

CoroWare, Inc,  
Form 10-Q  
June 04, 2013

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE OF 1934

For the quarterly period ended March 31, 2013

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER: 000-33231

COROWARE, INC.  
(EXACT NAME OF THE COMPANY AS SPECIFIED IN ITS CHARTER)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

95-4868120  
(I.R.S. Employer  
Identification No.)

1410 Market Street, Suite 200  
Kirkland, WA 98033  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(800) 641-2676  
(ISSUER REGISTRANT TELEPHONE NUMBER)

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the Company (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Company was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Edgar Filing: CoroWare, Inc, - Form 10-Q

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company)    
reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No

As of June 3, 2012 there were 3,664,665,076 shares of the issuer's \$.0001 par value common stock outstanding.

---

---

COROWARE, INC.  
March 31, 2013 QUARTERLY REPORT ON FORM 10-Q

TABLE OF CONTENTS

	PAGE
<b>PART I – FINANCIAL INFORMATION</b>	
Item 1. Consolidated Financial Statements	3
Consolidated Balance Sheets at March 31, 2013 (Unaudited) and December 31, 2012	3
Unaudited Consolidated Statements of Operations for the three months ended March 31, 2013 and 2012	4
Unaudited Consolidated Statements of Cash Flows for the three months ended March 31, 2013 and 2012	5
Notes to Unaudited Consolidated Financial Statements	7
Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3. Quantitative and Qualitative Disclosures About Market Risk	15
Item 4. Controls and Procedures	16
<b>PART II – OTHER INFORMATION</b>	
Item 1. Legal Proceedings	17
Item 1A. Risk Factors	17
Item 2. Unregistered Sales of Equity Securities and Use of Funds	17
Item 3. Defaults Upon Senior Securities	17
Item 4. Removed and Reserved	18
Item 5. Other Information	18
Item 6. Exhibits	18
SIGNATURES	19

COROWARE, INC.  
Consolidated Balance Sheets  
ASSETS

	March 31, 2013 (unaudited)	December 31, 2012
<b>CURRENT ASSETS</b>		
Cash	\$6,587	\$2,754
Accounts receivable, net	256,574	176,123
Costs and revenues in excess of billings	-	-
Inventory, net	16,057	15,267
Construction in progress	-	-
Other current assets	1,109	21,109
<b>Total Current Assets</b>	<b>280,327</b>	<b>215,253</b>
<b>PROPERTY AND EQUIPMENT, net</b>	<b>11,223</b>	<b>15,454</b>
<b>OTHER ASSETS</b>		
Deposits	-	-
Other assets, net	7,331	12,873
<b>Total Other Assets</b>	<b>7,331</b>	<b>12,873</b>
<b>TOTAL ASSETS</b>	<b>\$298,881</b>	<b>\$243,580</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued expenses	\$5,090,957	\$5,155,860
Lines of credit	132,977	121,369
Obligations collateralized by receivables	225,106	177,455
Current portion of notes payable	185,100	232,332
Accrued expenses- related parties	183,929	183,929
Notes payable-related parties	204,144	202,612
Derivative liability	77,024,684	77,655,809
Current maturities of convertible debt, net of discount	2,090,997	2,258,830
Redeemable preferred stock, Series B, \$.001 par value, 525,000 shares authorized, 159,666 shares issued and outstanding	212,887	70,961
Redeemable preferred stock, Series D, \$.001 par value, 500,000 shares authorized, 100,000 shares issued and outstanding	130,719	34,602
Redeemable preferred stock, Series E, \$.001 par value, 500,000 shares authorized, 100,000 shares issued and outstanding	34	50
Small business administration loan	980,450	980,450
<b>Total Current Liabilities</b>	<b>86,461,984</b>	<b>87,074,259</b>
<b>LONG TERM LIABILITIES</b>		
Convertible debentures, net of current maturities	221,805	221,805
<b>Total Liabilities</b>	<b>86,683,789</b>	<b>87,296,064</b>
<b>STOCKHOLDERS' DEFICIT</b>		
Common stock; 100,000,000 shares authorized at \$.0001 par value, 2,202,838,008 and 306,542,857 shares issued and outstanding, respectively	220,284	30,654
Additional paid-in capital	16,545,646	16,537,112
Non controlling interest	38,665	39,298

Edgar Filing: CoroWare, Inc, - Form 10-Q

Treasury stock	(35,700 )	(35,700 )
Accumulated deficit	(103,153,803)	(103,623,848)
Total Stockholders' Deficit	(86,384,908 )	(87,052,484 )
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$298,881	\$243,580

The accompanying notes are an integral part of these consolidated financial statements.

COROWARE, INC.  
Consolidated Statements of Operations  
(unaudited)

	For the Three Months Ended March 31,	
	2013	2012
REVENUES	\$318,588	\$353,376
COST OF SALES	198,628	212,489
GROSS PROFIT	119,960	140,887
<b>OPERATING EXPENSES</b>		
Depreciation and amortization	4,231	3,000
General and administrative	345,379	226,109
Total Operating Expenses	349,610	229,109
LOSS FROM OPERATIONS	(229,650 )	(88,222 )
<b>OTHER INCOME (EXPENSE)</b>		
Gain (loss) on derivative valuation	741,568	(189,357 )
Interest expense	(54,506 )	(207,293 )
Loss on settlement of debt	-	(35,630 )
TOTAL OTHER INCOME (EXPENSE)	687,062	(432,280 )
LOSS BEFORE NON CONTROLLING INTEREST	457,412	(520,502 )
Net loss attributable to non controlling interest	12,633	-
LOSS BEFORE INCOME TAXES	470,045	(520,502 )
INCOME TAX EXPENSE	-	-
NET LOSS	\$470,045	\$(520,502 )
<b>BASIC AND DILUTED LOSS PER SHARE</b>		
	\$0.00	\$(0.08 )
<b>WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING BASIC AND DILUTED</b>		
	1,492,563,835	6,824,014

The accompanying notes are an integral part of these consolidated financial statements

COROWARE, INC.  
Consolidated Statements of Cash Flows  
(unaudited)

For the Three Months Ended  
March 31,  
2013                      2012

**OPERATING ACTIVITIES**

Net loss	\$ 457,412	\$ (520,502 )
Adjustments to reconcile net loss to net cash used in operating activities:		
(Gain) loss on derivative valuation	(741,568 )	189,357
Loss on settlement of debt	-	35,630
Amortization of deferred financing costs	-	1,370
Stock issued for services	28,659	-
Depreciation and amortization	4,231	3,000
Amortization of debt discount	5,542	100,794
Changes in operating assets and liabilities:		
Accounts receivable	(80,452 )	(20,114 )
Other current assets	20,000	(3,664 )
Inventory	(789 )	-
Prepaid expenses and deposits	-	-
Accrued expenses-related parties	-	35,424
Accounts payable and accrued expenses	(64,903 )	155,522
<b>Net Cash Used in Operating Activities</b>	<b>(371,868 )</b>	<b>(23,183 )</b>

**INVESTING ACTIVITIES**

Purchase of property and equipment	-	(561 )
<b>Net Cash Used in Investing Activities</b>	<b>-</b>	<b>(561 )</b>

**FINANCING ACTIVITIES**

Obligations collateralized by receivables	47,651	11,429
Proceeds from related party loans	1,532	-
Proceeds from convertible debentures	350,142	12,990
Proceeds from line of credit	11,608	1,985
Proceeds from non controlling interest	12,000	-
Repayment of notes payable	(47,232 )	-
Repayment of related party loans	-	(3,182 )
<b>Net Cash Provided by Financing Activities</b>	<b>375,701</b>	<b>23,222</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>3,833</b>	<b>(522 )</b>
<b>CASH AT BEGINNING OF PERIOD</b>	<b>2,754</b>	<b>522</b>
<b>CASH AT END OF PERIOD</b>	<b>\$ 6,587</b>	<b>\$ -</b>

The accompanying notes are an integral part of these consolidated financial statements.



COROWARE, INC.  
 Consolidated Statements of Cash Flows (Continued)  
 (unaudited)

For the Three Months Ended  
 March 31,  
 2013                      2012

SUPPLEMENTAL DISCLOSURES OF  
 CASH FLOW INFORMATION

CASH PAID FOR:

Interest	\$ -	\$ -
Income taxes	-	-

NON CASH FINANCING ACTIVITIES:

Common stock issued upon conversion of debt	\$ 169,506	\$ 207,859
Commons stock issued for accrued liabilities	-	17,985

The accompanying notes are an integral part of these consolidated financial statements.

COROWARE, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

NOTE 1 – BASIS OF PRESENTATION

The accompanying unaudited interim consolidated financial statements of CoroWare, Inc. (“CoroWare” or “the Company”) have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission (“SEC”), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company’s annual report filed with the SEC on Form 10-K for the year ended December 31, 2012. The consolidated financial statements include the accounts of the Company and its wholly-owned operating subsidiary, CoroWare Technologies, Inc. Also included in the consolidated statements are the Company’s inactive wholly-owned subsidiaries, Innova Robotics, Inc., Robotic Workspace Technologies, Inc., and Robotics Software Service, Inc. (herein referred to as the “Subsidiaries”). The Company also consolidates its 51% interest in Aricon, LLC. All significant inter-company balances and transactions have been eliminated in the consolidated financial statements. In the opinion of management, all adjustments consisting of normal recurring adjustments necessary for a fair presentation of financial position and the results of operations for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year. Notes to the financial statements which would substantially duplicate the disclosure contained in the audited financial statements for the most recent fiscal year ended December 31, 2012 as reported in Form 10-K have been omitted.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Subsequent Events

The Company evaluated events occurring between the end of the current period and the date these financial statements were issued for potential subsequent event disclosures.

Recent Accounting Pronouncements

Management does not expect the impact of any other recently issued accounting pronouncements to have a material impact on its financial condition or results of operations.

Reclassifications

None

NOTE 3 – FINANCIAL CONDITION AND GOING CONCERN

The Company has a loss from operations for the three months ended March 31, 2013 of \$470,045. Because of this loss, the current working capital deficit, and the projection of additional losses for the remainder of 2013, the Company will require additional working capital to develop its business operations.

The Company intends to raise additional working capital through the use of public offerings and/or related party financings.

There are no assurances that the Company will be able to either (1) achieve a level of revenues adequate to generate sufficient cash flow from operations; or (2) obtain additional financing through either private placements, public offerings, bank financing and/or related party financing necessary to support the Company's working capital requirements. To the extent that funds generated from operations, any private placements, public offerings, bank financing and/or related party financings are insufficient, the Company will have to raise additional working capital. No assurance can be given that additional financing will be available or, if available, will be on terms acceptable to the Company.

These conditions raise substantial doubt about the Company's ability to continue as a going concern. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

-7-

---

## NOTE 4 – ACCOUNTS RECEIVABLE FACTORING

On March 21, 2010, the Company established a \$200,000 factoring line with an asset-based lender, CapeFirst Funding, LLC (“Capefirst”) that is secured by accounts receivable that the Lender may accept and purchase from the Company. The agreement calls for Capefirst to advance up to 80% of the net face amount of each assigned account or up to 50% of eligible assigned purchase orders. The agreement calls for a maximum facility amount of \$200,000 with a purchase fee of 2% of the net face amount of each assigned account and a collection fee of 0.1% compounded daily. In the event of a dispute or in the event of fraud, misrepresentation, willful misconduct or negligence on the part of the Company, Capefirst may require the Company to immediately repurchase the assigned accounts at a purchase price that includes the amount of the assigned account plus the discount fee, interest and collection fee and may include a processing fee of 10%.

## NOTE 5 - CONVERTIBLE DEBT

The following table illustrates the carrying value of convertible debt:

	March 31, 2013	December 31, 2012
\$2,825,000 Yorkville financing (a)	\$ 420,828	\$ 471,543
\$ 600,000 Yorkville financing	600,000	600,000
\$ 300,000 Yorkville financing	300,000	300,000
\$ 75,000 Collins financing	39,170	39,170
\$ 27,500 Asher financing (m)	18,900	18,900
\$ 10,750 Barclay financing	10,750	10,750
\$ 9,750 Tangiers financing (b)	-	3,059
\$ 170,562 Ratzker financing (c)	28,784	152,007
\$ 67,042 Harvey financing	67,042	67,042
\$ 89,383 Cariou financing (d)	42,465	54,838
\$ 17,500 Asher financing (l)	17,500	3,547
\$ 20,000 Asher financing (k)	18,775	18,775
\$ 65,000 Panache financing (g)	29,253	41,860
\$ 15,000 Panache financing	15,000	15,000
\$ 567,200 Westmount financing	534,055	537,318
\$ 170,561 Redwood financing (h)	58,627	89,377
\$ 21,962 Premier financing	21,962	21,962
\$ 21,000 Tangiers financing (i)	-	11,424
\$ 5,474 Tangiers financing	-	2,500
\$ 10,000 Magna financing	-	10,000
\$ 54,060 Ridge Point financing	23,305	9,117
\$42,200 AGS financing	42,000	-
\$131,377 AGS financing (j)	128,752	-
	2,401,468	2,480,635
Discount	(88,666 )	(73,796)
Less: Current portion of convertible debt	(2,090,997)	(2,204,710)
Long term portion of convertible debt	\$ 221,805	\$ 221,805

(a) \$2,825,000 Yorkville financing:

During the three month period ending March 31, 2013, Yorkville converted \$24,232 of principal from Tranche 3 into 176,049,020 shares of the Company's common stock.

(b) \$9,750 Tangiers financing (formerly the Mackie financing):

During the quarter ending March 31, 2013, Tangiers converted \$1,496 on principal and interest into 29,920,000 share of the Company's common stock extinguishing the debt.

(c) \$170,562 Ratzker financing:

During the quarter ending March 31, 2013, Ratzker converted \$6,500 on principal into 50,000,000 shares of the Company's common stock. On March 12, 2013, Ratzker assigned a 131,377 portion of his note to an unrelated third party ("AGS)

(d) \$89,383 Cariou financing:

On March 11, 2013, Cariou sold a \$10,000 principal portion of his convertible note plus \$2,372.60 in accrued interest to an unrelated third party (“Tangiers.”).

(g) \$65,000 Panache financing:

During the quarter ending March 31, 2013, Panache converted \$19,220.16 of principal into 212,090,000, shares of the Company’s common stock.

(h) \$170,561 Redwood financing :

During the quarter ending March 31, 2013, Redwood converted \$30,750 of principal into 209,817,812, shares of the Company’s common stock.

(i) \$21,000 Tangiers financing:

During the quarter ending March 31, 2013, Tangiers converted \$25,218 of principal and interest into 168,121,345 shares of the Company’s common stock.

(j) \$131,377 AGS financing:

During the quarter ending March 31, 2013, AGS converted \$2,635 of principal and interest into 75,000,000 shares of the Company’s common stock.

(k) \$20,000 Asher financing:

During the quarter ending March 31, 2013, Asher converted \$6,600 of principal and interest into 130,000,000 shares of the Company’s common stock.

(l) \$17,500 Asher financing:

During the quarter ending March 31, 2013, Asher converted \$5,000 of principal and interest into 100,000,000 shares of the Company’s common stock.

(m) \$27,500 Asher financing:

During the quarter ending March 31, 2013, Asher converted \$100 of principal and interest into 10,000,000 shares of the Company’s common stock extinguishing the debt.

During the three months ended March 31, 2013, conversions were as follows:

Financing or other contractual arrangement:	Principal converted	Shares Issued
Yorkville convertible note financing	\$ 25,715	196,137,255
Panache convertible note financing	12,607	162,490,000
Ratzker convertible note financing	9,125	125,000,000
Westmount convertible note financing	3,263	19,196,530

Edgar Filing: CoroWare, Inc, - Form 10-Q

Asher convertible note financing	15,700	242,222,222
Redwood convertible note financing	30,750	209,817,812
Magna convertible note financing	10,000	94,000,000
Tangiers convertible note financing	33,328	247,641,345
Ridge Point convertible note financing	22,425	405,000,000
MD Global	6,593	75,360,000

Several of the convertible notes are in default, however, the terms of the agreements allow conversion of the debt during periods of default. In computing the derivative liability associated with the conversion, one of the inputs is maturity of the instruments which, in this case, is technically in the past. Accordingly, management has estimated a debt maturity date of ten months from the period-end date for purposes of the derivative liability calculations. During the three months ended March 31, 2013 the Company realized a gain on the derivative valuation of \$741,568.

## NOTE 6 - OTHER STOCKHOLDERS' EQUITY

## a) Stock Options:

The following table summarizes stock option activity:

	Total Options	Weighted Average Price
Outstanding, December 31, 2012	38,164	\$ 2.97
Granted	-	-
Cancelled	-	-
Forfeited	-	-
Exercised	-	-
Outstanding, March 31, 2013	38,164	\$ 2.97
Exercisable at March 31, 2013	38,164	\$ 2.97

## b) Outstanding warrants:

The following table summarizes warrant activity:

	Total Options	Weighted Average Price
Outstanding, December 31, 2012	167	\$ 2.97
Granted	-	-
Cancelled	-	-
Forfeited	-	-
Expired	(167)	-
Outstanding, March 31, 2013	-	\$ 2.97
Exercisable at March 31, 2013	-	\$ 2.97

## c) Issuance of common stock:

The following table summarizes common stock issued for services during the three month period ended March 31:

	2013		2012	
	Shares	Value	Shares	Value
Employee compensation	119,429,987	\$ 28,659	468,000,000	\$ 46,000

The following table summarizes other common stock issued during the three month period ended March 31:

	2013		2012	
	Shares	Value	Shares	Value
Satisfaction of payables	-	-	934,882	\$ 17,985
Redemption of convertible debenture	1,776,865,164	169,506	5,851,154	207,859
Notes payable	-	-	-	-
	1,776,865,164	169,506	6,786,036	\$ 225,844

## d) Dividends on preferred stock:

At March 31, 2013 and December 31, 2012, there were cumulative undeclared dividends to Preferred Series B shareholders of \$49,896 and \$47,900, respectively, the obligation for which is contingent on declaration by the board



of directors.

-10-

---

## e) Preferred Stock, Series E:

On March 9, 2012 the Board approved by unanimous written consent an amendment to the Corporation's Certificate of Incorporation to designate the rights and preferences of Series E Preferred Stock. There are 1,000,000 shares of Series E Preferred Stock authorized with a par value of \$0.001. Each share of Series E Preferred Stock has a stated value equal to \$1.00 and shall be entitled to receive dividends at the rate of 5% per annum on the stated value before dividends are declared on any other outstanding shares of stock of the Company. These preferred shares rank higher than the common shares and pari passu with all other classes of preferred stock. Each outstanding share of Series E Preferred Stock shall be convertible into the number of shares of the Corporation's common stock determined by dividing the Stated Value by the Conversion Price which is defined as \$0.0001. Mandatory conversion can be demanded by the Company prior to October 1, 2013. The holders of the Series E Preferred Stock shall have no voting power.

There were 50,000 Preferred, Series E shares issued as of March 31, 2013.

## f) Increase in Authorized Shares:

On February 22, 2013, the Majority Stockholders authorized an increase in the number of authorized shares of common stock from three billion (3,000,000,000) shares of common stock to thirteen billion (13,000,000,000) shares of common stock. This change was effective March 25, 2013.

## g) Reverse split:

On July 6, 2012, the Company effected a one-for-two hundred (1:200) reverse split of the Company's Common Stock. All common share amounts within this document have been adjusted to reflect this change.

## NOTE7 – COMMITMENTS

The Company leases its principal operating facilities in Kirkland, Washington under a 5 year operating lease which runs through July 31, 2015 and provides for monthly payments of \$3,735 with a built in annual escalation clause increasing monthly rent by \$249 at each anniversary date.

Future non-cancelable minimum lease payments are as follows:

Years Ending December 31,

2013	\$ 52,041
2014	55,029
2015	33,117
	\$ 140,187

## NOTE 8 – INVESTMENT IN JOINT VENTURE

On September 27, 2012, the Company partnered with a private investor to launch a joint venture – Aricon, LLC to develop and market mobile robot platforms, applications, and solutions for the construction industry.

The joint venture is currently comprised of CoroWare (51% ownership), who agreed to contribute 38,000,000 shares of restricted CoroWare common stock, (1) mobile robot for prototype development, \$10,000 cash, and mobile robotics development expertise; and Lucas Snyder (49% ownership), a private investor who agreed to contribute \$50,000 cash, construction industry expertise, and customer relationships. The Company received \$20,000 from the private investor during the three months ended March 31, 2013.

Through its combined expertise in construction and robotics, ARiCON intends to address the growing need for Computer Aided Production (CAP) solutions, with its initial focus on the development of robotic layout systems.

NOTE 9 – SUBSEQUENT EVENTS

Recent financings:

(a) \$14,000 Tangiers financing:

On April 19, 2013, the Company entered into a \$14,000 Convertible Note Agreement with an unrelated third party (“Tangiers”). The note calls for interest at 10% through the maturity date of April 19, 2014.

The holder of the debenture may, at any time, convert amounts outstanding under the debenture into shares of common stock of the Company at a conversion rate equal to 50% of the lowest closing bid in the 10 days prior to the conversion date.

(b) \$24,893.17 Tangiers financing:

On May 1, 2013, Raphael Cariou sold a \$24,893.17 of his convertible debenture to an unrelated third party (“Tangiers”). The Company entered into a \$24,893.17 Convertible Note Agreement with Tangiers. The note calls for interest at 10% through the maturity date of May 1, 2014.

The holder of the debenture may, at any time, convert amounts outstanding under the debenture into shares of common stock of the Company at a conversion rate equal to 50% of the lowest closing bid in the 10 days prior to the conversion date.

(c) \$20,000 Tangiers financing:

On May 17, 2013, the Company entered into a \$20,000 Convertible Note Agreement with an unrelated third party (“Tangiers”). The note calls for interest at 10% through the maturity date of May 17, 2014.

The holder of the debenture may, at any time, convert amounts outstanding under the debenture into shares of common stock of the Company at a conversion rate equal to 50% of the lowest closing bid in the 10 days prior to the conversion date.

Stock Issuances:

The Company issued the following shares subsequent to March 31, 2013:

Shares issued in connection with redemptions on convertible debentures	1,153,987,068
Total	1,153,987,068

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These statements relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may" "should," "expect," "plan," "anticipate," "believe," "estimate," "predict," "potential" or "continue," the negative of such terms, or other comparable terminology. These statements are only predictions. Actual events or results may differ materially from those in the forward-looking statements as a result of various important factors. Although we believe that the expectations reflected in the forward-looking statements are reasonable, they should not be regarded as a representation by CoroWare, Inc., or any other person, that such expectations will be achieved. The business and operations of CoroWare, Inc. are subject to substantial risks, which increase the uncertainty inherent in the forward-looking statements contained in this report.

### BACKGROUND

CoroWare, Inc is a public holding company whose principal subsidiary, CoroWare Technologies, Inc. ("CTI"), has expertise in information technology consulting, mobile robotics, and affordable collaboration. Through our subsidiary, CoroWare delivers custom engineering services, hardware and software products, and subscription services that benefit customers in North America, Europe, Australia, Asia and the Middle East. Our customers span multiple industry sectors and comprise universities, large enterprises and small businesses, software and hardware product development companies, and non-profit organizations. The company also maintains a Near Shore practice which is comprised of multiple subcontracting companies with whom the company maintains close working relationships. Through these relationships, the Company is able to provide services in South America.

### COROWARE TECHNOLOGIES, INC.

CTI is a software professional services company with a strong focus on Information Technology integration and robotics integration, business automation solutions, and unmanned systems solutions to its customers in North America and Europe.

CTI's expertise includes the deployment and integration of computing platforms and applications, as well as the development of unmanned vehicle software and solutions for customers in the research, commercial, and homeland security market segments. CTI shall continue to offer its high value software systems development and integration services that complement the growing trend in outsourced software development services in Asia, Latin America, and Eastern Europe.

CoroWare Technologies comprises three separately managed lines of business:

- CoroWare Business Solutions : IT and lab management; business intelligence; software architecture, design and development; content delivery; partner and program management.
- Robotics and Automation : Custom engineering such as visualization, simulation and software development; and mobile robot platforms.
- Enhanced Collaboration Solution : Collaboration and conferencing products, solutions and subscription services.

The Company's revenues are principally derived from standing contracts that include Microsoft (partner management and IT professional services), a European auto manufacturer (simulation software custom development), and other customers whose product development groups require custom software development and consulting companies. Existing contract revenues vary month by month based on the demands of the clients. The Company's collaboration effort is in the early stages of growth and will require additional working capital to compete effectively against new

entrants in this rapidly growing market.

-13-

---

## RESULTS OF OPERATIONS

### THREE MONTHS ENDED MARCH 31, 2013 COMPARED TO THREE MONTHS ENDED MARCH 31, 2012:

During the three-month period ended March 31, 2013 (the "2013 Period") revenues were \$318,588 compared to revenues of \$353,376 during the three-month period ended March 31, 2012 (the "2012 Period"). Our revenues were flat compared to the previous year as customers moderated spending on software development services for IT consulting and software development projects; continued to purchase CoroCall hosted services instead of videoconferencing infrastructure; and delayed capital expenditures until later in the calendar year.

Cost of revenues was \$198,628 for the 2013 Period compared to \$212,489 for the 2012 Period. Cost of revenues represents primarily labor and labor-related costs in addition to overhead costs. Gross profit on these 2013 revenues amounted to \$119,960 (38% gross profit percentage) compared to \$140,887 (40% gross profit percentage) for the 2012 Period. The increased gross profit percentage resulted from improving our efficiency of delivering products and services.

Research and development was \$13,235 (4% of gross revenues) for the 2013 Period compared to \$0 (0% of gross revenues) in the 2012 Period. The decreased research and development investment resulted from completing our software development and testing initiatives, including CoroCall Business Class HD Video Conferencing and CoroWare Billing Integration Framework.

Operating expenses were \$349,610 during the 2013 Period compared to \$229,109 during the 2012 Period. General and Administration expenses increased by 44% to \$234,180 in the 2013 Period compared to \$163,129 for the 2012 Period as the Company increased its payroll and travel costs in an effort to increase public awareness of its products. Sales and marketing expenses increased by 98% to \$97,958 in the 2013 Period compared to \$49,490 for the 2012 Period as the Company adjusted sales compensation plans to bring them in line with the Company's cost of sales objectives. Loss from operations was \$229,650 during the 2013 Period compared to \$88,222 in the 2012 Period.

Total other income was \$687,062 during the 2013 Period compared to other expense of \$432,280 in the 2012 Period. Other income is comprised primarily of derivative revaluation gain. Derivative valuation gain in the 2013 Period was \$741,568 compared to derivative expense of \$189,357 in the 2012 Period. Keeping the number of shares constant, the liability associated with the embedded conversion features increases as our share price and volatility increases and, likewise, decreases when our share price and share price volatility decreases. Derivative income (expense) displays the inverse relationship. The derivative expense in the 2012 Period is the result of consistent share price (\$.0001 at December 31, 2012 versus \$0.0001 at March 31, 2013) and a slight decrease share price which resulted in an insignificant change in the calculated Monte Carlo values. During the 2013 Period, the share price decreased (\$.0004 at December 31, 2012 versus \$0.0001 at March 31, 2013) with a slight increase in the volatility which resulted in an insignificant change in the calculated Monte Carlo values. The derivative expense in the 2013 Period is primarily due to expense recognized in connection with redemptions on various debentures during the quarter. Interest expense for the three month 2012 Period is \$54,506 compared to \$207,293 for the three month 2012 Period. The debt discount amortized using the effective interest method was \$100,794 during 2012 compared to \$5,542 during 2013. Under this method, the amount of amortization increases exponentially as the underlying carrying value of the amortized debt increases.

Net Income for the 2013 Period was \$470,045 compared to a net loss of \$520,502 for the 2012 Period.

Basic weighted average shares outstanding were 1,492,563,825 during the 2013 Period compared to 6,824,014 in the 2012 Period. There is no fully diluted calculation for the 2012 Period as the effect would be anti-dilutive.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2013, we had current assets of \$280,327, current liabilities of \$86,461,984, negative working capital of (\$86,181,657) and an accumulated deficit of \$103,153,803. For the three months ending March 31, 2013, we had net cash flows used in operating activities of (\$371,868), net cash flows used in investing activities of \$-0- and net cash flows provided by financing activities of \$375,701.



We will need to obtain additional capital in order to expand operations and become profitable. In order to obtain capital, we may need to sell additional shares of our common stock or borrow funds from private lenders. There can be no assurance that we will be successful in obtaining additional funding. We will still need additional capital in order to continue operations until we are able to achieve positive operating cash flow. Additional capital is being sought, but we cannot guarantee that we will be able to obtain such investments. Financing transactions may include the issuance of equity or debt securities, obtaining credit facilities, or other financing mechanisms. If we do not obtain additional capital, we may cease operations.

However, even if we are able to raise the funds required, it is possible that we could incur unexpected costs and expenses, fail to collect significant amounts owed to us, or experience unexpected cash requirements that would force us to seek alternative financing. Furthermore, if we issue additional equity or debt securities, stockholders may experience additional dilution or the new equity securities may have rights, preferences or privileges senior to those of existing holders of our common stock. If additional financing is not available or is not available on acceptable terms, we will have to curtail our operations.

#### OFF-BALANCE SHEET ARRANGEMENTS

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

#### CONTRACTUAL OBLIGATIONS

The following table sets forth the contractual obligations of the Company as of December 31, 2012:

Contractual Obligations	Total	Payments due by Period			More than 5 years
		Less than 1 year	1-3 years	3-5 years	
Convertible debt, net	\$ 2,480,635	\$ 2,258,830	\$ 221,805	\$ -	\$ -
Notes payable	232,332	232,332	-	-	-
Notes payable, related parties	202,612	202,612	-	-	-
Long-term debt	980,450	980,450	-	-	-
<b>Total</b>	<b>\$ 3,896,029</b>	<b>\$ 3,674,224</b>	<b>\$ 221,805</b>	<b>\$ -</b>	<b>\$ -</b>

#### EFFECT OF RECENT ACCOUNTING PRONOUNCEMENTS

Refer to Form 10-K for the year ended December 31, 2012.

#### ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a smaller reporting company, as defined in Rule 12b-2 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are not required to provide the information required by this item.

#### ITEM 4. CONTROLS AND PROCEDURES

##### Evaluation of Disclosure Controls and Procedures

With the participation of Lloyd T. Spencer, who serves as the Chief Executive Officer (the principal executive officer) and Interim Chief Financial Officer (the principal financial officer); the Company's management has evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")), as of the end of the quarterly period covered by this Quarterly Report on Form 10-Q. As of the end of the period covered by this Report, we conducted an evaluation, under the supervision and with the participation of our chief executive officer and interim chief financial officer, of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our chief executive officer and interim chief financial officer concluded that our disclosure controls and procedures are not effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. The ineffectiveness of our disclosure controls and procedures is the result of certain deficiencies in internal controls constituting material weaknesses as discussed below.

The Company has historically had limited operating revenue and, as such, all accounting and financial reporting operations have been and are currently performed by a limited number of individuals. The parties that perform the accounting and financial reporting operations are the only parties with any significant knowledge of generally accepted accounting principles. Thus, we lack segregation of duties in the period-end financial reporting process. This lack of additional accounting/auditing staff with significant knowledge of generally accepted accounting principles in order to properly segregate duties could result in ineffective oversight and monitoring and the possibility of a misstatement within the consolidated financial statements. However, the material weaknesses identified did not result in the restatement of any previously reported financial statements or any other related financial disclosure, nor does management believe that it had any effect on the accuracy of the Company's consolidated financial statements for the current reporting period.

The Company is currently reviewing its policies and is evaluating its disclosure controls and procedures so that it will be able to determine the changes it can and should make to make such controls more effective.

##### Changes in Internal Controls over Financial Reporting

There were no changes in the Company's internal control over financial reporting during the Company's last fiscal quarter that have materially affected, or are likely to materially affect, the Company's internal control over financial reporting.

Part II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

As a smaller reporting company, as defined in Rule 12b-2 of the Exchange Act, we are not required to provide the information required by this item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF FUNDS

During the quarter ending March 31, 2013, the Company made issuances of 75,000,000 shares of its common stock, at a price equal to \$0.0001 per share, to AGS as described in NOTE 5 - CONVERTIBLE DEBT.

During the quarter ending March 31, 2013, the Company made issuances of 240,000,000 shares of its common stock, at a price equal to \$0.0001 per share, to Asher as described in NOTE 5 - CONVERTIBLE DEBT.

During the quarter ending March 31, 2013, the Company made issuances of 94,000,000 shares of its common stock, at a price equal to \$0.00011 per share, to Magna as described in NOTE 5 - CONVERTIBLE DEBT.

During the quarter ending March 31, 2013, the Company made issuances of 212,090,000 shares of its common stock, at a price equal to \$0.00012 per share, to Panache as described in NOTE 5 - CONVERTIBLE DEBT.

During the quarter ending March 31, 2013, the Company made issuances of 50,000,000 shares of its common stock, at a price equal to \$0.00013 per share, to Ratzker as described in NOTE 5 - CONVERTIBLE DEBT

During the quarter ending March 31, 2013, the Company made issuances of 209,817,812 shares of its common stock, at a price equal to \$0.00014 per share, to Redwood as described in NOTE 5 - CONVERTIBLE DEBT

During the quarter ending March 31, 2013, the Company made issuances of 405,000,000 shares of its common stock, at a price equal to \$0.0001 per share, to RidgePoint as described in NOTE 5 - CONVERTIBLE DEBT

During the quarter ending March 31, 2013, the Company made issuances of 198,041,345 shares of its common stock, at a price equal to \$0.00016 per share, to Tangiers as described in NOTE 5 - CONVERTIBLE DEBT.

During the quarter ending March 31, 2013, the Company made issuances of 19,196,530 shares of its common stock, at a price equal to \$0.00017 per share, to Westmount as described in NOTE 5 - CONVERTIBLE DEBT

During the quarter ending March 31, 2013, the Company made issuances of 176,049,020 shares of its common stock, at a price equal to \$0.00015 per share, to Yorkville as described in NOTE 5 - CONVERTIBLE DEBT

The shares were issued in reliance upon an exemption from registration under Section 4(2) of the Securities Act and the rules and regulations promulgated thereunder, including Regulation D.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

(a)

No material default in the payment of principal, interest, a sinking fund or purchase fund installment, or any other material default not cured within 30 days exists as of the balance sheet date.

- (b) As of the balance sheet date the company is in arrears in the payment of dividends related to its Series B preferred stock in the amount of \$15,969.
- (c) At March 31, 2012, we are in default on the remaining of the original \$2,825,000 Secured Convertible Debenture presently held by Yorkville Advisors, LLC. Yorkville currently holds \$395,628 of the first tranche and \$82,630 of the third tranche. The remainder of the first tranche was assigned to a third party (“Ratzker”) who amended the terms in March 2011 extending the maturity date to March 2013. During the second quarter of 2011, Ratzker assigned 50% of his note to another third party (“Redwood”). The second tranche was assigned to a third party who did not amend the terms. The note is still in default. The debenture accrued interest at 10% per annum thru March 25, 2008 at which time the interest rate was increased to 14% per annum. The debenture is convertible at the option of the holder into shares of CoroWare, Inc. common stock.

- (d) As of March 31, 2012, we are in default on our Secured Convertible Debenture presently held by Yorkville Advisors, LLC in the face amount of \$600,000. The debenture accrued interest at 14% per annum and is convertible at the option of the holder into shares of CoroWare, Inc. common stock.
- (e) As of March 31, 2012, we are in default on our Secured Convertible Debenture presently held by Yorkville Advisors, LLC in the face amount of \$300,000. The debenture accrued interest at 14% per annum and is convertible at the option of the holder into shares of CoroWare, Inc. common stock.
- (f) As of March 31, 2012, we are in default on our Unsecured Convertible Debenture presently held by Barclay Lyons in the face amount of \$10,750. The debenture accrued interest at 21% through the maturity date of July 28, 2011 with default interest at 35% thereafter. The debenture is convertible at the option of the holder into shares of CoroWare, Inc. common stock.
- (g) As of March 31, 2012, we are in default on our Unsecured Convertible Debenture presently held by Martin Harvey in the face amount of \$67,042. The debenture accrued interest at 10% through the maturity date of May 2, 2011 with default interest at 15% thereafter. The debenture is convertible at the option of the holder into shares of CoroWare, Inc. common stock.
- (h) As of March 31, 2012, we are in default on our Unsecured Convertible Debenture presently held by Thomas Collins in the face amount of \$39,170. The debenture accrues interest at 15% and is convertible at the option of the holder into shares of CoroWare, Inc. common stock.
- (i) As of March 31, 2012, we are in default on two notes payable aggregating \$100,000. The notes accrued interest at 8% through the maturity date of February 2003 with default interest at 15% thereafter. The notes are convertible at the option of the holder into shares of CoroWare, Inc. common stock.

#### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Removed and Reserved.

#### ITEM 5. OTHER INFORMATION

#### ITEM 6. EXHIBITS

- |    |  |
|----|--|
| 31 | Certification of Periodic Financial Reports by Lloyd Spencer in satisfaction of Section 302 of the Sarbanes-Oxley Act of 2002                            |
| 32 | Certification of Periodic Financial Reports by Lloyd Spencer in satisfaction of Section 906 of the Sarbanes-Oxley Act of 2002 and 18 U.S.C. Section 1350 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CoroWare, Inc.

Dated: June 3, 2013

By: /s/ Lloyd T. Spencer  
Lloyd T. Spencer  
Chief Executive Officer and  
Interim Chief Financial Officer  
(Principal Executive Officer and  
Principal Accounting and Financial  
Officer)