AppSwarm, INC.

CONSOLIDATED FINANCIALS (UNAUDITED)

FOR THE THREE MONTHS ENDED March 31, 2016

Index

AppSwarm, Inc.
Consolidated Balance Sheets

	(Unaudited) March 31, 2016	December 31, 2015
ASSETS		
Current Assets		
Cash	1,482	1,159
Accounts receivable	-	-
Inventory	-	-
Other current Assets	-	-
Total Current Assets		1,159
Deposits	-	-
Intangible Assets	-	-
Total Assets	1,482	1,159
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current Liabilities		
Accounts payable	10,675	11,005
Other current liabilities	66,365	48,812
Derivative liabilities	17,410	-
Convertible promissory notes, net of debt disc	192,219	190,981
Notes Payable	558,827	560,827
Loans from shareholder	10,699	10,699
Total Current Liabilities	856,195	822,324
Total Liabilities	856,195	822,324
STOCKHOLDERS' DEFICIT		
Preferred stock, $0.001 par value, 10,000,000 shares authorized: Issued 161,100 at March 31, 2016 and December 31, 2015	161,100	161,100
Common Stock, $0.001 par value, 800,000,000 shares authorized: Issued and outstanding 105,585,5811 at March 31, 2016 and December 31, 2015	107,585	105,585
Additional paid in capital	(1,291,673)	(1,338,518)
Accumulated profit (deficit)	168,275	250,668
Total Stockholders' Deficit	(854,713)	(821,164)
Total Liabilities and Stockholders' Deficit	1,482	1,159

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

AppSwarm, Inc.
Consolidated Statements of Operations
(Unaudited)

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Revenues	$ -	$ -
Cost of Sales	-	-
Gross Income	-	-
Operating Expenses		
Selling, general and administrative	$ 16,847	$ -
Total Operating Expenses	16,847	-
Income or (loss from operations	(16,847)	-
Other income (loss)		
Interest expense	$ (12,791)	$ -
Derivative expense	(18,028)	-
Gain on derivative revaluation	618	-
Total other income (loss)	(30,201)	-
Income (loss before income tax	(47,048)	-
Provision for income tax	-	-
Net income (loss)	(47,048)	-
Income (loss) per common share – Basic and Diluted	$ (.000)	$ -
Weighted average shares – Basic and Diluted	107,.585,581	-

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

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

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Operating Activities		
Net income (loss) for the period	(47,048)	-
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on derivatives	17,410	-
Amortization of debt disc	1,238	-
Changes in operating assets and liabilities:		
Decrease (increase) in other assets	-	-
Increase (decrease) in accounts payable	(330)	-
Increase (decrease) other current liabilities	17,553	-
		-
Net Cash Provided By (Used In) Operating Activities	(11,177)	-
Investing Activities		
	-	-
Net Cash Provided By Investing Activities	-	-
Financing Activities		
Proceeds from convertible debt	11,500	-
Net Cash provided by financing activities	11,500	-
Net increase (decrease) in cash	323	-
Cash - Beginning of Period	1,159	-
Cash - End of Period	1,482	-
Non-Cash Investing and Financing Activities:		
Common stock issued for services	-	-
Due to related party for contingently convertible debt	-	-
Supplemental Disclosures:		
Interest paid	-	-
Income taxes paid	–	–
Debt discount due to derivative liabilities	11,500	-

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

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

NOTE 1 – ORGANIZATION AND GOING CONCERN

Organization

AppSwarm, Inc. (formerly San West, Inc.) ("AppSwarm", the "Company", "us", "we", or "our") is a Nevada Corporation, established in July 12, 2012. The Company operated www.joyridemotors.com which was owned by another party. The Company no longer operates joyridemotors.com.

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

Prior to the Reverse Split, the Company had 477,624,086 common shares outstanding or approximately 160,581 common shares on a post Reverse Split basis. The post Reverse Split net shares issued pursuant to the Merger totaled 105,560,581 common shares, including 83,500,000 common shares to the shareholders of AppSwarm, Inc. and 21,900,000 common shares issued pursuant to the conversion of debt at $0.002 and totaling $43,800. As a result, the shareholders of AppSwarm, Inc. held approximately 79.1% of the post Reverse Split and Merger shares issued and outstanding with total shares outstanding totaling 105,560,581.

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

Established in 2012, AppSwarm™ is an application incubation firm dedicated to acquiring applications for all forms of devices. AppSwarm offers complete, end-to-end services for mobile application development across all major platforms including Apple iPhone, RIM's BlackBerry, Google's Android, and Microsoft's Windows Mobile. AppSwarm has agreements in place with all of the major application stores and is able to assist with application development and act as a strategic partner to facilitate increased visibility thus allowing most small firms, young entrepreneurs and application developers the resources they otherwise would not have to market their applications effectively.

Going Concern

The Company has sustained operating losses since inception. As of March 31, 2016, the Company has an accumulated deficit of $60,854 and negative working capital of $1,251.106. The Company has and will continue to use capital to maintain operations and grow. These factors raise substantial doubt about the ability of the Company to continue as a going concern. In this regard, management is proposing to raise any necessary additional funds not provided by operations through loans or through additional sales of their common stock. There is no assurance that the Company will be successful in raising this additional capital or in achieving profitable operations.

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The unaudited financial statements of AppSwarm, Inc. as of March 31, 2016 and 2015 have been prepared in accordance with accounting principles generally accepted in the United States. In the opinion of management, all adjustments (consisting only of normal recurring adjustments) considered necessary for a fair presentation of the financial information have been included. The Company did not record an income tax provision during the periods presented due to net taxable losses.

Accounting estimates

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

Cash and cash equivalents

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

Accounts Receivable

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

Fixed Assets

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

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

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

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

Revenue

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

Our application revenue models are comprised of the following:

- Freemium and Free-to-Play - The freemium strategy (and more recently free-to-play model) have been proven to be very effective ways to monetize apps. By utilizing the freemium model, users can download our app for free, but they cannot access the full set of features without upgrading to the paid version.

- In-App Purchases - Offering in-app purchases (IAP) to monetize apps. We will combine with free or paid apps to generate increased revenue. The dominant business model in the mobile space is currently free apps with in-app purchases.

- Advertising - The app is completely free by using advertisements to generate revenue. Like in-app purchases, advertising is a monetization model that we will combine with freemium or free-to-play apps.

- Subscriptions - Subscription apps offer users access to a particular service or content for a weekly, monthly, or annual fee.

- Sponsorship (Incentivized Advertising) - This entails partnering with advertisers, who provide users with rewards for completing certain in-app actions. In this model, brands and agencies pay to be part of an incentive system. Our apps can earn money by taking a share of the revenue from redeemed rewards. This way, we can incorporate advertising into our app that actually enhances the app's ability to engage users.

- Product Placements

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

Advertising Costs

During the quarters ended March 31, 2016 and 2015, the Company did not incur any advertising expense.

Fair Value of Financial Instruments

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

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

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

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

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

Disclosures about fair value of financial instruments, requires disclosure of the fair value information, whether or not recognized in the balance sheet, where it is practicable to estimate that value. As of March 31, 2016, the carrying amounts reported in the condensed consolidated balance sheets for cash and cash equivalents, accounts receivable, accounts payable, accrued expenses, and other current assets and liabilities approximate fair value due to relatively short periods to maturity.

	Total	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
March 31, 2016				
Liabilities:				
Derivative liabilities	$ 17,410	$ -	$ -	$ 17,410

The derivative liabilities are measured at fair value using the Black Scholes Option Pricing Model including quoted market prices and estimated volatility factors based on historical prices for the Company's common stock and are classified within Level 3 of the valuation hierarchy.

The following table provides a summary of changes in fair value of the Company's Level 3 financial liabilities for the nine months ended September 30, 2015:

		Derivative Liabilities
Balance, December 31, 2015	$	0
Additions recognized as debt discounts		11,500
Additions recognized as loss on derivative liabilities		18,028
Resolution of derivative liabilities		(1,004)
Change in fair value		(852)
Balance, March 31, 2016	$	27,672

Income Taxes

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

Recent Accounting Pronouncements

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

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

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

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

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

NOTE 3 - LEGAL PROCEEDINGS

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

NOTE 4 – OTHER CURRENT ASSETS

None.

NOTE 5 – FIXED ASSETS

Furniture and equipment are depreciated on a straight line basis over their estimated useful life from 3 – 7 years. Fixed assets consisted of the following at March 31, 2016 and December 31, 2015: None.

NOTE 6 - INTANGIBLE ASSET

Reserved

NOTE 7 – ACCOUNTS PAYABLE AND OTHER CURRENT LIABILITIES

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

1) Trade payables $10,675
2) Accrued interest $56,365
3) Wages payable $10,000

NOTE 8 – PROMISSORY NOTES

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

Bailey - $48,000

On August 5, 2014, Christopher Bailey was issued a promissory note for $48,000 in settlement of all debts owed him by Appswarm, Inc. on or before July 27, 2014. The note bears no interest and is due on or before August 5, 2015. The note may be converted @ $.10 per share when Appswarm, Inc. becomes public or merges with a public company. The holder may not hold more than 4.99% of the outstanding common stock. The company issued 2,000,000 common shares on December 10, 2015 for $2,000.

Seacoast Advisors, Inc. - $190,481

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

During the three months ended March 31, 2016, the Company recognized $3,820 and of interest expense.

Notes Payable - $169,644

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

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

During the three months ended March 31, 2016, the Company repaid $NIL. The Company recognized $7,634 of interest expense.

Notes Payable - # Alberta Company

During the three months ended March 31, 2016. The Company received $11,500 bearing interest at 8%. These notes are convertible at 60% of the lowest market price on the date of conversion. These notes are due in one year.

		March 31, 2016		December 31, 2015
Convertible notes payable	$	202,481	$	190,981
Unamortized debt discounts		(10,262)		(0)
Total	$	192,219	$	190,981

NOTE 9 – CAPITAL STOCK

Preferred Stock

As of March 31, 2016, the Company has authorized 10,000,000 shares of preferred stock and 161,100 shares of non-cumulative Series A preferred stock issued and outstanding. The Series A preferred stock is convertible into shares of common stock at the option of the holder. The conversion price for each share of the Series A preferred stock is 85% of the 20-day trailing, lowest, closing bid price of the Company's common stock during such 20-day period prior to the date of conversion. Based on a conversion price of $0.77, the $161,100 of Series A preferred stock outstanding as of March 31, 2016 is convertible into 209,091 shares of common stock.

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

Common Stock

On September 29, 2015, the Company and AppSwarm, Inc. closed the Merger resulting in the 1 for 3,000 Reverse Split and issuance of 83,500,000 common shares. Due to reverse merger accounting, the 160,581 common shares outstanding prior to the merger were deemed issued on September 29, 2015 for the book value of San West, Inc.

On December 10, 2015, the Company issued 2,000,000 common shares for the settlement of $2,000 of debt.

2009 Long Term Equity Incentive Plan

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

2011 Non-Employee Consultants Retainer Stock Plan

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

NOTE 10 – MERGER

On July 31, 2015, the Company and AppSwarm, Inc. entered, and on September 29, 2015, closed, a Reorganization Agreement (the "Merger"). Pursuant to the terms of the Merger, San West, Inc. changed its corporate name to AppSwarm, Inc., completed a 1 for 3,000 reverse share split (the "**Reverse Split**") effected by the Board on August 4, 2015 and made effective by FINRA on September 25, 2015, and issued shares to the shareholders of AppSwarm, Inc. such that they acquired approximately 80% of the issued and outstanding common stock.

Prior to the Reverse Split, the Company had 477,624,086 common shares outstanding or approximately 160,581 common shares on a post Reverse Split basis. The post Reverse Split net shares issued pursuant to the Merger totaled 105,560,581 common shares, including 83,500,000 common shares to the shareholders of AppSwarm, Inc. and 21,900,000 common shares issued pursuant to the conversion of debt at $0.002 and totaling $43,800. As a result, the shareholders of AppSwarm, Inc. held approximately 79.1% of the post Reverse Split and Merger shares issued and outstanding with total shares outstanding totaling 105,560,581.

The terms and conditions of the Merger gave rise to reverse merger accounting whereby AppSwarm, Inc. was deemed the acquirer for accounting purposes. Consequently, the assets and liabilities and the historical operations of AppSwarm, Inc. prior to the Merger are reflected in the financial statements and have been recorded at the historical cost basis of AppSwarm, Inc. Our financial statements include the assets and liabilities of both the Company and AppSwarm, Inc. The Merger was accounted for under recapitalization accounting whereby the equity of AppSwarm is presented as the equity of the combined enterprise and the capital account of San West is adjusted to reflect the par value of the outstanding stock of the AppSwarm after giving effect to the number of shares issued in the Merger. Shares retained by the San West shareholders (160,581 common shares) are reflected as an issuance as of the reverse merger date (September 29, 2015) for the historical amount of the net liabilities of San West.

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

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

NOTE 11 – SUBSEQUENT EVENTS

Management has reviewed material events subsequent of the quarterly period ended March 31, 2016 and prior to the filing of financial statements in accordance with FASB ASC 855 “Subsequent Events”.

INFORMATION AND DISCLOSURE STATEMENT

DISCLOSURE STATEMENT

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

AppSwarm, Inc., formerly San West, Inc.

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

Item 2: The Principal Executive Office of the Issuer.

AppSwarm, Inc.
401 South Boston, Suite 500
Tulsa, OK 74105
Office: (800) 706-7656

Item 3. Security Information.

Security Symbol: SWRM
CUSIP Number – 03834T 10 2
Common Stock - $.001
Preferred Stock – $.001
Total common shares authorized 800,000,000 @ May14, 2016
Total common shares outstanding 107,585,581 @ May 14, 2016
Total preferred shares authorized 10,000,000 @ May 14, 2016
Total preferred shares outstanding 161,000@May 14, 2016

Transfer Agent

First American Stock Transfer
4747 N. 7th St.
Suite 170
Phoenix, AZ, 85014
602-485-1346
www.FirstAmericanStock.com
Office: 972-612-4120 Fax: 972-612-4122

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

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

On July 31, 2015, the Company and AppSwarm, Inc. entered, and on September 29, 2015, closed, a Reorganization Agreement (the "Merger"). Pursuant to the terms of the Merger, San West, Inc. changed its corporate name to AppSwarm, Inc., completed a 1 for 3,000 reverse share split (the "**Reverse Split**") effected by the Board on August 4, 2015 and made effective by FINRA on September 25, 2015, and issued shares to the shareholders of AppSwarm, Inc. such that they acquired approximately 80% of the issued and outstanding common stock. Prior to the Reverse Split, the Company had 477,624,086 common shares outstanding or approximately 160,581 common shares on a post Reverse Split basis. The post Reverse Split net shares issued pursuant to the Merger totaled 105,560,581 common shares, including 83,500,000 common shares to the shareholders of AppSwarm, Inc. and 21,900,000 common shares issued pursuant to the conversion of debt at $0.002 and totaling $43,800. As a result, the shareholders of AppSwarm, Inc. held approximately 79.1% of the post Reverse Split and Merger shares issued and outstanding with total shares outstanding totaling 105,560,581.

Post reverse split

(i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.
(ii) Total Issued & Outstanding – 105,560,581 common, 161,100 Series A Preferred.
(iii) Restricted Common Issued- 83,500,000 common.
(iv) Free Trading Common Issued-21,900,000-common

Item 4. Issuance History

Shareholder	Month/ Year	Offer Type	Jurisdiction	Shares offered and sold	Offering Price/price received	Current share status	Restrictive legend applied at issue
Common Stock							
San West shareholders	10/15	144	None	160,581	$ 0	Free	No
Debt Conv	10/15	144	None	21,900,000	$ 43,800	Free	No
Acquisition	11/15	4	None	83,500,000	$ 0	Restrict	Yes
Services	11/15	144	None	25,000	$ 37,500	Restrict	Yes
Debt Conv	12/15	144	None	2,000,000	$ 2,000	Free	No

Item 5. Financial Statements

Attached above.

Item 6. Describe the Issuer's Business, Products and Services.

A. A description of the issuer's business operations;

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

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

B. Date and State (or Jurisdiction) of Incorporation;

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

C. the issuer's primary and secondary SIC Codes;

Primary Code: 7371

Secondary Code : None

D. the issuers year end date;

December 31

E. principle products or services, and their markets;

App Swarm™ offers complete, end-to-end services for mobile application development across all major platforms including Apple iPhone, BlackBerry, Google Android, as well as Microsoft Windows Mobile. With our extensive experience in the mobile space we cannot just give you a technical hand but can be your strategic partner in leveraging this dynamic mobile world towards increased business efficiency and effectiveness.

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

Our Industry

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

An analysis from Gartner below shows similar growth:

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

Worldwide Device Shipments by Segment (Thousands of Units

- 50% of U.S. cellphone owners (42% of all U.S. adults) have apps on their devices.
- Mobile app downloads to increase to 25 billion by 2015, from only 2.6 billion in 2009.
- By 2016, more than 44 billion apps will have been downloaded.
  - Global population ~7 billion so 6 mobile app downloads for every man, woman and child.
- Average smartphone had 22 apps; feature phone 10 apps.

- Most popular apps: Facebook, Google Maps and The Weather Channel (TWC)
- Most popular categories: Games, news, maps, social networking and music

Source ~ CTIA, The Wireless Association®

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

Our Business Plan

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

We've developed a proprietary screening process we call "The Swarm." This selective screening process encompasses many stratum, and allows us to thoroughly review the novelty of each app idea we receive. While the exact technique we use to make our final selections is confidential, we believe the overall process represents a key benefit for AppSwarm and app developers alike.

While we'd love to incubate every concept presented, only the very best app ideas represent real growth potential. A number of different factors determine whether or not we feel comfortable pursuing the development of any one particular app.

www.app-swarm.com

7. Describe the Issuer's Facilities;

The Company leases its facilities at 401 South Boston, Suite 500, Tulsa, OK 74103 (800) 706-7656. This location is office suites facility where we have one office and access to conference rooms.

We are on a one year lease at $450 plus fees for utilization of supplies and equipment.

8. Officers, Directors, and Control Persons.

A. Names of Officers, Directors and Control Persons.

Name		**Position(s)**	**Position(s) Held Since**
Ron Brewer	66	Chief Executive Officer Chief Financial Officer, Principle Accounting Officer, Secretary and Chairman of the Board	2015

B. Legal/Disciplinary History.

None.

C. Beneficial Shareholders.

Thomas Cook 67,500,000 common shares

9. Third Party Providers

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

Certified Public Accountant:
This does not apply to the company

Public Relations Consultant.
This does not apply to the company.

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

This does not apply to the company.

Consulting Agreements.

On September 30, 2015 AppSwarm, Inc. A Nevada Corporation ("Client") entered into a written Services and Consultant Agreement with Cherokee Holdings LLC, a Wyoming LLC for the period which commenced September 30, 2015 and shall terminate on September 30, 2017 to facilitate corporate guidance, commercial marketing, Social Networking, Search Engine Optimization, Website design and maintenance, Graphic Design, Video Production services that include concept-to-creation media that is rooted in truly innovative, contemporary and target-focused media to fulfill any needs. From web commercials, to full scale production, Business

Solutions, Consumer Analysis, Market Data Research, Campaigns & Digital Promotion, Media Buying, Email & Newsletter Campaigns, Site Analysis & Planning, Event Coordination, Brand Management, Advertising, application development as well as other advisory services requested by the client. Prior to the commencement of the Services and for services already rendered, Consultant shall receive the following compensation from Client: Consultant shall be compensated 2,500,000 shares of its common stock. The initial stock payment shall be considered fully earned and payable upon countersigned execution of this contract. Further, Consultant shall receive the sum of two thousand dollars ($2,000.00) per month. Provided there are no breaches over the course of the agreement, consultant has fully earned $48,000 as of the execution date of this agreement.

CERTIFICATION

I, Ron Brewer, certify that:

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

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

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

Ron Brewer

Ron Brewer, President, CEO and Director

Dated: May 16, 2016