

SolPower, Inc. Quarterly Disclosure
Third Quarter 2014

September 30, 2013 - December 31, 2013

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

SolPower, Corporation

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: 2637 E Atlantic Blvd #25920

Address 2: Pompano Beach

Address 3: FL 33062

Phone: 877-531-6613

Email: info@solpowerco.com

Website(s): solpowerco.com

IR Contact

Address 1: 2637 E Atlantic Blvd #25920

Address 2: Pompano Beach

Address 3: FL 33062

Phone: 877-531-6613

Email: info@solpowerco.com

Website(s): solpowerco.com

3) Security Information

Trading Symbol: SOCR

Exact title and class of securities outstanding: Common

CUSIP: 833981202

Par or Stated Value: \$0.001

Total shares authorized: 1,000,000,000 as of: 12/31/13

Total shares outstanding: 104,472,911 as of: 12/31/13

Transfer Agent

Name: Signature Stock Transfer, Inc.

Address 1: 2632 Coachlight Court

Address 2: Plano

Address 3: TX 75093

Phone: 972-612-4120

Is the Transfer Agent registered under the Exchange Act?* Yes: ☒ 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

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

NONE

4) Issuance History

Issuance #1 – Issued in exchange for services as CEO for 1 year.

A. Preferred Series B shares

- B. Charles Nienstedt – January 1st, 2013
- C. 1 Share
- D. Issuance was done at price of Par value (\$0.001)
- E. Shares are restricted.
- F. Shares DO contain a legend stating that they have not been registered under the Securities Act and outlining the restrictions from sale under Rule 144 of the Securities Act.

Issuance #2 – Issued in exchange for services as CEO for 3 year term.

- A. Common shares
- B. Charles Nienstedt – July 1st, 2013
- C. 100,000,000 Shares
- D. Issuance was done at price of Par value (\$0.001)
- E. Shares are restricted.
- F. Shares DO contain a legend stating that they have not been registered under the Securities Act and outlining the restrictions from sale under Rule 144 of the Securities Act.

5) Financial Statements

* See Financial Statements below

Solpower, Corp.
Consolidated Balance Sheet (unaudited)
September 30, 2013 – December 31, 2013

	Three Months Ending	
	Dec. 31, 2013	Dec. 31, 2012
Current Assets	(unaudited)	(unaudited)
Cash and cash equivalents	\$13,385.99	\$0.00
Other current assets	\$0.00	\$0.00
Total current assets	\$13,385.99	\$0.00
Property, Plant and Equipment (PP&E)	\$0.00	\$0.00
Goodwill	\$112,620.00	\$112,620.00
Intangible assets	\$120,500.00	\$120,500.00
Other assets	\$0.00	\$0.00
Total assets	\$246,505.99	\$233,120.00
Current Liabilities		
Accounts payable	\$0.00	\$0.00
Accrued expenses	\$0.00	\$0.00
Short-term debt (Loans payable)	(\$334,940.00)	(\$299,940.00)
Total current liabilities	(\$334,940.00)	(\$299,940.00)
Long-term debt		
Other long-term liabilities	\$0.00	\$0.00
Total liabilities	(\$334,940.00)	(\$299,940.00)
Shareholders' equity		
Preferred Stock	(\$0.00)	(\$0.00)
Common Stock	(\$134,772.91)	(\$34,772.91)
Additional Paid In Capital	\$0.00	\$0.00
Retained Earnings	\$0.00	\$0.00
Total Shareholders' Equity (Deficit)	(\$76,094.01)	(\$66,820.00)
Total liabilities & shareholders' Equity (Deficit)	\$246,505.99	\$233,120.00

* See accompanying notes to financial statements.

Solpower, Corp.
Statement of Operations (unaudited)
September 30, 2013 – December 31, 2013

Three Months Ending

	Dec. 31, 2013 (unaudited)	Dec. 31, 2012 (unaudited)
Cash Flows From Operating Activities		
REVENUES	\$29,991.67	\$0.00
COST OF SALES	(\$5,182.17)	\$0.00
GROSS PROFIT	\$24,809.50	\$0.00
Selling, General and Administrative	(\$3,120.67)	\$0.00
INCOME(LOSS) FROM CONTINUING OPERATIONS	\$21,688.83	(\$66,820.00)
OTHER INCOME (EXPENSE):		
Interest Expense	\$0.00	\$0.00
NET INCOME(LOSS) FROM CONTINUING OPERATIONS BEFORE PROVISION FOR INCOME TAXES	\$21,688.83	(\$66,820.00)
Provision for income taxes	\$0.00	\$0.00
NET INCOME (LOSS)	\$21,688.83	(\$66,820.00)
Weighted-average common shares outstanding- diluted	104,472,911	34,772,910
Income (Loss) per share – basic and diluted	\$0.0002	(\$0.0019)

"See accompanying notes to financial statements."

Solpower, Corp.
Statement of Cash Flows (unaudited)
September 30, 2013 – December 31, 2013

		Three Months Ending	
		Dec. 31, 2013	Dec. 31, 2012
		(unaudited)	(unaudited)
Cash Flows From Operating Activities			
Net Income (loss)		\$21,688.83	(\$66,820.00)
Cash paid for			
Inventory purchases		\$0.00	\$0.00
General operating and administrative expenses		(\$3,120.67)	\$0.00
Wage expenses		(\$5,182.17)	\$0.00
Interest		\$0.00	\$0.00
Income taxes		\$0.00	\$0.00
Net Cash Flow from Operations		\$13,385.99	(\$66,820.00)
Investing Activities			
Cash receipts from			
Sale of property and equipment		\$0.00	\$0.00
Collection of principal on loans		\$0.00	\$0.00
Sale of investment securities		\$0.00	\$0.00
Cash paid for			
Purchase of property and equipment		\$0.00	\$0.00
Making loans to other entities		\$0.00	\$0.00
Purchase of investment securities		\$0.00	\$0.00
Net Cash Flow from Investing Activities		\$0.00	\$0.00
Financing Activities			
Cash receipts from			
Issuance of stock		\$0.00	\$0.00
Borrowing		\$0.00	\$0.00
Cash paid for			
Repurchase of stock (treasury stock)		\$0.00	\$0.00
Repayment of loans		\$0.00	\$0.00
Dividends		\$0.00	\$0.00
Net Cash Flow from Financing Activities		\$0.00	\$0.00
Increase in Cash and Cash Equivalents		\$13,385.99	(\$66,820.00)
Cash and Cash Equivalents at Beginning of Period		\$2,540.00	\$0.00
Cash and Cash Equivalents at End of Period		\$13,385.99	\$0.00
SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES			
Common stock issued for services		\$0.00	\$0.00
Conversion of debt for common stock		\$0.00	\$0.00
Beneficial Conversion		\$0.00	\$0.00

*See accompanying notes to financial statements.

Solpower, Corp.
Notes to Financial Statements
July 1, 2013 – September 30, 2013

NOTE 1 - ORGANIZATION AND OPERATIONS

Organization

Solpower Corporation (the “ *Company* ”), formerly known as Virtual Technologies, Inc. and Dynafuel Corporation, was incorporated under the laws of the State of Utah on June 7, 1982.

The Company was originally incorporated with an authorized capital of 30,000,000 shares of common stock with a par value of one cent (\$0.01) per share. On December 12, 1995, the Company amended its articles of incorporation, changing its name to Virtual Technologies, Inc. and authorizing preferred stock of 5,000,000 shares at \$0.25 par value. On July 22, 1996, the Company changed its legal domicile to the State of Nevada. On November 22, 1997, the Company restated the articles of incorporation, changing its name to Solpower Corporation and changing its preferred stock par value to one-tenth of one cent (\$.001) per share. On December 11, 2000, at the Annual Shareholders' Meeting, shareholders approved an amendment to the Company's articles of incorporation to increase the authorized shares of common stock to 100,000,000. On December 22, 2007, by unanimous written action of the Board of Directors, the Company authorized a one for ten reverse split of the Company's common stock. The reverse split was affected on January 14, 2008. All references in the financial statements and notes to the financial statements, the number of shares, change in par value to \$0.001 and share amounts have been retroactively restated to reflect the reverse split. On July 1st 2013, Charles Nienstedt became the sole board member and controlling party with the issuance of a single share of preferred series B shares and 100,000,000 shares of common stock. Under the new management the company will change direction and enter into the software space.

NOTE 2- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation:

The consolidated financial statements include the accounts of the Company. All significant inter-company accounts and transactions have been eliminated in consolidation.

Use of Estimates:

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

Cash and Cash Equivalents:

For financial statement presentation purposes, short-term, highly liquid investments with original maturities of three months or less are considered to be cash equivalents. The Company maintains its cash accounts at several financial institutions, which at times may exceed the insurable FDIC limit, but management believes that there is little risk of loss.

Fair Value of Financial Instruments:

In September 2006, the Financial Accounting Standards Board (FASB) introduced a framework for measuring fair value and expanded required disclosure about fair value measurements of assets and liabilities. The Company adopted the standard for those financial assets and liabilities as of the beginning of the 2008 fiscal year and the impact of adoption was not significant. FASB Accounting Standards Codification (ASC) 820 “*Fair Value Measurements and Disclosures*” (ASC 820) defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC 820 also establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs). The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described below:

- Level 1—Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2—Inputs other than quoted prices included within Level 1 that are observable for the asset or liability; either directly or indirectly, including quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability (e.g. interest rates); and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3—Inputs that are both significant to the fair value measurement and unobservable.

The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values due to the short-term nature of these instruments. These financial instruments include investments in available-for-sale securities and accounts payable and accrued expenses. The Company has also applied ASC 820 for all non- financial assets and liabilities measured at fair value on a non-recurring basis. The adoption of ASC 820 for non-financial assets and liabilities did not have a significant impact on the Company’s financial statements.

Comprehensive Income:

ASC Topic 220 (SFAS No. 130) establishes standards for reporting comprehensive income and its components. Comprehensive income is defined as the change in equity during a period from transactions and other events from non-owner sources. Per the consolidated financial statements, the Company has purchased available-for-sale securities that are subject to this reporting.

Other-Than-Temporary Impairment:

All of our non-marketable and other investments are subject to a periodic impairment review. Investments are considered to be impaired when a decline in fair value is judged to be other-than-temporary. When events or changes in circumstances indicate that long-lived assets other than goodwill may be impaired, an evaluation is performed to determine if a write-down to fair value is required. When an asset is classified as held for sale, the asset’s book value is evaluated and adjusted to the lower of its carrying amount or fair value less cost to sell. In addition, depreciation and amortization ceases while it is classified as held for sale.

The indicators that we use to identify those events and circumstances include:

- The investee’s revenue and earnings trends relative to predefined milestones and overall business prospects;
- The general market conditions in the investee’s industry or geographic area, including regulatory or economic changes;

- Factors related to the investee's ability to remain in business, such as the investee's liquidity, debt ratios, and the rate at which the investee is using its cash; and
- The investee's receipt of additional funding at a lower valuation. If an investee obtains additional funding at a valuation lower than our carrying amount or a new round of equity funding is required for the investee to remain in business, and the new round of equity does not appear imminent, it is presumed that the investment is other than temporarily impaired, unless specific facts and circumstances indicate otherwise.

Revenue and Cost Recognition:

The Company applies paragraph 605-10-S99-1 of the FASB Accounting Standards Codification for revenue recognition. The Company recognizes revenue when it is realized or realizable and earned. The Company considers revenue realized or realizable and earned when all of the following criteria are met: (i) persuasive evidence of an arrangement exists, (ii) the product has been shipped or the services have been rendered to the customer, (iii) the sales price is fixed or determinable, and (iv) collectability is reasonably assured. The Company also receives shares in certain companies for providing capital and investment services. Therefore when this type of income is recognized, the benefits are accrued as the wages are earned. Less than five percent of our revenue comes from permanent placements where the Company earns and accrues the revenue 30 days after a client hires an employee full time on their payroll as per the Company's hire agreement. The Company's only expense on this work is commissions, which are accrued and payable when the revenue is earned.

Investments:

Marketable securities are classified as available-for-sale. Accordingly, they are carried at fair value with unrealized gains and losses reported, net of deferred income taxes, in accumulated other comprehensive income, a separate component of stockholder's equity.

Allowance for Doubtful Accounts:

The Company establishes an allowance for doubtful accounts through a review of several factors, including historical collection experience, current aging status of the customer accounts and the financial condition of the customers.

Fixed Assets:

Fixed assets are reported at cost less accumulated depreciation, which is generally provided on the straight-line method over the estimated useful lives of the assets. Upon sale or retirement of an asset, the related costs and accumulated depreciation are removed from the accounts and any gain or loss is recognized.

Reclassifications:

Certain reclassifications have been made to prior year balances to conform to the current year's presentation only in such cases where the impact in the prior year's financials would have been immaterial to that period.

Financing Fees:

Financing fees are being amortized over the life of the related liability on the straight-line method which is not materially different than using the effective interest method.

Goodwill and Intangible Assets Arising from Acquisitions:

The reported amounts of goodwill for each business-reporting unit are reviewed for impairment on an annual basis and more frequently when negative conditions such as significant current or projected operating losses exist. The annual impairment test for goodwill is a two-step process and involves comparing the estimated fair value of each business-reporting unit to the business-reporting unit's carrying value, including goodwill. If the fair value of a business-reporting unit

exceeds its carrying amount, goodwill of the business reporting unit is not considered impaired, and the second step of the impairment test is unnecessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test would be performed to measure the amount of impairment loss to be recorded, if any.

Evaluating Impairment of Long-lived Assets:

When events or changes in circumstances indicate that long-lived assets other than goodwill may be impaired, an evaluation is performed. For an asset classified as held for use, the estimated future undiscounted cash flows associated with the asset are compared to the asset's carrying amount to determine if a write-down to fair value is required. When an asset is classified as held for sale, the asset's book value is evaluated and adjusted to the lower of its carrying amount or fair value less cost to sell. In addition, depreciation and amortization ceases while it is classified as held for sale.

Net Loss Per Share:

Net loss per common share is computed using the weighted average number of common shares outstanding. Diluted earnings per share (EPS) includes additional dilution from common stock equivalents, such as stock issuable pursuant to the exercise of stock options and warrants. Common stock equivalents are not included in the computation of diluted earnings per share when the Company reports a loss because to do so would be anti-dilutive. The following is a reconciliation of the computation for basic and diluted EPS for the three months ended December 31, 2013 and December 31, 2012:

NET INCOME (LOSS)	\$21,688.83	(\$66,820.00)
Weighted-average common shares outstanding- diluted	104,472,911	34,772,910
Income (Loss) per share – basic and diluted	\$0.0002	(\$0.0019)

Income Taxes:

The Company recognizes the amount of taxes payable or refundable for the year. In addition, deferred tax assets and liabilities are recognized for the expected future tax consequences of events that have been recognized in the financial statements or tax returns. A valuation allowance is provided for deferred tax assets if it is more likely than not that these items will not be realized.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the scheduled reversal of deferred tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. The Company is in the process of bringing its tax filings current.

Recently Issued Accounting Pronouncements:

In January 2010, the FASB issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* ("ASU 2010-06"). This standard updates FASB ASC 820, *Fair Value Measurements* ("ASC 820"). ASU 2010-06 requires additional disclosures about fair value measurements including transfers in and out of Levels 1 and 2 and separate disclosures about purchases, sales, issuances, and settlements relating to Level 3 measurements. It also clarifies existing fair value disclosures about the level of segregations and about inputs and valuation techniques used to measure fair value. The standard is

effective for interim and annual reporting periods beginning after December 15, 2009 except for the disclosures about purchases, sales, issuances and settlements, which is effective for fiscal years beginning after December 15, 2010 and for interim periods within those fiscal years. The Company adopted ASU 2010-06 on January 1, 2010, which had no material impact on the financial statements. Other recent accounting pronouncements issued by the FASB (including its EITF), the AICPA, and the SEC did not or are not believed by management to have a material impact on the Company's present or future financial statements.

On March 5, 2010, the FASB issued ASU No. 2010-11 Derivatives and Hedging Topic 815 "Scope Exception Related to Embedded Credit Derivatives." This ASU clarifies the guidance within the derivative literature that exempts certain credit related features from analysis as potential embedded derivatives requiring separate accounting. The ASU specifies that an embedded credit derivative feature related to the transfer of credit risk that is only in the form of subordination of one financial instrument to another is not subject to bifurcation from a host contract under ASC 815-15-25, "*Derivatives and Hedging — Embedded Derivatives — Recognition*." All other embedded credit derivative features should be analyzed to determine whether their economic characteristics and risks are "clearly and closely related" to the economic characteristics and risks of the host contract and whether bifurcation is required. The ASU became effective for the Company on July 1, 2010. The adoption of this ASU did not have an impact on the Company's consolidated financial statements.

In May 2011, the FASB issued ASU 2011-04 which was issued to provide a consistent definition of fair value and ensure that the fair value measurement and disclosure requirements are similar between U.S. GAAP and IFRS. ASU 2011-04 changes certain fair value measurement principles and enhances the disclosure requirements particularly for Level 3 fair value measurements. This guidance is effective for the Company beginning on January 1, 2012. The adoption of ASU 2011-04 is not expected to significantly impact the Company's consolidated financial statements.

In June 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2011-05, *Presentation of Comprehensive Income*. ASU 2011-05 revises the manner in which entities present comprehensive income in their financial statements. The new guidance removes the presentation options in Accounting Standards Codification (ASC) 220, *Comprehensive Income*, and requires entities to report components of comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. The ASU does not change the items that must be reported in other comprehensive income. In December 2011, the FASB issued ASU 2011-12 which defers the requirement in ASU 2011-05 that companies present reclassification adjustments for each component of accumulated other comprehensive income in both net income and other comprehensive income on the face of the financial statements. ASU 2011-05 is effective for fiscal years and interim reporting periods within those years beginning after December 15, 2011, with early adoption permitted. The adoption of ASU 2011-05, as amended by ASU 2011-12, is not expected to significantly impact the Company's consolidated financial statements.

In September 2011, the FASB issued ASU 2011-08, which provides an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The revised standard is effective for the Company for its annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The adoption of ASU 2011-08 is not expected to significantly impact the Company's consolidated financial statements.

NOTE 3- ACCOUNTS RECEIVABLE

The company currently has no receivables as all accounts are paid in full as of December 31, 2013. However since the release of the Medcare Collect Software System on September 1, 2013 for select customers, the company has started to earn revenues that are growing significantly.

NOTE 4- ACQUISITIONS AND INTANGIBLES

During the fiscal year ended March 31, 2013, the Company acquired DBA MedCareCollect. The acquisitions were also accounted for as business purchases and recorded at the estimated fair values of the net tangible and identifiable intangible assets acquired.

Intangible assets consist of the following:

	December 31, 2013	December 31, 2012
Trademarks	\$500	\$0
Software	\$120,000	\$0
Less: Accumulated amortization Impairment	\$0	\$0
Intangible Assets, Net	\$122,500	\$0
Goodwill	\$112,620	\$0
Less: impairment	\$0	\$0
Goodwill, Net	\$112,620	\$0

NOTE 5- CONVERTIBLE PROMISSORY NOTES

On October 31, 2009 the Company issued a Convertible promissory note to Pacific Park Investments (the Lender) in return for checks and invoices paid totaling \$299,940.00. The note was to be paid in full on by October 3, 2010 and due to the short-term nature of the note it carries a zero interest rate. The holders may at its election convert all or part of this note into shares of the Company's common stock at a fixed predetermined discounted conversion rate determined at the commitment date. The notes have matured during the year and are considered in default by the Lender. On June 16th, 2013, Pacific Park Investments (the Lender), assigned one half of the convertible note to Eastlight Enterprises, Inc. and one half of the note to Globe Idol Capital, Inc. On July 1, 2013 Eastlight Enterprises, Inc. was issued a new convertible promissory note by the company for \$17,500 in exchange for a \$17,500 cash loan. Globe Idol Capital, Inc. was also issued a convertible promissory note in the same amount for an identical cash loan, and both notes hold a conversion price of .0001 due to the high amount of risk and lack of a public market that existed at the time the note was issued.

NOTE 6- LOAN PAYABLE TO SHAREHOLDERS

As of December 31, 2013 there were no loans payable to shareholders outstanding.

NOTE 7- GOING CONCERN

The Company has begun to show a net profit, and as of December 31, 2013, the Company had a working capital balance of \$13,385.99 and zero receivables. These factors raise substantial doubt about the Company's ability to continue as a going concern.

At the end of the full fiscal year ending March 31, 2008 management has discontinued all of its Soltron energy enhancement product operations, and acquired a new Healthcare billing technology subsidiary, Medcarecollect. Which has

limited operations at this time. Management believes that the Company's capital requirements will depend on many factors including new sales initiatives in its active consulting subsidiary and possible new business combinations. Management also believes the Company needs to raise additional capital for working capital purposes. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

NOTE 10- COMMITMENTS AND CONTINGENCIES

Commitments:

The Company has leased office space under non-cancelable operating leases that expires June 30, 2014. The cost of the lease is small at present costing \$300.00 USD.

Contingencies:

None.

NOTE 11 - DISCONTINUED OPERATIONS

During the fourth quarter of fiscal year ended March 31, 2008 the company was forced to shut down its Soltron sales initiative due to depressed economic conditions and decreased cash flow from the lower overall activity forcing the Company to being unable to cover its fixed operating cost. The net expense of this process was recorded as discontinued operations during that fiscal year. Additionally core assets of these locations recorded in these statements as Fixed assets, Intangible assets, and Goodwill have all been deemed as impaired and the value of these assets have been written down to zero as of March 31, 2008. The Company does not expect these assets valuations to change. MedcareCollect, purchased during the past fiscal year ending March 31, 2013, while not having any income until September of 2013, has never been considered to be discontinued, has always had assets other than cash, and management is continuing to seek ways to expand the business.

NOTE 12- INCOME TAXES

During the past Twelve months ended March 31, 2013, the Company has a growing operating loss carry forwards for federal income tax purposes, and the Company is in the process of preparing tax returns.

END OF NOTES TO FINANCIAL STATEMENTS SEPTEMBER 30, 2013 AND SEPTEMBER 30, 2012

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

- A. SolPower, Corp. offers unique software solutions for several industries including healthcare, law Enforcement, and mobile games, addressing problems with particular industries and taking advantage of the explosion of mobile games. The company operates out of central offices in Pompano Beach Florida, from which it services it's clients.
- B. The company was originally incorporated in 1996
- C. The company's SIC code is listed as 7372, Pre-packaged software,
- D. SolPower, Corp.'s fiscal year ends on march 31st.
- E. The company's primary product is a software System called MedCare Collect. Medcare Collect utilizes the newest technology in electronic banking and transaction submission allowing healthcare professionals to accept clients who may not have adequate health insurance with an almost negligible risk of the patient defaulting. This is possible because of the dual approach of utilizing authorization to submit pre-authorized electronic ACH or debit transactions that are reported to the banking industry CHEX system, and a proprietary system dubbed Flex-Pay Payment Scheduling that allows patients to avoid default by altering the payment schedule within parameters set both by the healthcare professional and the system itself using a point system for on time payments. MedCare Collect is revolutionizing medical billing by allowing doctors to take on patients they would otherwise have to turn away, while adding much needed revenue to their bottom line. There is no system like Medcare Collect because

unlike the only competing systems there are NO credit checks required for the patient, therefor anyone can benefit from MedCare Collect as long as you have a bank account.

7) Describe the Issuer's Facilities

A. The company Leases office space in Pompano Beach Florida, on a month-to-month bases for \$300.00 per month.

8) Officers, Directors, and Control Persons

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

Charles Nienstedt, CEO/President

B. Legal/Disciplinary History.

1. None of the forgoing persons have, in the past five years been the subject of a conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);
2. None of the forgoing persons have, in the past five years been the subject of 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;
3. None of the forgoing persons have, in the past five years been the subject of 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
4. None of the forgoing persons have, in the past five years been the subject of 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.

C. Beneficial Shareholders.

Charles Nienstedt – 51% ownership via one share of Preferred Series B Securities.
2637 E Atlantic Blvd - Pompano Beach, FL 33062

9) Third Party Providers

Transfer Agent

Name: Signature Stock Transfer, Inc.

Address 1: 2632 Coachlight Court

Address 2: Plano

Address 3: TX 75093

Phone: 972-612-4120

10) Issuer Certification

I, Charles Nienstedt certify that:

1. I have reviewed this Quarterly Disclosure Statement for the period ending December 31, 2013 of SolPower, Corp. Symbol: SOCR;
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.

February 13, 2014 [Date]

/S/ Charles Nienstedt [CEO's Signature]

/S/ Charles Nienstedt [CFO's Signature]