

**APPSWARM, INC**  
**FINANCIAL STATEMENTS (UNAUDITED)**  
**FOR THE THREE AND SIX MONTHS ENDED**  
**JUNE 30, 2017 AND 2016**

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**AppSwarm, Inc.**  
**Balance Sheets (Unaudited)**

	June 30, 2017	December 31, 2016
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	\$ 13,558	\$ 4,099
Accounts receivable	65,000	-
Other current assets	-	-
Total current assets	<u>78,558</u>	<u>4,099</u>
Fixed assets	-	-
Accumulated depreciation	-	-
Net fixed assets	<u>-</u>	<u>-</u>
Intangible asset	105,500	105,500
Total assets	<u><u>\$ 184,058</u></u>	<u><u>\$ 109,099</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	-	\$ 5,975
Other current liabilities	472	-
Derivative liabilities	-	-
Convertible promissory notes, net	194,350	171,300
Notes payable	169,644	169,644
Loans from shareholder	26,850	-
Total current liabilities	<u>391,316</u>	<u>346,919</u>
<b>STOCKHOLDERS' DEFICIT</b>		
Preferred stock, \$1.62 par value, 10,000,000 shares authorized; issued 161,100 at June 30, 2017 and December 31, 2016.	261,100	261,100
Common Stock, \$0.001 par value, 800,000,000 shares authorized: Issued and outstanding 55,014,851,000 at June 30, 2017 and 50,014,851 at December 31, 2016	121,148	113,014
Additional paid-in capital	(607,164)	(1,019,893)
Accumulated earnings	24,871	407,959
Total stockholders' deficit	<u>(200,045)</u>	<u>(237,820)</u>
Total liabilities and shareholder deficit	<u><u>\$ 184,058</u></u>	<u><u>\$ 109,099</u></u>

The accompanying notes are an integral part of these financial statements

	June 30,		June 30,	
	2017	2016	2017	2016
Revenue	\$ 42,500	\$ -	\$ 73,534	\$ -
<b>Operating Expenses</b>				
Selling, general and administrative	22,399	18,871	45,270	35,718
Total operating expenses	<u>22,399</u>	<u>18,871</u>	<u>45,270</u>	<u>35,718</u>
Income (Loss) From Operations	20,101	(18,871)	28,264	(35,718)
<b>Other income (loss)</b>				
Interest expense	-	(16,911)	(3,393)	(29,703)
Derivative expense	-	(51,332)	-	(69,360)
Gain (loss) on derivative revaluation	<u>-</u>	<u>(17,920)</u>	<u>-</u>	<u>(17,302)</u>
Total other income (loss)	-	(86,163)	(3,333)	(116,365)
Income (loss) before income tax	20,101	(66,062)		(88,101)
Provision for income taxes	-	-	-	-
Net earnings (loss)	<u>\$ 20,101</u>	<u>\$ (105,034)</u>	<u>\$ 24,871</u>	<u>\$ (152,083)</u>
Net income (loss) per share of common stock outstanding				
Basic	\$ 0.000	\$ -	\$ 0.000	\$ -
Weighted average common shares outstanding				
Basic and diluted	55,015,000	108,587,208	55,015,000	108,088,925

The accompanying notes are an integral part of these financial statements

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

	Six Months Ended June 30, 2017	Three Months Ended June 30, 2016
<b>Operating Activities</b>		
Net income (loss) for the period	\$24,871	\$ (152,082)
Adjustments to reconcile net loss to net cash used in operating activities:		
Loss on derivatives	-	86,662
Amortization of debt discount	-	6,010
Changes in operating assets and liabilities:		
Decrease (increase) in other assets	(65,000)	-
Increase (decrease) in accounts payable	-	3,670
Increase (decrease) other current liabilities	37,184	31,693
<b>Net Cash Provided By (Used In) Operating Activities</b>	<b>(2,945)</b>	<b>(24,048)</b>
<b>Investing Activities</b>		
Purchase Intangible assets	-	(5,500)
<b>Net Cash Provided (Used) By Investing Activities</b>	<b>-</b>	<b>(5,500)</b>
<b>Financing Activities</b>		
Proceeds from convertible notes	26,850	44,000
<b>Net Cash Flows Used In Financing Activities</b>	<b>19,637</b>	<b>44,000</b>
<b>Increase (Decrease) in Cash</b>	<b>10,689</b>	<b>14,452</b>
<b>Cash - Beginning of Period</b>	<b>2,869</b>	<b>1,159</b>
<b>Cash - End of Period</b>	<b>13,558</b>	<b>15,611</b>
<b>Non-Cash Investing and Financing Activities:</b>		
Common stock issued for services	7,500	-
Due to related party for contingently convertible debt	-	-
<b>Supplemental Disclosures</b>		
Interest paid	-	-
Income taxes paid	-	-
Debt discount due to derivative liabilities	-	44,000
Common stock issued for the conversion of debt	-	26,278

## APPSWARM, INC.

### NOTES TO FINANCIAL STATEMENTS (UNAUDITED) FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2016 AND 2015

#### NOTE 1 – ORGNIZATION AND GOING CONCERN

#### 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](http://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 June 30, 2017, the Company has an accumulated deficit of \$200,045 and working capital of \$13,558. The Company has and will continue to use capital to maintain operations and grow. Additionally The Company has created initial

revenue from their business platform. These factors raise concern 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. Further they expect revenues to increase quarterly in 2017. 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 June 30, 2017 and 2016 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 June 30, 2017 and 2016, 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 1 measurements) 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 June 30, 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.

		<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>
	<b>Total</b>			
June 30, 2017				
Liabilities:				
Derivative liabilities	\$ -	\$ -	\$ -	\$ -

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 six months ended June 30, 2016:

	<b>Derivative Liabilities</b>
Balance, December 31, 2016	\$ 0
Additions recognized as debt discounts	-
Additions recognized as loss on derivative liabilities	-
Resolution of derivative liabilities	-
Change in fair value	-
Balance, June 30, 2017	\$

## 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**

None

### **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 June 30, 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 June 30, 2017 and December 31, 2016 consisted of the following:

- 1) Trade payables \$0 and \$11,005
- 2) Accrued interest \$3,393 and \$68,504
- 3) Wages payable \$0 and \$12,400

### **NOTE 8 – PROMISSORY NOTES**

As of June 30, 2017, 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. In June 2016 The Company issued 2,778,279 common shares in settlement of \$2,778.79 of debt

Cooley - \$50,950

On 1/30/2017, 2/17/2017, 2/27/2017, 3/01/2017, 3/06/2017, 3/20/201 and 3/24/2017 Clay Cooley loaned the company various amounts of money with the aggregate being \$24,100.00. On 4/11/2017, 4/25/2017, 5/01/2017, 5/08/2017, 5/15/2017, 5/05/2017, 6/06/2017, 6/07/2017 and 06/30/2017 Clay Cooley loaned the company various amounts of money with the aggregate being \$26,850.00. The terms of the promissory notes are as follows: An annual interest rate of 8% on the unpaid balance pursuant to the following terms:

- **Principal and Interest Payments.**

- All principal and accrued interest shall be due and payable no later than twelve months from the date of this Note, in shares or cash at the discretion of the Company.

- **Conversion.**

(a) Notwithstanding the above, when and if the company becomes public and when available, in no event shall the Lender (or its Assignee(s)) be entitled to convert any portion of this Note debt in excess of that portion of this debt upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by the Lender and its affiliates and (2) the number of shares of Common Stock issuable upon the conversion of the portion of this debt with respect to which the determination of this provision is being made, would result in beneficial ownership by the Lender and its affiliates of more than 5% of the outstanding shares of Common Stock. For purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13 (d) of the Securities Exchange Act of 1934, as amended, and Regulations 130-G thereunder. The conversion price shall be a 40% reduction of the stock's lowest trading price on the day of conversion.

**Cherokee Holdings LLC. - \$114,850**

During the years ended December 31, 2014 thru December 31, 2016, Cherokee Holdings LLC accrued consulting fees totaling with total fees and interest totaling \$114,80.

During the six months ended June 30, 2017, the Company recognized \$3,393 and of interest expense.

In June 2016, the Company issued 2,600,000 common shares for the payment of \$23,500 of debt.

- **Principal and Interest Payments.**

- All principal and accrued interest shall be due and payable no later than twelve months from the date of this Note, in shares or cash at the discretion of the Company.

- **Conversion.**

(a) Notwithstanding the above, when and if the company becomes public and when available, in no event shall the Lender (or its Assignee(s)) be entitled to convert any portion of this Note debt in excess of that portion of this debt upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by the Lender and its affiliates and (2) the number of shares of Common Stock issuable upon the conversion of the portion of this debt with respect to which the determination of this provision is being made, would result in beneficial ownership by the Lender and its affiliates of more than 5% of the outstanding shares of Common Stock. For purposes of the provision to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13 (d) of the Securities Exchange Act of 1934, as amended, and Regulations 130-G thereunder. The conversion price shall be a 40% reduction of the stock's lowest trading price on the day of conversion.

**Black Forest Capital, LLC. - \$105,000**

**FOR VALUE RECEIVED, APPSWARM, INC.**, a Nevada corporation (hereinafter called the "Borrower"), hereby promises to pay to the order of **BLACK FOREST CAPITAL, LLC**, a Wyoming limited liability company, or registered assigns (the "Holder") the principal sum of up to \$105,000.00 (the "Principal Amount"), together with interest at the rate of eight percent (8%) per annum, at maturity or upon acceleration or otherwise, as set forth herein (the "Note"). The maturity date shall be twelve (12) months from the Issue Date (the "Maturity

Date”), and is the date upon which the principal sum, as well as any accrued and unpaid interest and other fees, shall be due and payable. This Note may not be prepaid in whole or in part except as otherwise explicitly set forth herein. Any amount of principal or interest on this Note, which is not paid by the Maturity Date, shall bear interest at the rate of twenty two percent (22%) per annum from the due date thereof until the same is paid (“Default Interest”). Interest shall commence accruing on the date that the Note is fully paid and shall be computed on the basis of a 365-day year and the actual number of days elapsed. All payments due hereunder (to the extent not converted into common stock (the “Common Stock”) in accordance with the terms hereof) shall be made in lawful money of the United States of America. All payments shall be made at such address as the Holder shall hereafter give to the Borrower by written notice made in accordance with the provisions of this Note. Whenever any amount expressed to be due by the terms of this Note is due on any day which is not a business day, the same shall instead be due on the next succeeding day which is a business day and, in the case of any interest payment date which is not the date on which this Note is paid in full, the extension of the due date thereof shall not be taken into account for purposes of determining the amount of interest due on such date. As used in this Note, the term “business day” shall mean any day other than a Saturday, Sunday or a day on which commercial banks in the city of New York, New York are authorized or required by law or executive order to remain closed.

This Note is free from all taxes, liens, claims and encumbrances with respect to the issue thereof and shall not be subject to preemptive rights or other similar rights of shareholders of the Borrower and will not impose personal liability upon the holder thereof.

The following additional terms shall apply to this Note:

## ARTICLE I. CONVERSION RIGHTS

1.1 Conversion Right. The Holder shall have the right at any time to convert all or any part of the outstanding and unpaid principal amount and accrued and unpaid interest of this Note into fully paid and non-assessable shares of Common Stock, as such Common Stock exists on the Issue Date, or any shares of capital stock or other securities of the Borrower into which such Common Stock shall hereafter be changed or reclassified at the conversion price (the “Conversion Price”) determined as provided herein (a “Conversion”); provided, however, that in no event shall the Holder be entitled to convert any portion of this Note in excess of that portion of this Note upon conversion of which the sum of (1) the number of shares of Common Stock beneficially owned by the Holder and its affiliates (other than shares of Common Stock which may be deemed beneficially owned through the ownership of the unconverted portion of the Notes or the unexercised or unconverted portion of any other security of the Borrower subject to a limitation on conversion or exercise analogous to the limitations contained herein) and (2) the number of shares of Common Stock issuable upon the conversion of the portion of this Note with respect to which the determination of this proviso is being made, would result in beneficial ownership by the Holder and its affiliates of more than 4.99% of the outstanding shares of Common Stock. For purposes of the proviso to the immediately preceding sentence, beneficial ownership shall be determined in accordance with Section 13(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Regulations 13D-G thereunder, except as otherwise provided in clause (1) of such proviso, provided, further, however, that the limitations on conversion may be waived by the Holder (up to a maximum of 9.99%) upon, at the election of the Holder, not less than 61 days’ prior notice to the Borrower, and the provisions of the conversion limitation shall continue to apply until such 61st day (or such

later date, as determined by the Holder, as may be specified in such notice of waiver). The number of shares of Common Stock to be issued upon each conversion of this Note shall be determined by dividing the Conversion Amount (as defined below) by the applicable Conversion Price then in effect on the date specified in the notice of conversion, in the form attached hereto as Exhibit A (the "Notice of Conversion"), delivered to the Borrower by the Holder in accordance with Section 1.4 below; provided that the Notice of Conversion is submitted by facsimile or e-mail (or by other means resulting in, or reasonably expected to result in, notice) to the Borrower before 6:00 p.m., New York, New York time on such conversion date (the "Conversion Date"). The term "Conversion Amount" means, with respect to any conversion of this Note, the sum of (1) the principal amount of this Note to be converted in such conversion plus (2) at the Holder's option, accrued and unpaid interest, if any, on such principal amount at the interest rates provided in this Note to the Conversion Date, plus (3) at the Holder's option, Default Interest, if any, on the amounts referred to in the immediately preceding clauses (1) and/or (2) plus (4) at the Holder's option, any amounts owed to the Holder pursuant to Sections 1.3 and 1.4(g) hereof.

## 1.2 Conversion Price.

(a) Calculation of Conversion Price. The Conversion Price shall be equal to the Variable Conversion Price (subject, in each case, to equitable adjustments for stock splits, stock dividends or rights offerings by the Borrower relating to the Borrower's securities or the securities of any subsidiary of the Borrower, combinations, recapitalization, reclassifications, extraordinary distributions and similar events)(also subject to adjustment as further described herein). The "Variable Conversion Price" shall mean 75% multiplied by the Market Price (as defined herein) (representing a discount rate of 25%). "Market Price" means the lowest one (1) Trading Prices (as defined below) for the Common Stock during the twenty (20) Trading Day period ending on the last complete Trading Day prior to the Conversion Date. "Trading Prices" means, for any security as of any date, the lowest traded price on the Over-the-Counter Pink Marketplace, OTCQB, or applicable trading market (the "OTCQB") as reported by a reliable reporting service ("Reporting Service") designated by the Holder (i.e. Bloomberg) or, if the OTCQB is not the principal trading market for such security, on the principal securities exchange or trading market where such security is listed or traded or, if the lowest intraday trading price of such security is not available in any of the foregoing manners, the lowest intraday price of any market makers for such security that are quoted on the OTC Markets. If the Trading Prices cannot be calculated for such security on such date in the manner provided above, the Trading Prices shall be the fair market value as mutually determined by the Borrower and the holders of a majority in interest of the Notes being converted for which the calculation of the Trading Prices are required in order to determine the Conversion Price of such Notes. "Trading Day" shall mean any day on which the Common Stock is tradable for any period on the OTCQB, or on the principal securities exchange or other securities market on which the Common Stock is then being traded.

### 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 six months ended June 30, 2017, the Company repaid \$10,179.

#### Notes Payable - # Alberta Company

During the six months ended June 30, 2017. The Company received \$31,500 bearing interest at 8%. These notes are convertible at 60% of the lowest market price on the date of conversion. The Company recognized \$1,142 of interest expense.

	<u>June 30, 2017</u>	<u>December 31, 2016</u>
Convertible notes payable	\$ 194,354	171,300
Unamortized debt discounts		(0)
Total	\$ 194,354	\$ 171,300

### **NOTE 9 – CAPITAL STOCK**

#### Preferred Stock

As of June 30, 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 \$1.73, the \$161,100 of Series A preferred stock outstanding as of June 30, 2017 is convertible into 109,591 shares of common stock.

No preferred stock related transactions occurred during quarters ended June 30, 2017 and June 30, 2016.

#### 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.

In June 2016, the Company issued 5,378,279 for the conversion of debt from two parties. The total value of the debt was \$26,278.

#### **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 June 30, 2016 and prior to the filing of financial statements in accordance with FASB ASC 855 “Subsequent Events”.

On July 22, 2016, the Company issued 50,000 of common stock for the purchase of an application with a value of \$89,500.

In August 2016, the consulting contract with Cherokee Holdings LLC was terminated with all money accrued earned to date.

## **INFORMATION AND DISCLOSURE STATEMENT**

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

AppSwarm, Inc.

### **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 @ August 20, 2017  
Total common shares outstanding 55,014,851 @ August 20, 2017  
Total preferred shares authorized 10,000,000 @ August 20, 2017  
Total preferred shares outstanding 161,000 @ August 20, 2017

#### **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
Debt Conv	6/16	144	None	5,378,279	\$ 26,278	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 issuer's 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 than 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 stratus, 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](http://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.

<u>Name</u>	<u>Position(s)</u>	<u>Position(s) Held Since</u>
Ron Brewer	67 Chief Executive Officer Chief Financial Officer, Principle Accounting Officer, Secretary and Chairman of the Board	2015
John Rabbitt	71 Chief Financial Officer, Secretary, and Board Director	2016

##### B. Legal/Disciplinary History.

None.

C. Beneficial Shareholders.

Ron Brewer 5,000,000 common shares

9. Third Party Providers

Counsel:

Petitti Law  
118 West Streetsboro Road, Suite 317  
Hudson, Ohio 44236

Certified Public Accountant:

Keens Accounting Service  
8703 East 21<sup>st</sup> Street  
Tulsa, Oklahoma 74129

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.

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.



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Ron Brewer, President, CEO and Director

Dated: August 20, 2017

## **INFORMATION AND DISCLOSURE STATEMENT**

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

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

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

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

**Item 2: The Principal Executive Office of the Issuer.**

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

Office: (888) 886-8583

**Item 3. The State and Date of Incorporation.**

AppSwarm, Corp. is a Wyoming Corporation, originally established on July 17, 2001.

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

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

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

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

Item 6. The Number of Shares Outstanding.

A. Fiscal year ending Dec. 31, 2016:

- (i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.
- (ii) Total Issued & Outstanding –50,014,851 common, 161,100 Series A Preferred.
- (iii) Restricted Common Issued-18,081,251 common.
- (iv) Free Trading Common Issued 31,933,600 common
- (v) Shareholders - 311 common shareholders.

B. Quarter ending June 30, 2017:

- (i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.
- (ii) Total Issued & Outstanding – 55,014,851 common, 161,100 Series A Preferred.
- (iii) Restricted Common Issued- 18,081,251 common.
- (iv) Free Trading Common Issued- 36,933,600-common.
- (v) Shareholders - 311 common shareholders.

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

Prior to the Reverse Split, the Company had 477,624,086 common shares outstanding or approximately 159,208 common shares on a post Reverse Split basis. The post Reverse Split net shares issued pursuant to the Merger totaled 105,426,373 common shares, including 83,526,373 common shares to the shareholders of AppSwarm, Inc. and

21,900,000 common shares issued pursuant to the conversion of debt at \$0.002 and totaling \$43,800. As a result, the shareholders of AppSwarm, Inc. held approximately 79.1% of the post Reverse Split and Merger shares issued and outstanding with total shares outstanding totaling 105,585,581.

Post reverse split:

- (i) Authorized – 800,000,000 common at no par value, 10,000,000 Series A Preferred at no par value.
- (ii) Total Issued & Outstanding – 105,585,581 common, 161,100 Series A Preferred.
- (iii) Restricted Common Issued- 83,525,000 common.
- (iv) Free Trading Common Issued-21,900,000-common.
- (v) Shareholders - 322 common shareholders.

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

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

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

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

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

A. Business Development:

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



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

1. The form of organization of the issuer,

The Issuer is a Wyoming Corporation.

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

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

3. Issuer's fiscal year end date:

The fiscal year end date is December 31.

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

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

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

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

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

No.

7. Has the Issuer had a change of control?

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

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

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

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

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

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

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

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

- Capital Change - shares decreased by 1 for 80 split Pay date=03/04/2009.
- Capital Change - shares increased by 5 for 1 split. Ex-date=11/03/2009. Rec date=10/28/2009. Pay date=11/02/2009.
- Capital Change - shares decreased by 1 for 3000 split Pay date=09/25/2015.

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

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

11. Are there any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations. State the names of the principal parties, the nature and current status of the matters, and the amounts involved: NONE

(B) Business of Issuer.

**AppSwarm™** 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:

<b>Device Type</b>	<b>2013</b>	<b>2014</b>	<b>2015</b>
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 than 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 stratoms, 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](http://www.app-swarm.com)

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

The Primary SIC Code for me company is 7371.

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

The company is currently conducting operations.

3. State the names of any parent, subsidiary, or affiliate of the issuer, and describe its business purpose, its method of operation, its ownership, and whether it is included in

the financial statements attached to this disclosure document;

None.

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

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

5. Dependence on one or a few major customers;

The Company is not dependent on a few major customers.

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

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

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

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

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

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

The Company leases its facilities at  
401 South Boston, Suite 500  
Tulsa, OK 74103 (888) 886-8583.

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

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

A. Executive Officers:

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

<u>Name</u>	<u>Position(s)</u>	<u>Position(s) Held Since</u>
Ron Brewer 67	Chief Executive Officer Chief Secretary and Chairman of the Board	2015
John Rabbit 71	Chief Financial Officer and Board Director	2016

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

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

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

Southbridge is a boutique management firm with a primary focus in management services and merger & acquisition representation. Ron has experience in a broad

spectrum of business disciplines in both public and private sectors; they include: technology driven products, manufacturing & distribution, health services, energy, environmental, real estate, marketing and non-profit entities.

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

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

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

Mr. Brewer has experience within multiple technology development fields that recently include; launching of leading edge virtual payment processing, introduction of proprietary medical science services, and business reorganization of a niche energy industry information provider.

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

Ron Brewer, CEO	5,000,000 shares of common stock
-----------------	----------------------------------

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

(2) Beneficial ownership is determined in accordance with the rules of the SEC. For purposes of calculating the percentage beneficially owned, the number of shares of our



common stock deemed outstanding is 55,014,851 as of March 31, 2017 and 182,000 shares of common stock that would result from the conversion of preferred stock.

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

☐

The operation of which may at a subsequent date result in a change in control of AppSwarm; or

☐

With respect to the election of directors or other matters.

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

The most recent financial statements for year ending Dec. 31, 2016 and the period ended June 30, 2017 are in the body of this document.

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

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

The financial statements of the company for the fiscal year ending 2015 and 2016 are attached as part of the Dec. 31, 2015 and Dec. 31, 2016 financials on the OTC Markets website.

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

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

None.

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

None.

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

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

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

The company currently has 3 full time employees.

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

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

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

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

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

Other than the leased location of the operating facilities, the company does not intend to invest in these types of investments.

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

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

Item 14: The nature of products or services offered.

In responding to this item, please describe the following:

1. Principal products or services, and their markets; Products  
All related services

Established in 2012, AppSwarm™ is an application incubation firm dedicated to acquiring applications for all forms of devices. AppSwarm offers complete, end-to-end services for mobile application development across all major platforms including Apple iPhone, RIM's BlackBerry, Google's Android, and Microsoft's Windows Mobile. AppSwarm has agreements in place with all of the major application stores and is able to assist with application development and act as a strategic partner to facilitate increased

visibility thus allowing most small firms, young entrepreneurs and application developers the resources they otherwise would not have to market their applications effectively.

Raw Material Availability

Not Applicable

Marketing

- Freemium and Free-to-Play - The freemium strategy (and more recently free-to-play model) have been proven to be very effective ways to monetize apps. By utilizing the freemium model, users can download our app for free, but they cannot access the full set of features without upgrading to the paid version.
- In-App Purchases - Offering in-app purchases (IAP) to monetize apps. We will combine with free or paid apps to generate increased revenue. The dominant business model in the mobile space is currently free apps with in-app purchases.
- Advertising - The app is completely free by using advertisements to generate revenue. Like in-app purchases, advertising is a monetization model that we will combine with freemium or free-to-play apps.
- Subscriptions - Subscription apps offer users access to a particular service or content for a weekly, monthly, or annual fee.
- Sponsorship (Incentivized Advertising) - This entails partnering with advertisers, who provide users with rewards for completing certain in-app actions. In this model, brands and agencies pay to be part of an incentive system. Our apps can earn money by taking a share of the revenue from redeemed rewards. This way, we can incorporate advertising into our app that actually enhances the app's ability to engage users.
- Product Placements
- SAS Technology Licensing - The licensing of our technology to other developers and companies.

2. Distribution methods of the products or services;

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

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

None

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

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

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

Our methods of competition will be:

- Freemium and Free-to-Play - The freemium strategy (and more recently free-to-play model) have been proven to be very effective ways to monetize apps. By utilizing the freemium model, users can download our app for free, but they cannot access the full set of features without upgrading to the paid version.
- In-App Purchases - Offering in-app purchases (IAP) to monetize apps. We will combine with free or paid apps to generate increased revenue. The dominant business model in the mobile space is currently free apps with in-app purchases.
- 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.

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

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

None.

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

None.

3. A finding or judgment by a court of competent jurisdiction {in a civil action), the SBC, the CFTC, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated

None.

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

None.

Please describe any affiliations or relationships between the former Officers and Directors of the company and the current Officers and Directors of the company.

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

**B. Directors:**

The list is as set forth above.

**C. General Partners:**

This does not apply to the company.

**D. Promoters:**

This does not apply to the company.

E. Control Persons:

NONE

F. Counsel:

Petitti Law  
118 West Streetsboro Road, Suite 317  
Hudson, Ohio 44236

G. Outside Accountant:

Keens Accounting Service  
8703 East 21<sup>st</sup> Street  
Tulsa, Oklahoma 74129

H. Public Relations Consultant.

This does not apply to the company.

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

This does not apply to the company.

J. Investment Bankers:

This does not apply to the company.

Item 16. Management Discussion and Analysis

**Liquidity and Capital Resources**

The Company has limited financial resources available, which has had an adverse impact on the Company's liquidity, activities and operations. These limitations have adversely affected the Company's ability to obtain certain projects and pursue additional business. There is no assurance that the Company will be able to raise sufficient funding to enhance the Company's financial resources sufficiently to generate volume for the Company, or to engage in any significant research and development, or purchase plant or significant equipment.

Item 17. Material Contracts.

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

Item 18. Securities Offerings in the Last Two years.

None.

Item. 19. Articles and Bylaws

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

Item 20. Purchases of Equity Securities.

None.

## CERTIFICATION

I, Ron Brewer, certify that:

1. I have reviewed this annual disclosure statement of AppSwarm, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: August 20, 2017



\_\_\_\_\_  
Ron Brewer, President, CEO and Director

### Exhibit "B"

Common stock shareholders that own more than 10% of the outstanding common stock.

The following table sets forth the ownership for each class of equity securities of the Issuer owned beneficially and of record by all directors and officers of the Issuer as of March 31, 2017.

<u>Name and Address of Beneficial Owner (1)</u>	<u>Common Stock Beneficially Owned (1)</u>	
	<u>Number</u>	<u>Percent</u>
NONE – PREVIOUS THOMAS COOK SHARES WERE RETIRED ON OCTOBER 28, 2016	_____	_____
	_____	_____

(1)

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



(2)

Beneficial ownership is determined in accordance with the rules of the SEC. For purposes of calculating the percentage beneficially owned, the number of shares of our common stock deemed outstanding is 55,014,851 as of March 31, 2017.