OTC MARKETS GROUP
COREwafer Industries, Inc.
(*Formerly Action Products International, Inc.)*
(A Nevada Company)

QUARTERLY REPORT
As of March 31, 2015

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

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

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

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

Date: May 22, 2015

COREWAFER INDUSTRIES, INC.

By: /s/ Mr. Cyril Moreau

Name: Mr. Cyril Moreau
Position: CEO / President
Phone: (866) 793-1110
E-mail: cyril.moreau@corewaferindustries.com
Web-Page: www.corewaferindustries.com

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

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

2. Address of the issuer's principal executive offices:

The principal executive offices are located at:

<u>Company Headquarters</u>

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

<u>IR Contact</u>

Mr. Cyril Moreau
P. O. Box 222677
Hollywood, FL 33022
Phone: (866) 793-1110

3. Security Information:

Trading Symbol: WAFR

CUSIP: 21871B107

Par Value: $.00001

<u>Transfer Agent</u>
VStock Transfer, LLC
18 Lafayette Place
Woodmere, NY 11598

Phone: 212-828-8436

<u>The transfer agent is registered under the Exchange Act.</u>

Title and class of securities outstanding:	12/31/2014	03/31/2015
Number of Shares Authorized – Common	8,964,324,990	8,964,324,990
Number of Preferred Shares Authorized –	35,675,010	35,675,010
Number of Shares Outstanding – Common	8,545,207,089	8,545,207,089
Number of Shares Outstanding – Pref. Ser. A	175,000	175,000
Number of Shares Outstanding – Pref. Ser. B	11,903,254	11,903,254
Number of Shares Outstanding – Pref. Ser. D	3,001	3,001
Freely Tradable Shares – Common	3,010,933,956	3,010,933,956
Total Number of Beneficial Shareholders	2	2
Total Number of Shareholders of Record	155	155

Certain common shares have been issued with restrictive legend.

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

4. Issuance History:

On August 20, 2013, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of New York.

On December 31, 2013, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of New York.

On January 7, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware.

On January 16, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware.

On January 29, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware.

On February 14, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware.

On March 4, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware.

The total number of shares sold was 681,400,000. The shares were offed at a discount off market and the total proceeds paid to the issuer/company was $193,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Common shares issued in private placement under Rule 504:

Table 1.

Number of Shares issued sold under Rule 504	Class	Date of Issuance	Description of Consideration	Relationship to the Company	Name	Price Per Share	value
2,333,333	Common	06/30/13	$35,000.00	Investor	Curt Ross	0.01500	35,000.00
5,000,000	Common	07/16/13	$25,000.00	Investor	Elliott Harris & Cameron LLC.	0.00500	25,000.00
10,000,000	Common	12/24/13	$10,000.00	Investor	Deer Valley Management LLC	0.00100	10,000.00
12,400,000	Common	01/07/14	$10,000.00	Investor	Deer Valley Management LLC	0.00081	10,000
14,500,000	Common	01/14/14	$12,000.00	Investor	Deer Valley Management LLC	0.00083	12,000
38,000,000	Common	01/30/14	$22,000.00	Investor	Deer Valley Management LLC	0.00058	22,000
55,000,000	Common	02/20/14	$12,000.00	Investor	Deer Valley Management LLC	0.00083	12,000
61,500,000	Common	03/04/14	$12,000.00	Investor	Deer Valley Management LLC	0.00041	12,000
62,500,000	Common	03/13/14	$25,000.00	Investor	Macallan Partners	0.00040	25,000
62,500,000	Common	04/02/14	$25,000.00	Investor	Macallan Partners	0.00040	25,000
375,000,000	Common	04/11/14	$75,000.00	Investor	Macallan Partners	0.00020	75,000

Common shares of stock issued in settlement of debt:

Table 3.

Number of Shares issued	Class	Date of Issuance	Description of Consideration	Relationship to Company	Name	Price Per Share	value
2,000,000	Common	08/20/13	$10,000 - Settlement of Debt	Investor	M & A Associates	0.00500	10,000.00
2,000,000	Common	08/20/13	$10,000 - Settlement of Debt	Investor	M & A Associates	0.00500	10,000.00
9,000,000	Common	08/29/13	$50,400 - Settlement of Debt	Investor	Tri State Realty	0.00560	50,400.00
5,800,000	Common	12/11/13	$6,090 - Settlement of Debt	Investor	WHC Capital	0.00105	6,090.00
6,000,000	Common	12/23/13	$6,000 - Settlement of Debt	Investor	Bearfort Group LLC	0.00100	6,000.00
45,000,000	Common	01/16/14	Settlement of Debt	Investor	Beaufort Ventures	0.00100	45,000
45,000,000	Common	01/21/14	Settlement of Debt	Investor	Beaufort Ventures	0.00100	45,000
207,500,000	Common	01/21/14	Settlement of Debt	Investor	Various	0.00100	207,500
22,500,000	Common	01/21/14	Settlement of Debt	Investor	Robert Cox	0.00100	22,500
12,900,000	Common	01/21/14	Settlement of Debt	Investor	WHC Capital	0.00100	12,900
15,000,000	Common	01/24/14	Settlement of Debt	Investor	Kell Kim	0.00070	10,500
15,240,000	Common	02/04/14	Settlement of Debt	Investor	WHC Capital	0.00028	4,267
16,934,000	Common	02/14/14	Settlement of Debt	Investor	WHC Capital	0.00028	4,742
18,800,000	Common	03/04/14	Settlement of Debt	Investor	WHC Capital	0.00021	3,948
75,000,000	Common	03/10/14	Settlement of Debt	Investor	Beaufort Ventures	0.00100	75,000
75,000,000	Common	03/10/14	Settlement of Debt	Investor	Clark Equities	0.00100	75,000
75,000,000	Common	03/19/14	Settlement of Debt	Investor	Beaufort Ventures	0.00100	75,000
3,000,000,000	Common	03/25/14	Settlement of Debt	Officer	McWilliams	0.00001	30,000
3,000,000,000	Common	03/25/14	Settlement of Debt	Officer	Moreau	0.00001	30,000
75,000,000	Common	04/01/14	Settlement of Debt	Investor	Beaufort Ventures	0.00100	75,000
87,520,000	Common	04/03/14	Settlement of Debt	Investor	Maremanno	0.00025	21,880
269,831,943	Common	04/07/14	Settlement of Debt	Investor	WHC Capital	0.00018	47,221
165,343,750	Common	04/09/14	Settlement of Debt	Investor	Maremanno	0.00032	52,910
264,550,000	Common	04/30/14	Settlement of Debt	Investor	Maremanno	0.00020	52,910
476,190,476	Common	05/12/14	Settlement of Debt	Investor	Kell Kim	0.00021	100,000
450,000,000	Common	05/13/14	Settlement of Debt	Investor	Maremanno	0.00010	45,000
714,285,714	Common	06/06/14	Settlement of Debt	Investor	Kell Kim	0.00007	50,000
500,000,000	Common	08/04/14	Settlement of Debt	Investor	Kell Kim	0.00005	25,000
14,000,000	Common	08/28/14	Settlement of Debt	Investor	Kell Kim	0.00250	35,000
2,500,000,000	Common	09/05/14	Settlement of Debt	Officer	Cyril Moreau	0.00001	25,000
2,500,000,000	Common	09/05/14	Settlement of Debt	Officer	Teresa McWilliams	0.00001	25,000
25,000,000	Common	09/29/14	Settlement of Debt	Investor	Kell Kim	0.00100	25,000
500,000,000	Common	09/29/14	Settlement of Debt	Investor	Mark Fisher	0.00001	5,000
500,000,000	Common	09/29/14	Settlement of Debt	Investor	Ruben Macedo	0.00001	5,000
(2,000,000,000)	Common	09/30/14	Cancel shares	Officer	McWilliams	0.00001	(20,000)
(2,000,000,000)	Common	09/30/14	Cancel shares	Officer	Moreau	0.00001	(20,000)
96,666,666	Common	10/01/14	Settlement of Debt	Investor	EKO Corporate Serv.	0.00003	2,900.00
100,000,000	Common	10/03/14	Settlement of Debt	Investor	Green LED Tech	0.00001	1,000.00
300,000,000	Common	10/03/14	Settlement of Debt	Investor	Green LED Tech	0.00001	3,000.00
100,000,000	Common	10/03/14	Settlement of Debt	Investor	Green LED Tech	0.00001	1,000.00
53,333,333	Common	10/07/14	Settlement of Debt	Investor	Quail Mgmt LLC	0.00003	1,600.00
495,000,000	Common	10/20/14	Settlement of Debt	Investor	JPC Advisors	0.00001	4,950.00
200,000,000	Common	10/22/14	Settlement of Debt	Investor	Estrategias	0.00005	10,000.00
300,000,000	Common	10/03/14	Settlement of Debt	Investor	Green LED Tech	0.00001	3,000.00
376,417,363	Common	11/06/14	Settlement of Debt	Officer	Gary Polistena	0.00037	138,500.00
400,000,000	Common	11/21/14	Settlement of Debt	Investor	Istval Elek	0.00003	12,000.00
75,000,000	Common	12/31/14	Settlement of Debt	Investor	Beaufort Capital Ptnrs	0.00030	22,500.00
(177,224,200)	Common	12/26/14	Cancel shares	Investor	Green LED Tech	0.00001	(1,772.24)

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

Table 2.

Number of Shares issued	Class	Date of Issuance	Description of Consideration	Relationship to the Company	Name	Price Per Share	value
916,031	Common	06/21/13	Officer or Director Compensation	Director	Yonghun Kim	0.02183	20,000.00
1,156,627	Common	06/21/13	Officer or Director Compensation	Director	Yonghun Kim	0.01729	20,000.00
148,268	Common	06/30/13	Officer or Director Compensation	Director	Cyril Moreau	0.01500	2,224.02
148,268	Common	06/30/13	Officer or Director Compensation	Director	Dale Churchill	0.01500	2,224.02
148,268	Common	06/30/13	Officer or Director Compensation	Director	Donald C. Bennett	0.01500	2,224.02
122,482	Common	06/30/13	Officer or Director Compensation	Director	Jerald Wrightsil	0.01500	1,837.23
1,000,000	Common	06/30/13	Provided Consulting Services	Consultant	Ryan Petrich	0.01500	15,000.00
1,148,268	Common	06/30/13	Officer or Director Compensation	Officer	Teresa McWilliams	0.01500	17,224.02
7,000,000	Common	07/10/13	Provided Consulting Services	Consultant	True Capital	0.01000	70,000.00
5,000,000	Common	07/15/13	Provided Consulting Services	Consultant	Carmel Advisors	0.01000	50,000.00
406,504	Common	11/27/13	Officer or Director Compensation	Director	Cyril Moreau	0.01230	5,000.00
406,504	Common	11/27/13	Officer or Director Compensation	Director	Dale Churchill	0.01230	5,000.00
406,504	Common	11/27/13	Officer or Director Compensation	Director	Teresa McWilliams	0.01230	5,000.00
406,504	Common	11/27/13	Officer or Director Compensation	Director	Jerald Wrightsil	0.01230	5,000.00
813,808	Common	11/27/13	Officer or Director Compensation	Director	Gary Palistena	0.01225	10,000.00
813,808	Common	11/27/13	Officer or Director Compensation	Director	Don Bennette	0.01230	10,000.00
1,626,016	Common	11/27/13	Officer or Director Compensation	Director	Yonghun Kim	0.01230	20,000.00
(7,000,000)	Common	12/02/13	Provided Consulting Services	Consultant	True Capital	0.01000	(70,000.00)
5,000,000	Common	12/02/13	Provided Consulting Services	Consultant	True Capital	0.00700	35,000.00
8,976,660	Common	01/31/14	Officer or Director Compensation	Directors	Various	0.00557	50,000
15,000,000	Common	03/05/14	Provided Consulting Services	Consultant	Jump Television	0.00100	15,000
135,000,000	Common	03/18/14	Provided Consulting Services	Consultant	Jump Television	0.00100	135,000
50,000,000	Common	03/31/14	Officer or Director Compensation	Directors	Various	0.00100	50,000
20,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Donald C. Bennett	0.00100	20,000.00
20,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Dale Churchill	0.00100	20,000.00
20,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Jerald Wrightsil	0.00100	20,000.00
20,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Yonghun Kim	0.00100	20,000.00
20,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Cyril Moreau	0.00100	20,000.00
20,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Teresa McWilliams	0.00100	20,000.00
16,666,667	Common	11/06/14	Officer or Director Compensation	Officer	Gary Polistena	0.00100	16,666.67
3,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Cyril Moreau	0.00167	5,000.00
3,000,000	Common	11/06/14	Officer or Director Compensation	Officer	Teresa McWilliams	0.00167	5,000.00

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

Table 4.

Number of Shares issued	Class	Date of Issuance	Description of Consideration	Relationship to the Company	Name	Price Per Share	value
500,000	B Preferred	06/30/13	Officer or Director Compensation	Officer	Teresa Mcwilliams	0.01500	7,500.00
406,504	B Preferred	11/27/13	Officer or Director Compensation	Director	Cyril Moreau	0.01230	5,000.00
406,504	B Preferred	11/27/13	Officer or Director Compensation	Director	Dale Churchill	0.01230	5,000.00
406,504	B Preferred	11/27/13	Officer or Director Compensation	Director	Teresa McWilliams	0.01230	5,000.00
406,504	B Preferred	11/27/13	Officer or Director Compensation	Director	Jerald Wrightsil	0.01230	5,000.00
300,000	B Preferred	11/27/13	Provided Consulting Services	Consultant	Jordan Schur	0.01095	3,285.00
(4,471,780)	B Preferred	12/31/14	Shares Cancelled	Acquisition	Roger Goetz	0.05000	(223,589.00)
(406,504)	B Preferred	12/31/14	Shares Cancelled	Officer	Cyril Moreau	0.01230	5,000.00

Preferred Series D issued in exchange for 102,034 shares of restricted common stock during Company's Share Exchange Program:

Table 5.

Number of Shares	Class	Date of Issuance	Description of Consideration	Relationship to Company	Name	Price Per Share	value
3,001	D Preferred	06/30/14	Exchange Common for Preferred D	Director	Gregory Miller	0.58820	5,102.00

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Authorized

The Company is authorized to issue 8,964,324,990 shares of $0.00001 par value common stock and 35,675,010 shares of $0.001 par value preferred stock. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company. The preferred shares may be issued in series, with the powers, rights and limitations of the preferred shares to be determined by the Board.

On January 30, 2014 the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series F Convertible Preferred Stock of the Company. Ten (10) shares of the authorized shares of preferred stock were thereby designated "Series F Convertible Preferred Stock" (Series F Stock) at a par value of $0.00001 per share.

On January 30, 2014 the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series G Convertible Preferred Stock of the Company. Ten million (10,000,000) shares of the authorized shares of preferred stock were thereby designated "Series G Convertible Preferred Stock" (Series G Stock) at a par value of $0.00001 per share.

On March 19, 2014 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 1,964,324,990 to 8,964,324,990 with a par value of $0.00001. The amendment was approved by the shareholders and directors on January 30, 2014.

On February 27, 2014 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 700,000,000 with a par value of $0.001 to 1,964,324,990 with a par value of $0.00001, and to decrease the Company's authorized preferred stock from 75,000,000 to 35,675,010 with a par value of $0.00001. The amendment was approved by the shareholders and directors on January 30, 2014.

On October 9, 2013 the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series D Convertible Preferred Stock of the Company. Two million five hundred thousand (2,500,000) shares of the authorized shares of preferred stock were thereby designated "Series D Convertible Preferred Stock" (Series D Stock) at a par value of $0.001 per share.

On November 22, 2013 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 200,000,000 with a par value of $0.001 to 775,000,000 with a par value of $0.001, and to increase the Company's authorized preferred stock from 50,000,000 to 75,000,000 with a par value of $0.001. The amendment was approved by the shareholders and directors on October 19, 2013.

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3. Financial Statements

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

Exhibit A. CONDENSED CONSOLIDATED FINANCIAL INFORMATION

6. Description of Issuer's Business, Products and Services

Originally incorporated in New York in 1977, the Company relocated its operations and state of incorporation to Florida in 1981. In 1984 the Company went public on the NASDAQ market place. The Company began as a distributor of education-oriented toys, children's books, stationery and souvenirs, supplying to museum gift shops exclusively.

In 1997, the Company shifted focus from being a distributor of other manufacturers' toys, gifts, souvenirs, promotional premiums and published products towards the development, establishment and distribution of our own proprietary brands and products. In 2001, the Company shifted to a manufacturer model and licensed products to other entities as a principal source of income. Historically, the principal source of revenues had been the sale of products to retailers.

In 2007, more than 20 million children's toys imported from China were recalled which had a devastating effect on the Company's sales from which it did not recover. As a result, the Company decided that it would restructure rather than file bankruptcy and on December 4, 2009, announced plans to exit the failing toy business and seek a new venture.

In 2010, the company temporarily relocated the corporate office to New York and changed its focus from toy manufacturer/distributor to a holding company whose focus is to acquire and manage business with strong growth potential across various industries.

In 2011 the company completed its first acquisition. Northeast Expedite Logistics, LLC, acquisition was completed December 29, 2011.

In 2012, the Company changed its name from Action Products International, Inc.to COREwafer Industries, Inc., relocated its state of incorporation to Nevada, and on October 25, 2012, and completed its acquisition of Core Wafer Systems, Inc.

On or about July 22, 2013, the Company consolidated its corporate headquarters, operations and subsidiary operations to its South Florida office.

<u>The Company's primary and secondary SIC Codes are</u>:

551114 – Holding companies that manage
541511 – Software development and sales

<u>Products and Services</u>:

Software Development and Sales: High-Tech industry continues to grow at exponential rates, consumer and high-Tech parts continue to shrink and production increases in complexity. With complex production comes the need to aggressively test components to ensure long-life and low failure percentage. Natural disasters and other similar events also reduce quality. Recent disasters have opened up a market for a significant increase in needs in this environment.

To this, the Company has launched a very intensive campaign to target multiple strategic partnerships, business and software assets acquisitions. The Company has selected a number of potential candidates in order to enable the success of this software and technology vertical; however, there are currently no products being sold.

7. Facilities

The Company does not presently have a brick and mortar presence. We have entered into month to month rental agreements for office space and do not currently have any operating leases.

8. Officers and Directors:

Name	Position with Company
Cyril Moreau	President and Chief Executive Officer
Teresa McWilliams	Chief Financial Officer
Yonghun Kim	Director
Dale Churchill	Director
Donald Bennett	Board Advisor

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

Name of Beneficial Owner	Title	Amount of Beneficial Ownership	% Ownership
Cyril Moreau	President/CEO	2,529,709,681 - Common	29.6%
Teresa McWilliams	CFO	2,529,723,432 - Common	29.6%

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9. Third Party Providers

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

Auditor
Richard R. Hawkins, CPA
R.R. Hawkins & Assoc. International, P.A.
11301 W Olympic Blvd.,
Suite 714
Los Angeles, CA 90064
Phone: (310) 553-5707
Email: info@rrhawkins.com

Investor Relations Not Applicable

10. Issuer Certification - CEO

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

The certifications shall follow the format

below: I, CYRIL MOREAU certify that:

1. I have reviewed this Quarterly Disclosure Statement of COREWAFER INDUSTRIES, 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.

May 22, 2015

/s/ Cyril Moreau, Chief Executive Officer
[Signature]

10a) Issuer Certification - CFO

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

The certifications shall follow the format

below: I, TERESA McWILLIAMS, certify

that:

1. I have reviewed this Quarterly Disclosure Statement of COREWAFER INDUSTRIES, 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.

May 22, 2015

/s/ Teresa McWilliams, Chief Financial Officer
[Signature]

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Exhibit A

SUPPLEMENTAL INFORMATION

CONSOLIDATED FINANCIAL INFORMATION

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COREWAFER INDUSTRIES, INC.

CONDENSED CONSOLIDATED BALANCE SHEET

	March 31,	
	2015	**2014**
Current Assets		
Cash	143	12,795
Accounts receivable	-	514,053
Prepaid expenses and other current assets	197,552	1,251,059
Total current assets	197,695	1,777,908
Other Assets	3,120,992	4,197,097
Fixed Assets, net	-	-
Total assets	3,318,687	5,975,005
Current Liabilities		
Accounts payable and accrued expenses	1,464,687	2,781,007
Convertible Promissory Notes - short term	281,310	-
Total current liabilities	1,745,997	2,781,007
Long Term Notes Payable	1,180,768	3,950,240
Commitments and Contingencies	606,835	505,900
Total Liabilities	3,533,599	7,237,148
Shareholders' Deficit		
Preferred stock, $.001 par value; 50,000,000 shares authorized:		
Series A: 175,000 shares issued and outstanding at March 31, 2015 and 2014, respectively	175	175
Series B: 11,957,000 and 40,372,000 shares issued and outstanding at March 31, 2014 and 2013, respectively	11,957	40,372
Series D: 3,001 and .00 shares issued and outstanding at March 31, 2015 and 2014, respectively	3	0
Series F: 2 and .00 shares issued and outstanding at December 31, 2014 and 2013, respectively	0	0
Series G: 15,700 and .00 shares issued and outstanding at December 31, 2014 and 2013, respectively	0	0
Common stock, $.00001 par value; 8,964,324,990 shares authorized March 31, 2015 and $.001 par value; 700,000,000 shares authorized March 31, 2014; 8,545,200,000 and 803,316,000 issued and outstanding March 31, 2015 and 2014, respectively	85,452	803,316
Treasury stock, $.001 par value; 141,000 shares authorized at March 31, 2015 and 2014 , respectively	(141)	(141)
Additional paid-in-capital	19,480,592	15,367,961
Unearned compensation costs	(49,246)	(49,246)
Stock Dividend	(151,931)	(151,931)
Accumulated deficit	(19,591,773)	(17,272,649)
Total shareholders' equity/deficit	(214,912)	(1,262,143)
Total liabilities and shareholders' equity	3,318,687	5,975,005

See accompanying notes to condensed consolidated financial statements

COREWAFER INDUSTRIES, INC

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

	For the Three Months Ended March 31,	
	2015	**2014**
Gross Sales	60,000	43,333
Cost of Sales	-	-
Net Sales	60,000	43,333
Operating expenses		
Marketing and advertising	-	75,000
General and administrative	190,463	348,619
Total operating expenses	190,463	423,619
Net loss before income taxes	(130,463)	(380,285)
Interest expense	6,647	49,504
Other income (expense)	-	(103,774)
Total other income (expense)	-	(103,774)
Net profit (loss)	$ (137,110)	$ (533,563)
Weighted average number of shares outstanding	-	1,200,600,588
Basic and diluted net loss per share	$ (0.00)	$ (0.00)

See accompanying notes to condensed consolidated financial statements

COREWAFER INDUSTRIES, INC

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

		March 31, 2015
Cash flow from operating activities:		
Net income (loss)	$	(137,110)
Adjustments to reconcile net loss to net cash from operating activities:		
Changes in operating assets and liabilities:		
Decrease in accounts receivable		(60,000)
Increase in prepaid expenses and other assets		197,721
Increase in accounts payable, accrued expenses		
Net cash provided by (used in) operating activities		611
Net increase (decrease) in cash		611
Cash and cash equivalents at beginning of period		(469)
Cash and cash equivalents at end of period		143
Supplemental disclosure:		
Non-cash financing activities:		
Stock-based compensation	$	50,000
Deferred / Accrued Salaries	$	29,600

See accompanying notes to condensed consolidated financial statements

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS

Organization. COREWAFER INDUSTRIES, INC. (WAFR) is a holding company headquartered in Hollywood, FL. The goal of WAFR is to strategically acquire businesses with strong growth potential and a solid business plan primarily in the software and technologies industries.

Originally incorporated in New York in 1977, the Company relocated its operations and state of incorporation to Florida in 1981. In 1984 the Company went public on the NASDAQ market place. The Company began as a distributor of education-oriented toys, children's books, stationery and souvenirs, supplying to museum gift shops exclusively.

In 1997, the Company shifted focus from being a distributor of other manufacturers' toys, gifts, souvenirs, promotional premiums and published products towards the development, establishment and distribution of our own proprietary brands and products. In 2001, the Company shifted to a manufacturer model and licensed products to other entities as a principal source of income. Historically, the principal source of revenues had been the sale of products to retailers.

In 2007, more than 20 million children's toys imported from China were recalled which had a devastating effect on the Company's sales from which it did not recover. As a result, the Company decided that it would restructure rather than file bankruptcy and on December 4, 2009, announced plans to exit the failing toy business and seek a new venture.

In 2010, the company temporarily relocated the corporate office to New York and changed its focus from toy manufacturer/distributor to a holding company whose focus is to acquire and manage business with strong growth potential across various industries.

In 2011 the company completed its first acquisition. Northeast Expedite Logistics, LLC, acquisition was completed December 29, 2011.

In 2012, the Company changed its name from Action Products International, Inc.to COREwafer Industries, Inc., relocated its state of incorporation to Nevada, and on October 25, 2012, and completed its acquisition of Core Wafer Systems, Inc.

On or about July 22, 2013, the Company consolidated its corporate headquarters, operations and subsidiary operations to its South Florida office.

Historically, the principal source of revenues has been the sale of products to retailers.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES

Basis of Presentation

Our condensed consolidated financial information included in this report has been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect amounts reported in the condensed consolidated financial statements and accompanying notes. Actual amounts may differ from these estimated amounts. Certain information and disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. The principles for interim financial information do not require the inclusion of all the information and footnotes required by GAAP for complete financial statements. Therefore, these financial statements should be read in conjunction with our Annual Report for the year ended December 31, 2012.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONT'D)

Principles of Consolidation

The consolidated financial statements include the accounts of COREwafer Industries, Inc. and its wholly-owned subsidiaries, Core Wafer Systems, Inc. and Northeast Expedite Logistics, LLC. All significant intercompany balances and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

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

Property and Equipment

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

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

Intangible Assets

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

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

Fair Value of Financial Instruments

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

Revenue Recognition

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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONT'D)

Stock-Based Compensation

In December 2004, the FASB issued SFAS No. 123R, "Share Based Payment" (ASC 718). SFAS No. 123R establishes the accounting for grants of stock options and other transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity's equity instruments or that may be settled by the issuance of those equity instruments. SFAS No. 123R (1) revises SFAS No. 123, "Accounting for Stock-Based Compensation," (2) supersedes Accounting Principles Bulletin ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees," and (3) establishes fair value as the measurement objective for share-based payment transactions. The Company is following the provisions of SFAS No. 123R and has recorded compensation expenses related to the granting of stock options to employees.

Income Taxes

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

Basic and Diluted Earnings (Loss) Per Share

Earnings/(Loss) per share is calculated in accordance with the Statement of financial accounting standards No. 128 (SFAS No. 128 or ASC 260), "Earnings per share". SFAS No. 128 superseded Accounting Principles Board Opinion No.15 (APB 15). Net income (loss) per share for all periods presented has been restated to reflect the adoption of SFAS No. 128. Basic net loss per share is based upon the weighted average number of common shares outstanding. Diluted net loss per share is based on the assumption that all dilutive convertible shares and stock options were converted or exercised. Dilution is computed by applying the treasury stock method. Under this method, options and warrants are assumed to be exercised at the beginning of the period (or at the time of issuance, if later), and as if funds obtained thereby were used to purchase common stock at the average market price during the period. Basic and diluted loss per share was $0.00 for the period ended March 31, 2015 and 2014 respectively.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk are cash, accounts receivable and other receivables arising from its normal business activities. The Company places its cash in what it believes to be credit- worthy financial institutions. The Company has a diversified customer base. The Company controls credit risk related to accounts receivable through credit approvals, credit limits and monitoring procedures. The Company routinely assesses the financial strength of its customers and, based upon factors surrounding the credit risk, establishes an allowance, if required, for uncollectible accounts and, as a consequence, believes that its accounts receivable credit risk exposure beyond such allowance is limited.

Impairment of Long-lived Assets

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

Goodwill

The Company recognizes goodwill for the excess of the purchase price over the fair value of the identifiable net assets of the business acquired. ASC 350 "Intangible Assets-Goodwill and Other", an impairment test for goodwill is undertaken by the Company at the reporting unit level annually, or more frequently if events or changes in

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONT'D)

circumstances indicate that goodwill might be impaired. The Company recorded impairment of goodwill related to its subsidiary, Core Wafer Systems, Inc.

Recent Accounting Pronouncements

In July 2013, the FASB issued Accounting Standards Update No. 2013-11, Income Taxes (Topic 740): Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists ("ASU 2013-11"). ASU 2013-11 requires an entity to present an unrecognized tax benefit as a reduction of a deferred tax asset for an net operating loss ("NOL") carryforward, or similar tax loss or tax credit carryforward, rather than as a liability when (1) the uncertain tax position would reduce the NOL or other carryforward under the tax law of the applicable jurisdiction and (2) the entity intends to use the deferred tax asset for that purpose. ASU 2013-11 does not require new recurring disclosures. ASU 2013-11 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2013. We will adopt ASU 2013-11 prospectively in the first quarter of fiscal 2015 and do not anticipate adoption will impact our statements of financial position or results of operations.

NOTE 3 – PROPERTY AND EQUIPMENT

The company did not have any depreciable fixed assets for the period ending March 31, 2015 and 2014.

NOTE 4 – VALUATION OF INTANGIBLE ASSETS AND GOODWILL

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

($ in thousands)			Fair Value
Working Capital			$ (1,364.3)
Tangible Proberty			56.9
Identifiable Intangible Property			
Trade Name	210.0		
Trademarks	402.9		
Software	2,416.7		
Customer Relations	101.4		
Total Identifiable Intangible Property			3,131.0
Assets Acquired in Excess of Enterprise Value			2,962.4
Value of consideration Paid			**$ 4,786.0**

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

($ in thousands)			
Development Costs			495.0
Trademarks			2.1
Software			3,700.0
Value of Intangible Assets Before Impairment			**$ 4,197.1**

NOTE 5 – NOTES PAYABLE

On December 17, 2009, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into a Promissory Note in the principal amount of $129,666 with interest at a rate of 8.75% per year for cash payments received by the company for working capital. All principal and interest accruing under the Notes is due on varying dates on or before November 30, 2010. As of March 31, 2015 the Company was in default with the terms of this note which has a remaining principal balance of approximately $57,000.

In 2010, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into Promissory Notes with four individuals in the aggregate principal amount of $355,000 with varying interest rates for cash payments received by the company for working capital. All principal and interest accruing under these Notes was due on or before November 30, 2010. As of March 31, 2015, there are two remaining notes with a principal balance of $150,000; the Company was in default with the terms of these notes.

In 2011, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into Promissory Notes with seven individuals in the aggregate principal amount of $382,500 with varying interest rates for cash payments received by the company for working capital. All principal and interest accruing under these Notes was due on or before December 31, 2011. As of March 31, 2015, the Company had issued common stock in settlement of $150,000 principal plus accrued interest for one note and was in default with the terms of the remaining notes.

On February 20, 2011, the Company entered into a Convertible Promissory Note as settlement of an old accounts payable amount incurred prior to 2008 with a certain vendor. The principal amount of the note is $487,773 with interest at 8% per annum. As of March 31, 2015, approximately $325,900 of the note's principal has been converted into shares of the company's common stock.

On October 31, 2011, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into a Promissory Note for the acquisition of certain intellectual property and other expenses in the principal amount of $2,866,981 with interest at the rate of 4% annually. Payment is due upon demand at such time CWS retains adequate capital to sustain normal operations. As of September 30, 2014 the Company has paid approximately $13,296 and converted $700,000 into shares of the company's common stock toward the principal amount of the note. On September 30, 2014 the Company further reduced the principal balance of the note in accordance to an Asset Purchase Agreement in the amount of $715,000 for the sale of certain assets including testers, computers, and various items of office furniture and other equipment. The Agreement was executed between the note holder and the previous president and chief executive officer of CWS prior to the closing date of the acquisition between this Company and CWS, which had not been previously disclosed to the Company. Additionally, on or about November 1, 2014, the Company received evidence of an agreement between the previous CEO/President of CWS and the noteholder, selling the IP back to the noteholder prior to the closing of the acquisition of CWS by the Company. This agreement had not been disclosed to the Company at any time before or after the closing date of the acquisition; as such, the Company has written off the remaining balance of the promissory note, accumulated interest payable, and the value of those certain IP assets listed in said agreement.

On November 30, 2011, the Company entered into an Installment Promissory Note with Magsamen Consulting, LLC in the principal sum of $195,000 without interest, as settlement of a default judgment. The initial payment of $20,000 was also paid on November 30, 2011, with an additional payment of $25,000 due on or before March 3, 2012 then quarterly payments of $18,750 thereafter, beginning June 15, 2012. On March 5, 2012 the company made a partial payment in the amount of $12,500 toward the first installment. As of March 31, 2015, no other payments have been made.

In 2012, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into Promissory Notes with three individuals in the aggregate principal amount of $132,000 with varying interest rates for cash payments received by the company for working capital. All principal and interest accruing under these Notes was due on or before December 31, 2012. As of March 31, 2015, the Company had issued common stock in settlement of $120,000 principal plus accrued interest for one note and was in default with the terms of the remaining two notes.

On January 23, 2013, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into a Promissory Note in the principal amount of $100,000 with interest at a rate of 3% per year for cash payments received

NOTE 5 – NOTES PAYABLE (CONT'D)

by the company for working capital. The Note is payable on or about March 31, 2013 or may be converted into the company's common stock. As of March 31, 2015, $15,678 of the note has been converted into common stock.

The outstanding balances for notes payable is summarized as follows:

Description	3-31-2015	12-31-2014
Principal	$ 4,975,350	$ 4,975,350
Less: Payments/Adjustments	(3,567,994)	(15,894)
Plus: Accumulated Interest	113,243	160,786
Total Notes Payable	1,520,599	1,585,123

NOTE 6 – GOING CONCERN

These financial statements have been prepared assuming that the Company will continue as a going concern. The Company has operating and liquidity concerns, current liabilities exceeded current assets by $ 1,548,302 at March 31, 2015, and has reported a net loss of $ 137,110 during the period ended March 31, 2015. These conditions raise substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classification of liabilities that may result from the outcome of these uncertainties.

The Company's continued existence is dependent upon its ability to successfully execute its business plan. The financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of liabilities that may result from the outcome of this uncertainty.

NOTE 7 – STOCKHOLDERS' EQUITY

Authorized

The Company is authorized to issue 8,964,324,990 shares of $0.00001 par value common stock and 35,675,010 shares of $0.00001 par value preferred stock. All common stock shares have equal voting rights, are non-assessable and have one vote per share. Voting rights are not cumulative and, therefore, the holders of more than 50% of the common stock could, if they choose to do so, elect all of the directors of the Company. The preferred shares may be issued in series, with the powers, rights and limitations of the preferred shares to be determined by the Board.

On February 27, 2014 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 150,000,000 with a par value of $0.001 to 1,964,324,990 with a par value of $0.00001, and to increase the Company's authorized preferred stock from 10,000,000 to 35,675,010 with a par value of $0.00001. The amendment was approved by the shareholders and directors on January 30, 2014.

On March 19, 2014 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 700,000,000 with a par value of $0.001 to 8,964,324,990 with a par value of $0.00001, and to decrease the Company's authorized preferred stock from 75,000,000 to 35,675,010 with a par value of $0.00001. The amendment was approved by the directors on January 30, 2014.

On November 22, 2013 the Nevada Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 150,000,000 with a par value of $0.001 to 700,000,000 with a par value of $0.001, and to increase the Company's authorized preferred stock from 50,000,000 to 75,000,000 with a par value of $0.001. The amendment was approved by the directors on October 19, 2013.

On January 3, 2012 the Florida Secretary of State accepted for filing a Certificate of Amendment increasing the Company's authorized common stock from 25,000,000 with a par value of $0.001 to 150,000,000 with a par value of $0.001, and to increase the Company's authorized preferred stock from 10,000,000 to 50,000,000 with a par value of $0.001. The amendment was approved by the shareholders and directors on December 28, 2011.

NOTE 7 – STOCKHOLDERS' EQUITY (CONT'D)

Dividends
On March 27, 2013, the Company declared a special common stock dividend equal to 1 share for every 20 share block of its outstanding shares of common stock. The dividend was paid on May 13, 2013 to shareholders of record as of May 3, 2013.

Preferred Stock
On January 30, 2014, the Board of Directors duly adopted and approved a resolution further amending the Articles of Incorporation of the Company (the "Amendment") to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of Ten (10) shares of Series F Convertible Preferred Stock of the Company which will be used in the full or partial retirement of debt held by management, employees and/or consultants of the Company.

On January 30, 2014, the Board of Directors duly adopted and approved a resolution further amending the Articles of Incorporation of the Company (the "Amendment") to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of Ten Million (10,000,000) shares of Series G Convertible Preferred Stock of the Company which will be used in the full or partial retirement of debt held by management, employees and/or consultants of the Company.

On April 19, 2012, the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series B Convertible Preferred Stock of the Company. Twenty Million (20,000,000) shares of the authorized shares of preferred stock were thereby designated "Series B Convertible Preferred Stock" (Series B Stock) at a par value of $0.001 per share.

On April 19, 2012, the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series C Convertible Preferred Stock of the Company. Three Million (3,000,000) shares of the authorized shares of preferred stock were thereby designated "Series C Convertible Preferred Stock" (Series C Stock) at a par value of $0.001 per share.

On October 9, 2013, the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series D Convertible Preferred Stock of the Company. Two million five hundred thousand (2,500,000) shares of the authorized shares of preferred stock were thereby designated "Series D Convertible Preferred Stock" (Series D Stock) at a par value of $0.001 per share.

On January 30, 2014, the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series F Convertible Preferred Stock of the Company. Ten (10) shares of the authorized shares of preferred stock were thereby designated "Series F Convertible Preferred Stock" (Series F Stock) at a par value of $0.00001 per share.

On January 30, 2014, the Board of Directors adopted and approved a resolution to amend the Articles of Incorporation of the Company to establish the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations and restrictions of the shares of Series G Convertible Preferred Stock of the Company. Ten million (10,000,000) shares of the authorized shares of preferred stock were thereby designated "Series G Convertible Preferred Stock" (Series G Stock) at a par value of $0.00001 per share.

Financing Operations
On January 7, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware. The total number of shares sold was 12,400,000. The shares were offered at a discount off market and the total proceeds paid to the issuer/company was $10,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

NOTE 7 – STOCKHOLDERS' EQUITY (CONT'D)

On January 16, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware. The total number of shares sold was 14,500,000. The shares were offered at a discount off market and the total proceeds paid to the issuer/company was $12,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On January 29, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware. The total number of shares sold was 38,000,000. The shares were offered at a discount off market and the total proceeds paid to the issuer/company was $22,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On February 14, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware. The total number of shares sold was 55,000,000. The shares were offered at a discount off market and the total proceeds paid to the issuer/company was $30,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On February 24, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware. The total number of shares sold was 61,000,000. The shares were offered at a discount off market and the total proceeds paid to the issuer/company was $25,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

On March 4, 2014, the issuer filed a Form D Notice of Exempt Offering of Securities for the sales of its common stock under Rule 504 (b)(1)(ii) and Rule 504 (b)(1)(iii) under the jurisdiction of the State of Delaware. The total number of shares sold was 62,500,000. The shares were offered at a discount off market and the total proceeds paid to the issuer/company was $25,000. These shares were all issued as freely tradable without restrictive legend stating that the shares have not been registered under the Securities Act and setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act.

Stock-Based Compensation – Common Stock

During the period ended March 31, 2015 and 2014, the Company issued 0 and 7,076,250,000shares of its common stock valued at $0 and $1,118,047, respectively; shares issued to employees and board members for services rendered (0 and 58,976,660 shares respectively), shares issued to consultants for professional services (0 and 150,000,000 shares respectively), shares issued to convertible promissory note holders in settlement of debt (0 and 6,623,874,000 shares respectively), and 0 and 243,400,000 shares respectively, issued in a private placement.

Stock-Based Compensation – Preferred Stock

During the period ended March 31, 2015 and 2014, the Company issued 0 and 23,219,455 shares, respectively, of its Series B preferred stock valued at $0 and $40,000, as compensation to board members.

NOTE 8 – SEGMENT REPORTING

SFAS No. 131, "Disclosures about Segments of an Enterprise and Related Information", established standards for reporting information about operating segments in annual financial statements and required selected information about operating segments in interim financial reports issued to stockholders. It also established standards for related

NOTE 8 – SEGMENT REPORTING (CONT'D)

disclosures about products, services, and geographic areas. Operating segments are defined as components of the enterprise about which separate financial information is available that is evaluated regularly by the chief operating decision maker, or decision making group, in deciding how to allocate resources and in assessing performance.

The Company has two reportable operating segments: Core Wafer Systems, Inc., and Northeast Expedite Logistics, LLC. The accounting policies of each segment are the same as those described in the summary of significant accounting policies. Each segment has its own product manager but the overall operations are managed and evaluated by the Company's chief operating decision makers for the purpose of allocating the Company's resources. The Company also has a corporate headquarters function which does not meet the criteria of a reportable operating segment. Interest expense and corporate expenses are not allocated to the operating segments.

Northeast Expedite Logistics, LLC did not have any operations during the period ended March 31, 2015 and 2014.

NOTE 9 – RELATED PARTY TRANSACTIONS

During the period ended March 31, 2015 and 2014, the Company's chief financial officer, and directors advanced approximately $5,000 and $3,500, respectively, to the Company for working capital.

On October 31, 2011, the Company's wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) entered into a Promissory Note for the acquisition of certain intellectual property and other expenses in the principal amount of $2,866,981 with interest at the rate of 4% annually. Payment is due upon demand at such time CWS retains adequate capital to sustain normal operations. As of September 30, 2014 the Company has paid approximately $13,296 and converted $700,000 into shares of the company's common stock toward the principal amount of the note. On September 30, 2014 the Company further reduced the principal balance of the note in accordance to an Asset Purchase Agreement in the amount of $715,000 for the sale of certain assets including testers, computers, and various items of office furniture and other equipment. The Agreement was executed between the note holder and the previous president and chief executive officer of CWS prior to the closing date of the acquisition between this Company and CWS, which had not been previously disclosed to the Company. Additionally, on or about November 1, 2015, the Company received evidence of an agreement between the previous CEO/President of CWS and the noteholder, selling the IP back to the noteholder prior to the closing of the acquisition of CWS by the Company. This agreement had not been disclosed to the Company at any time before or after the closing date of the acquisition; as such, on December 31, 2014, the Company wrote off the remaining balance of the promissory note, accumulated interest payable, and the value of those certain IP assets.

On March 31, 2015 the Company accrued $50,000 for the quarterly compensation expense owed to the members of the board of directors for services performed.

NOTE 10 – COMMITMENTS AND CONTINGENCIES

Employment agreements

On June 22, 2013, the chief executive officer tendered his resignation according to the terms of his employment agreement. Compensation under the agreement called for a minimum salary of $10,000 per month plus additional cash and stock compensation upon the achievement for various milestones. The Company has not made certain cash payments due under the agreement. As of March 31, 2015, $138,500 has been accrued as compensation payable.

Effective June 22, 2013, the Company entered into an employment agreement with our interim chief executive officer. Under the terms of the agreement, employment continues until another chief executive officer is appointed by a majority of our Board of Directors or either party terminates in accordance with the provisions of the Agreement. Compensation under the agreement called for a minimum salary of $10,500 per month. The salary may be re-negotiated when new funds/investment are available for the Company. The Company has not made certain cash payments due under the agreement and as of March 31, 2015, $147,862, has been accrued as compensation payable.

On May 31, 2011, the Company entered into an employment agreement with our chief financial officer for a period of two years. This agreement is renewable unless either party terminates in accordance with the provisions of the

NOTE 10 – COMMITMENTS AND CONTINGENCIES (CONT'D)

Agreement, or by death or permanent disability and called for a minimum salary of $10,000 per month plus additional cash and stock compensation.

Effective June 1, 2013, the Company renewed the employment agreement with our chief financial officer for an additional two year period. The agreement calls for a minimum salary of $14,583 per month plus additional cash and stock compensation. All other terms of the renewal agreement remain the same as the original agreement. The Company has not made certain cash payments due under these agreements. As of March 31, 2015, $280,377, has been accrued as compensation payable and deferred salary.

Legal Proceedings

During 2009, Ronald Kaplan, a former officer and employee of the company filed a complaint in the Circuit Court for the 9th Judicial Circuit in and for Orange County, Florida against the Company claiming damages exclusive of attorneys' fees and costs, for unpaid wages and personal expenses aggregating $75,479.63. On November 9, 2009 the court granted a default judgment on behalf of Ronald Kaplan. The company believes this claim is without merit and has retained legal counsel to move to have the default judgment vacated.

On September 28, 2009, Baker, Govern & Baker PA filed a complaint in the Circuit Court for the 9th Judicial Circuit in and for Orange County, Florida against the Company claiming damages, exclusive of attorneys' fees and costs, for breach of contract aggregating $28,562.70. On September 17, 2010 the court granted a default judgment on behalf of Baker, Govern & Baker PA. The company believes this claim is without merit and has retained legal counsel to move to have the default judgment vacated.

In April 2009, the company received a demand letter from its former CFO, Robert Burrows, alleging cash and stock compensation due in the amount of approximately $250,000. On July 27, 2010, the court granted a default judgment in the amount of $431,530.39 on behalf of Robert Burrows. The company believes this claim is without merit and has retained legal counsel to move to have the default judgment vacated.

On December 11, 2008, the Company entered into a Settlement Agreement with Magsamen Consulting, LLC a consultant of the Company. Upon execution of the Settlement Agreement the Development Agreement terminated. Pursuant to the Settlement Agreement, the Company agreed to pay $100,000 to Magsamen and upon full payment; the Company and Magsamen will executive general releases. All amounts owed under the Settlement Agreement have been recorded as liabilities and charged to expense as of December 31, 2008. In a bench trial on April, 19, 2010, a judgment was ordered in the Circuit Court for Baltimore County in and for the State of Maryland against the Company for non-payment of the cash payment and certain expenses as provided for in the Settlement Agreement of December 11, 2008 in the amount of $194,903.31. The Company retained legal counsel to resolve the matter and on November 30, 2011 entered in to an Installment Promissory Note and Confession of Judgment (Note) with Magsamen. As of March 31, 2015 the Company has made only one of the required payments under the terms of the Note.

In June 2008, Debra Rutledge, Eric Rutledge & Jeanne Moore v. Action Products International, Inc., Action Toys, Inc., Action Healthcare Products, Inc., Curiosity Kits, Inc., Warren Kaplan and Judith Kaplan, Case No. 6:09-cv-1245-Orl-35GJK in the United States Middles District Court, District of Florida, Orlando Division. This is a default judgment in the amount of approximately $354,607. Plaintiffs allege a breach by the company of an oral contract and claim damages for failure to pay minimum wages, breach of contract, back pay with benefits and penalties for COBRA and ARRA violations. On June 28, 2008, the Company obtained legal counsel and filed its answer to the complaint however counsel for the Company was later allowed to withdraw and a default judgment was entered on October 7, 2010. In 2011 under the direction of the newly hired CEO, Gary Polistena, the Company retained legal counsel to defend the Company against the claim and to have the judgment vacated. On November 17, 2011 the Company presented an offer of settlement to the Plaintiffs in the approximate amount of $30,000 plus attorney's fees. As of March 31, 2015 the Company is confident that the Plaintiffs will accept the offer.

On November 15, 2012, the Issuer received a letter from the attorneys representing Sandia Technologies, et. al., with regard to the Settlement Agreement entered into with CWS on July 25, 2012. In the original Settlement Agreement, prior Management of CWS agreed to pay to Sandia Technologies the sum of $500,000 for all rights and licenses of IP, copyrights, trademarks, etc. for the PDQ Suite purchased from ST in December, 2005. Payment was to be made by CWS within 90 days of the settlement date. CWS failed to make the payment as agreed and as a result, Sandia Technologies has requested payment be made in full by 5:00 p.m. on Tuesday, November 20, 2012 or, in the **NOTE 10 – COMMITMENTS AND CONTINGENCIES (CONT'D)** alternative, that the terms of the settlement be modified. The Settlement Agreement stems from a lawsuit that was filed in the State of New Mexico, County of Bernalillo, Second Judicial District Court, No. CV 2010-10561 by CWS against ST for their release of IP, copyrights, trademarks, etc. for the PDQ Suite purchased from ST in December, 2005. Sandia claims the agreement was verbally modified in 2006 to increase the payment another $400,000. Although verbal changes are prohibited in the agreement, CWS believed it was necessary to litigate and seek a pre-emptive judgment for total and absolute ownership as well as damages due to ST using this IP for their enrichment. Additionally, Mr. Pierce asserted a 15.8% ownership in CWS. On August 2, 2013, the Company filed Plaintiffs' Response to Defendants' Motion for Order to Show Cause. A hearing was held in the matter on November 5, 2013 in the Bernalillo County Courthouse in Albuquerque, NM. Because the Company did not have legal counsel a final judgment was entered.

Under the terms of the final judgment Core Wafer Systems, Inc. was enjoined, until the judgment is paid in full, from all use of the Software Property in the case and its derivatives. On or about April 21, 2014, Sandia Technologies, through their attorney, rejected a plan to pay off the debt which was submitted to them on behalf of the Company. On or about May 30, 2014, the Company received a letter of formal notice and Consent to Serve as Receiver dated May 13, 2014 along with Judgment Creditors' Verified Application for Appointment of Receiver to Sell Intellectual Property of Judgment of Debtor which was dated April 28, 2014.

On or about September 14, 2014, the Company received notice from Sandia's attorney in a letter dated September 4, 2014 which contained a copy of a Final Report of Receiver indicating that a receiver had been appointed by the Court's "Order Granting Judgment Creditors' Verified Application for Appointment of Receiver to Sell Intellectual Property of Judgment Debtor and Appointment of Receiver" dated July 12, 2014. Said Order Granted the sale, by the receiver, of the Software Property. It further stated that the sale took place on the front steps of the Second Judicial District Court, Bernalillo County, New Mexico on August 19, 2014. Sandia Technologies was the only bidder at the sale and made a credit bid of $300,000 against the Final Judgment entered on November 12, 2013, in Sandia's favor.

On April 6, 2013 the Company received a Notice of Default on behalf of its wholly owned subsidiary, Northeast Expedite Logistics, LLC from AeroFund Financial in the amount of $55,900. This notice stems from a bankruptcy filing of a major customer. The terms of the factoring agreement with AeroFund state that if any of the Company's customers declares bankruptcy the agreement is terminated and all open receivables become due immediately. As of March 31, 2015, the Company has not made any payments.

On or about July 15, 2013 the Company received a copy of a Notice of Default regarding a Promissory Note and Guaranty dated January 23, 2013, entered into by its wholly owned subsidiary, Core Wafer Systems, Inc. (CWS) and Roger Goetz personally. The principal amount of the Note was $100,000 plus a "factoring fee" of 3% totaling $103,000 which was to be repaid on or before March 21, 2013. On July 25, 2013 the Company complied with the Notice of Default by providing copies of documents relevant to the merger and acquisition of CWS. On August 9, 2013, in a follow up telephone call to the Note holders' attorney, the Company was informed that a formal complaint had been filed in the Third Judicial District Court of Southeast Minnesota, Case No. 81-CV-13-644 on or about July 30, 2013, and that on August 8, 2013 a Default Judgment was entered in the amount of $103,652.00 against Roger Goetz and Core Wafer Systems, Inc.

On August 8, 2013, the Company discovered that a judgment had been entered against its wholly owned subsidiary, Core Wafer Systems, Inc., in the amount of $109,978.90, as a co-defendant along with Roger Goetz, DeRaad & Goetz, LLC and WTOH Investors, LLC in a complaint filed on or about February 19, 2013 in the Third Judicial District Court of Southeast Minnesota, Case No. 81-CV-13-144 stemming from business dealings between Goetz and plaintiff beginning in 2005. The Company had no prior knowledge of the filing of the Complaint nor the circumstances which lead to the Complaint and subsequent judgment.

On or about August 26, 2013, through our Registered Agent, the Company received notice of Order Continuing Case Management Conference with regard to a complaint filed on September 11, 2012 against its wholly owned subsidiary Core Wafer Systems, Inc., in the Superior Court of California, County of San Francisco, case number CGC-12-524080, for unpaid legal fees and costs in the amount of $51,896.21. The notice set a case management conference for April 26, 2014 for plaintiff to obtain a default judgment against COREwafer Industries, Inc. The Company had no prior knowledge of the legal proceedings against Core Wafer Systems in this matter and will take appropriate measures to defend against it.

NOTE 10 – COMMITMENTS AND CONTINGENCIES (CONT'D)

Operating Leases

The organization does not currently maintain a "brick and mortar" presence. All employees and/or consultants work from home-based offices.

NOTE 11 – INCOME TAXES

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

The Company applies the provisions of FASB, Interpretation No. 48, or FIN 48, "Accounting for Uncertainty in Income Taxes – an Interpretation of FASB Statement 109." FIN 48 prescribes a recognition threshold and a measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more likely than not to be sustained upon examination by taxing authorities.

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

The benefit for income taxes from continued operations for the periods ended March 31, 2015 and 2014 consist of the following:

	2015	2014
Current:		
Federal	$ -	$ -
State	-	-
Deferred:		
Federal	6,815,000	7,082,000
State	-	-
	6,815,000	7,082,000
Increase in valuation allowance	(6,815,000)	(7,082,000)
Benefit for income taxes, net	$ -	$ -

NOTE 11 – INCOME TAXES (CONTINUED)

The benefits for 2015 and 2014 were computed by applying the federal and state statutory corporate tax rates as follows:

Statutory federal income tax rate	35.0 %
State income taxes	0.0 %
Valuation allowance	(35.0)%
Effective tax rate	(0.0)%

The net deferred tax assets and liabilities are comprised of the following:

	2015	2014
Deferred tax assets:	$ -	$ -
Current	-	-
Non-current	6,815,000	7,082,000
Less: valuation allowance	(6,815,000)	(7,082,000)
Net deferred income tax asset	$ -	$ -

At March 31, 2015, the Company had federal net operating loss carry-forwards totaling approximately $15,800,000 which expires in various years through 2028.

NOTE 12 – SUBSEQUENT EVENTS

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