint in the Circuit Court for the 9th Judicial Circuit in and for Orange County, Florida against the Company claiming damages, exclusive of attorneys' fees and costs, for breach of contract aggregating \$28,562.70. On September 17, 2010 the court granted a default judgment on behalf of Baker, Govern & Baker PA. The company believes this claim is without merit and as of December 31, 2016, has not made any payments or offer of settlement to the Plaintiff.

## **NOTE 8 – COMMITMENTS AND CONTINGENCIES (CONTINUED)**

On November 15, 2012, the Company received a letter from the attorneys representing Sandia Technologies, et. al., (“ST”) with regard to a Settlement Agreement entered into by Roger Goetz, former owner and President of Core Wafer Systems, Inc. (CWS), a subsidiary acquired by the company on October 26, 2012. In the original Settlement Agreement dated July 25, 2012, Goetz agreed to pay to Sandia Technologies the sum of \$500,000 for all rights and licenses of IP, copyrights, trademarks, etc. for the PDQ Suite purchased from ST in December, 2005. Payment was to be made by CWS within 90 days of the settlement date. CWS failed to make the payment as agreed and as a result, Sandia Technologies has requested payment be made in full by 5:00 p.m. on Tuesday, November 20, 2012 or, in the alternative, that the terms of the settlement be modified. The Settlement Agreement stems from a lawsuit that was filed in the State of New Mexico, County of Bernalillo, Second Judicial District Court, No. CV 2010-10561 by CWS against ST for their release of IP, copyrights, trademarks, etc. for the PDQ Suite purchased from ST in December, 2005. Sandia claims the agreement was verbally modified in 2006 to increase the payment another \$400,000. Although verbal changes are prohibited in the agreement, CWS believed it was necessary to litigate and seek a pre-emptive judgment for total and absolute ownership as well as for damages due to ST using said IP for their enrichment. Additionally, Mr. Pierce asserted a 15.8% ownership in CWS. On August 2, 2013, the Company filed Plaintiffs’ Response to Defendants’ Motion for Order to Show Cause. A hearing was held in the matter on November 5, 2013 in the Bernalillo County Courthouse in Albuquerque, NM and a final judgment was entered. Under the terms of the final judgment Core Wafer Systems, Inc. was enjoined, until the judgment is paid in full, from all use of the Software Property in the case and its derivatives. On or about April 21, 2014, Sandia Technologies, through their attorney, rejected a plan to pay off the debt which was submitted to them on behalf of the Company. On or about May 30, 2014, the Company received a letter of formal notice and Consent to Serve as Receiver dated May 13, 2014 along with Judgment Creditors’ Verified Application for Appointment of Receiver to Sell Intellectual Property of Judgment of Debtor which was dated April 28, 2014. On or about September 14, 2014, the Company received notice from Sandia’s attorney in a letter dated September 4, 2014 which contained a copy of a Final Report of Receiver indicating that a receiver had been appointed by the Court’s “Order Granting Judgment Creditors’ Verified Application for Appointment of Receiver to Sell Intellectual Property of Judgment Debtor and Appointment of Receiver” dated July 12, 2014. Said Order Granted the sale, by the receiver, of the Software Property. It further stated that the sale took place on the front steps of the Second Judicial District Court, Bernalillo County, New Mexico on August 19, 2014. Sandia Technologies was the only bidder at the sale and made a credit bid of \$300,000 against the Final Judgment entered on November 12, 2013, in Sandia’s favor reducing the balance of the judgment from \$500,000 to \$200,000. As of December 31, 2016, the Company has not made any payments to the court for this judgment.

On or about August 26, 2013, through our Registered Agent, the Company received a notice of Order Continuing Case Management Conference with regard to a complaint filed on September 11, 2012 against its wholly owned subsidiary Core Wafer Systems, Inc., in the Superior Court of California, County of San Francisco, case number CGC-12-524080, for unpaid legal fees and costs in the amount of \$51,896.21. The notice set a case management conference for April 26, 2014 for plaintiff to obtain a default judgment against COREwafer Industries, Inc. The Company had no prior knowledge of the legal proceedings against Core Wafer Systems in this matter and will take appropriate measures to defend against it. As of December 31, 2016, the Company has not made any payments or offer of settlement in this matter.

### ***Operating Leases***

The Company neither owns nor leases any real or personal property. A shared office space is being rented on a month by month basis.

## **NOTE 9 – INCOME TAXES**

The Company recognizes deferred tax liabilities and assets for the expected future tax consequences of events that have been included in its financial statements or tax returns. Deferred income tax liabilities and assets are determined based on the difference between the financial statement and tax bases of liabilities and assets using enacted tax rates in effect for the year in which the differences are expected to reverse.

The Company applies the provisions of FASB, Interpretation No. 48, or FIN 48, “Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement 109.” FIN 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax

**NOTE 9 – INCOME TAXES (CONTINUED)**

return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities.

The amount recognized is measured as the largest amount of benefit that has a greater than 50% likelihood of being realized upon ultimate settlement. When applicable, the Company will include interest and penalties related to uncertain tax positions in income tax expense.

At December 31, 2016, the Company had federal net operating loss carry-forwards totaling approximately \$20,588,116 which expires in various years through 2032.