Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

Aluf Holdings, Inc.

(A Nevada Corporation)
1801 Polk Street, Unit 2677
Hollywood, FL 33022
(866) 793-1110
www.Aluf.com
info@aluf.com
Primary SIC: 551114

ANNUAL REPORT
As of December 31, 2018

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 informationfile 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: March 21, 2019

ALUF HOLDINGS, INC.

By: /s/ Ms. Teresa McWilliams

Name: Ms. Teresa McWilliams
Position: Chief Financial Officer
Phone: (866) 793-1110
E-mail: teresa.mcwilliams@aluf.com
Web-Page: http://aluf.com/

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

The exact name of the Issuer is Aluf Holdings, Inc., as of July 13, 2015, when its name was changed from COREwafer Industries, Inc.

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

The principal executive offices are located at:

Company Headquarters

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

IR Contact

TBD

3. Security Information:

Transfer Agent
VStock Transfer, LLC
18 Lafayette Place
Woodmere, NY 11598

Phone: 212-828-8436

The transfer agent is registered under the Exchange Act.

Trading Symbol: AHIX

CUSIP: 022167100

Par Value: $.001

Title and class of securities outstanding:	12/31/2017	12/31/2018
Number of Shares Authorized – Common	3,946,821,989	7,400,000,000
Number of Shares Outstanding – Common	3,471,202,631	3,903,602,631
Number of Shares Authorized – Preferred	53,178,001	100,000,000
Number of Shares Outstanding – Pref. Ser. A	175,000	175,000
Number of Shares Outstanding – Pref. Ser. B	11,755,156	73,003,000
Number of Shares Outstanding – Pref. Ser. D	3,001	3,001
Number of Shares Outstanding – Pref. Ser. E	4	4
Freely Tradable Shares – Common	2,748,363,689	2,748,383,689
Total Number of Beneficial Shareholders	2	2
Total Number of Shareholders of Record	159	160

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:

Common shares of stock issued in settlement of debt:

Table A.							
Number of Shares ed	Class	Date of Issuance	Proceeds from Sale or Description of Consideration		Name	Price Per Share	value
10,700,000	Common	01/04/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00060	6,420
8,500,000	Common	01/04/16	Reduction of Debt	Investor	Macallan Partners	0.00071	6,001
5,347,000	Common	01/08/16	Reduction of Debt	Investor	RDW Capital Partners	0.00050	2,674
11,700,000	Common	01/08/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00060	7,020
11,668,935	Common	01/11/16	Reduction of Debt	Investor	Gold Coast Capital Partners	0.00040	4,668
13,500,000	Common	01/12/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00060	8,100
5,600,000	Common	01/12/16	Reduction of Debt	Investor	RDW Capital Partners	0.00050	2,800
14,500,000	Common	01/12/16	Reduction of Debt	Investor	Microcap Equity Group	0.00050	7,250
21,325,000	Common	01/13/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00060	12,795
5,177,500	Common	01/13/16	Reduction of Debt	Investor	Gold Coast Capital Partners	0.00040	2,071
6,100,000	Common	01/14/16	Reduction of Debt	Investor	RDW Capital Partners	0.00050	3,050
16,000,000	Common	01/14/16	Reduction of Debt	Investor	Microcap Equity Group	0.00050	8,000
10,900,000	Common	01/15/16	Reduction of Debt	Investor	RDW Capital Partners	0.00050	5,450
(6,887,000)	Common	01/15/16	Shares Cancelled	Investor	Stone Street Investments	0.00360	(24,793)
13,928,571	Common	01/18/16	Reduction of Debt	Investor	Microcap Equity Group	0.00035	4,875
7,523,810	Common	01/19/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00042	3,160
6,857,142	Common	01/19/16	Reduction of Debt	Investor	Microcap Equity Group	0.00035	2,400
15,000,000	Common	01/20/16	Reduction of Debt	Investor	RDW Capital Partners	0.00050	7,500
30,809,524	Common	01/22/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00042	12,940
16,140,000	Common	01/25/16	Reduction of Debt	Investor	RDW Capital Partners	0.00035	5,649
13,928,571	Common	01/25/16	Reduction of Debt	Investor	Microcap Equity Group	0.00035	4,875
16,950,000	Common	01/26/16	Reduction of Debt	Investor	RDW Capital Partners	0.00028	4,746
17,500,000	Common	01/28/16	Reduction of Debt	Investor	RDW Capital Partners	0.00028	4,900
17,857,142	Common	01/31/16	Reduction of Debt	Investor	Microcap Equity Group	0.00028	5,000
13,392,858	Common	02/02/16	Reduction of Debt	Investor	Microcap Equity Group	0.00016	2,143
44,944,444	Common	02/10/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00018	8,090
45,000,000	Common	02/12/16	Reduction of Debt	Investor	Microcap Equity Group	0.00012	5,400
53,916,667	Common	02/16/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00012	6,470
20,400,000	Common	02/22/16	Reduction of Debt	Investor	RDW Capital Partners	0.00002	408
61,533,333	Common	02/23/16	Reduction of Debt	Investor	Beaufort Capital Partners	0.00006	3,692
60,000,000	Common	02/24/16	Reduction of Debt	Investor	Microcap Equity Group	0.00004	2,400
67,346,939	Common	03/01/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	3,300
37,840,000	Common	03/03/16	Reduction of Debt	Investor	RDW Capital Partners	0.00004	1,514
81,632,653	Common	03/09/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	4,000
90,000,000	Common	03/10/16	Reduction of Debt	Investor	Microcap Equity Group	0.00004	3,600
51,020,408	Common	03/11/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	2,500
95,000,000	Common	03/21/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	4,750
96,938,776	Common	03/30/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	4,750
90,000,000	Common	04/01/16	Reduction of Debt	Investor	Microcap Equity Group	0.00004	3,600
22,500,000	Common	04/01/16	Price Reset	Investor	Microcap Equity Group	0.00008	1,800
58,900,000	Common	04/03/16	Reduction of Debt	Investor	RDW Capital Partners	0.00004	2,356
140,816,327	Common	04/05/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	6,900
48,000,000	Common	04/08/16	Reduction of Debt	Investor	RDW Capital Partners	0.00004	1,920
160,204,082	Common	04/18/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	7,850
100,000,000	Common	04/18/16	Reduction of Debt	Investor	Microcap Equity Group	0.00004	4,000
185,000,000	Common	05/12/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	9,250
139,663,400	Common	05/16/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	6,983
200,000,000	Common	05/25/16	Reduction of Debt	Investor	Microcap Equity Group	0.00004	8,000
219,954,649	Common	06/02/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00004	9,678
228,888,889	Common	12/06/16	Reduction of Debt	Investor	Blackbridge Capital LLC	0.00005	10,300
375,000,000	Common	5/23/18	Exchange of Debt	Officer	Teresa McWilliams	0.00200	750,000
55,400,000	Common	6/5/18	Exchange of Debt	Officer	Gary Polistena	0.00250	138,500

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

Table B.							
Number of Shares issued	Class	Date of Issuance	Proceeds from Sale or Description of Consideration		Name	Price Per Share	value
93,991,961	Common	05/31/17	Officer or Director Compensation	Director	Donald C. Bennett	0.00030	25,000
127,521,146	Common	05/31/17	Officer or Director Compensation	Officer	Teresa McWilliams	0.00020	25,000
2,000,000	Common	11/16/18	Consultant		Anthony Pollitt Jr	0.0025	500

Preferred Series B shares issued to Officers, Directors, and Consultants for compensation and in exchange for debt:

Table C.							
Number of Shares issued	Class	Date of Issuance	Proceeds from Sale or Description of Consideration		Name	Price Per Share	value
37,500,000	B Preferred	05/23/18	Exchange of debt	Officer	Teresa McWilliams	0.00200	75,000
10,000,000	B Preferred	05/23/18	Exchange of debt	Director	Donald C Bennett	0.00250	25,000
3,069,610	B Preferred	05/23/18	Exchange of debt	Director	Dale Churchill	0.00200	6,139

Preferred Series B shares issued to Officers, Directors, and Consultants for compensation and in exchange for debt:

Table C-1.							
Number of Shares issued	Class	Date of Issuance	Proceeds from Sale or Description of Consideration		Name	Price Per Share	value
5,200,000	B Preferred	03/07/18	Sold to an Investor in a private transaction	Investor	L Kravitz	0.00100	5,200

Preferred Series E shares issued to Officers and Directors in exchange for debt:

Table D.							
Number of Shares issued	Class	Date of Issuance	Proceeds from Sale or Description of Consideration		Name	Price Per Share	value
1	E Preferred	03/31/17	Reduction of Debt	Officer	Teresa McWilliams	0.00100	25,000
1	E Preferred	03/31/17	Reduction of Debt	Officer	Donald C. Bennett	0.00100	25,000

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Authorized

The Company is authorized to issue 7,400,000,000 shares of $0.001 par value common stock and 1,000,000,000 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 October 16, 2018, the Nevada Secretary of State accepted for filing, a Certificate of Amendment increasing the company's authorized common stock from 5,400,000,000 to 7,400,000,000 with a par value of $0.001. The amendment was approved by the shareholders and directors on October 5, 2018.

On May 22, 2018, the Nevada Secretary of State accepted for filing, a Certificate of Amendment increasing the company's authorized common stock from 3,946,821,989 to 5,400,000,000 billion with a par value of $0.001. The amendment was approved by the shareholders and directors on May 15, 2018.

On May 11, 2016, 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 3,946,821,989 with a par value of $0.001. The amendment was approved by the shareholders and directors on April 18, 2016.

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5. Financial Statements

A. The following financial statements were prepared in accordance with U.S. GAAP.
B. The financial statements for this reporting period were prepared by:

Name:	**Teresa McWilliams**
Title:	**Chief Financial Officer**
Relationship to Issuer:	**Employee**

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

Originally incorporated under the laws of New York in 1977, the company began as a distributor of education-oriented toys and children's books. The Company began trading on NASDAQ in 1984, until voluntarily filing a Form 15 in 2009. On December 4, 2009, the Company announced its decision to exit the toy business and pursue new business ventures. In 2012, the Company relocated its state of incorporation to Nevada and, with its corporate headquarters in South Florida, began to strategically acquire businesses with strong growth potential and a solid business plan primarily in the software and technologies industries.

On March 18, 2016, the Company entered into a software acquisition agreement to acquire all right, title, and interest in and to a certain computer program and documentation which will be marketed as "software-as-a-service", a web-based system that provides an easy way for the customer's compliance officers to identify and resolve potential violations or problematic areas under the rules of compliance. This acquisition is contingent on funding.

On October 31, 2016, the Company entered into a definitive purchase agreement to acquire all of the capital stock of a developer of hardware independent biometric processing software and leading provider of software development services as a subcontractor to major corporations. The Company concentrates on the design and development of large custom systems, such as high-volume message switches, large database systems, and the automation of large clerical systems. They also provide management consulting services to produce feasibility studies, procurement documents, special studies associated with automation or communications, and assisting customer staff in the development of automated systems. Under the terms of the definitive purchase agreement the closing date was initially to be held on or before December 15, 2016. The closing date has been extended, by the approval of all parties, until adequate financing has been achieved. Closing will likely take during the first quarter 2019.

On November 2, 2018, the Company announce it intends to complete a self-offering private placement financing of units of the Company (the "Units") at a price of $0.0025 per Unit for gross proceeds of up to $4,000,000 (the "Offering"). Each Unit shall consist of one common share of the Company (a" Common Share") and one common share purchase warrant (each whole warrant, (the "Warrants"). Each Warrant entitles the holder to acquire one Common Share of the Company at $0.005 for a period of 12 months from the date of issuance.

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The Company's primary and secondary SIC Codes are:

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

The Company's fiscal year ends on December 31st

Products and Services:

Software Development and Sales: Through strategic acquisitions, the Company develops, and manages biometric, blockchain, and AI software, technology and cyber security companies as subsidiaries. To this, the Company has launched a very intensive campaign to target multiple strategic partnerships, business and software asset acquisitions and will rapidly develop a robust portfolio of technology assets over the next several years, allowing us to increase strategic partnerships, market share and profitability.

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 neither owns nor leases any real or personal property. Shared office space is being rented on a month-by-month basis.

8. Officers and Directors:

The officers and directors are involved in other business activities and most likely will continue to be involved in other business activities in the future.

Name	Position with Company
Glenn W. Milligan	President and Chief Executive Officer
Teresa McWilliams	Chief Financial Officer
Donald Bennett	Chairman
Larry G. Striggles	Director
Jonathan Baker	Director
Vacant	Director

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
Teresa McWilliams	CFO	567,750,000 - Common	14 %
Teresa McWilliams	CFO	44,000,000 - Series B	60 %
Teresa McWilliams	CFO	2 - Series E	50 %
Donald C Bennett	Chairman	2 - Series E	50 %

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

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

   NONE

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

   NONE

3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state security regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or

   NONE

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

   NONE

9. Third Party Providers

Legal Counsel

McMurdo Law Group, LLC
Matthew McMurdo, Esq.
1185 Avenue of the Americas
3rd Floor
New York, New York 10036
(w) 917-318-2865
(f) 866-606-8914

Auditor

(TBD)

Investor Relations

(TBD)

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10. Issuer Certification - CHAIRMAN

The issuer shall include certifications by the Chief Executive Officer or Chairman, and the 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, Donald C Bennett, certify that:

1. I have reviewed this Information and Disclosure Statement as of December 31, 2018, of ALUF HOLDINGS, 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.

March 21, 2019

/s/ Donald C Bennett, Chairman
[Signature]

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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 Information and Disclosure Statement as of December 31, 2018, of ALUF HOLDINGS, 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.

March 21, 2019

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

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APPENDIX F

ALUF HOLDINGS, INC.

CONDENSED FINANCIAL STATEMENTS
For the period ended
December 31, 2018 and 2017(Restated)

RESTATED CONDENSED FINANCIAL INFORMATION

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ALUF HOLDINGS, INC.
RESTATED CONDENSED BALANCE SHEET

	December 31, 2018	December 31, 2017 Restated
Current Assets		
Cash	775	-
Accounts receivable	13,000	3,000
Prepaid expenses and other current assets	147,286	132,187
Total current assets	161,061	135,187
Other Assets	3,450,000	3,450,000
Fixed Assets, net	-	-
Total assets	3,611,061	3,585,187
Current Liabilities		
Accounts payable and accrued expenses	860,333	1,549,713
Total current liabilities	860,333	1,549,713
Long Term Notes Payable	362,723	362,723
Total Liabilities	1,223,056	1,912,436
Shareholders' Deficit		
Preferred stock, $.001 par value; 1,000,000 and 53,178,001 shares authorized December 31, 2018 and 2017		
Series A: 175,000 shares issued and outstanding at December 31, 2018 and 2017, respectively	175	175
Series B: 73,003,000 and 17,055,000 shares issued and outstanding at December 31, 2018 and 2017, respectively	73,003	17,055
Series D: 3,001 shares issued and outstanding at December 31, 2018 and 2017, respectively	3	3
Series E: 0 and 4 shares issued and outstanding at December 31, 2018 and 2017, respectively	-	-
Common stock, $.001 par value; 7,400,000,000 and 3,946,821,989 shares authorized December 31, 2018 and 2017, respectively; 3,903,602,631 and 3,471,202,631 issued and outstanding December 31, 2018 and 2017, respectively	3,903,603	3,471,203
Treasury stock, $.001 par value; 141,000 shares authorized at December 31, 2018 and 2017, respectively	(141)	(141)
Additional paid-in-capital	16,573,181	16,061,013
Unearned compensation costs	-	-
Stock Dividend	(151,931)	(151,931)
Accumulated deficit	(18,009,710)	(17,724,626)
Total shareholders' equity	2,388,005	1,672,751
Total liabilities and shareholders' equity	3,611,061	3,585,187

See accompanying notes to restated condensed financial statements

ALUF HOLDINGS, INC
RESTATED CONDENSED STATEMENTS OF OPERATIONS

	For the period ended December 31,	
	2018	2017 Restated
Gross Sales	16,010	30,250
Cost of Sales	-	-
Net Sales	16,010	30,250
Operating expenses		
Marketing and advertising	3,000	-
General and administrative	290,197	325,022
Total operating expenses	293,197	325,022
Net loss before income taxes	(277,187)	(294,772)
Interest expense	7,897	-
Other income (expense)	-	75,791
Total other income (expense)	-	75,791
Net profit (loss)	$ (285,084)	$ (218,981)
Weighted average number of shares outstanding	178,886,575	233,905,630
Basic and diluted net income/(loss) per share	(0.002)	(0.001)

See accompanying notes to restated condensed financial statements

ALUF HOLDINGS, INC

RESTATED CONDENSED STATEMENTS OF CASH FLOWS

		December 31, 2018
Cash flow from operating activities:		
Net income (loss)	$	(285,084)
Adjustments to reconcile net loss to net cash from operating activities:		
Depreciation and amortization		-
Changes in operating assets and liabilities:		
Increase in accounts receivable and prepaid expenses		25,099
Decrease in accounts payable, accrued expenses		(739,077)
Net cash provided by (used in) operating activities		(999,062)
Cash flows from financing activities:		
Issuance of stock		999,837
Loans and notes payable		-
Net cash provided by financing activities		999,837
Net increase (decrease) in cash		775
Cash and cash equivalents at beginning of period		-
Cash and cash equivalents at end of period	$	775
Non-cash financing activities:		
Value of Common stock issued in settlement of debt	$	888,500
Value of Common stock issued for services	$	500

See accompanying notes to restated condensed financial statements

ALUF HOLDINGS, INC

RESTATED CONDENSED STATEMENTS OF EQUITY

	Preferred Stock $.001 Par Value Shares	Preferred Stock $.001 Par Value Amount	Common Stock $.001 Par Value Shares	Common Stock $.001 Par Value Amount	Treasury Stock $.001 Par Value Shares	Treasury Stock $.001 Par Value Amount	Unearned Comp Cost	Stock Dividend	Additional Paid-In Capital	Retained Earnings	Total Shareholders' Equity/Deficit
Balance @ December 31, 2016	**17,233,162**	**$ 17,233**	**3,249,689,524**	**$ 3,249,689**	**(140,541)**	**$ (141)**	**$ (49,246)**	**$ (151,931)**	**$ 16,231,773**	**$ (17,505,645)**	**$ 1,791,733**
Preferred stock issued in reduction of debt	2	$ -							$ 50,000.00		$ 50,000
Common stock issued for the reduction of debt			93,991,961	$ 93,992					$ (68,992)		$ 25,000
Common stock issued as compensation to Officers			127,521,146	$ 127,521					$ (102,521)		$ 25,000
Stock issued for professional services			385,500,000	$ 385,500					$ (308,400)		$ 77,100
Cancellation of common stock issued as compensation to Officers			(385,500,000)	$ (385,500)					$ 308,400		$ (77,100)
Adjustment due to expired warrants							$ 49,246		$ (49,246)		$ -
Net Loss										$ (218,981)	$ (218,981)
Balance @ December 31, 2017	**17,233,164**	**$ 17,233**	**3,471,202,631**	**$ 3,471,203**	**(140,541)**	**$ (141)**	**$ -**	**$ (151,931)**	**$ 16,061,014**	**$ (17,724,626)**	**$ 1,672,752**
Preferred stock issued in private placement	5,200,000	$ 5,200							$ -		$ 5,200
Net Loss										$ (107,822)	$ (107,822)
Balance @ March 31, 2018	**22,433,164**	**$ 22,433**	**3,471,202,631**	**$ 3,471,203**	**(140,541)**	**$ (141)**	**$ -**	**$ (151,931)**	**$ 16,061,014**	**$ (17,832,448)**	**$ 1,570,130**
Common stock issued to an officer in exchange for accrued compensation			375,000,000	$ 375,000					$ 375,000.00		$ 750,000
Common stock issued to a former officer in exchange for accrued compensation			55,400,000	$ 55,400					$ 83,100.00		$ 138,500
Series B preferred stock issued to an officer in exchange for accrued compensation	37,500,000	$ 37,500.00							$ 37,500.00		$ 75,000
Series B preferred stock issued to a director in exchange for accrued compensation	10,000,000	$ 10,000.00							$ 15,000.00		$ 25,000
Series B preferred stock issued to a director in exchange for prior year cash advances	3,069,610	$ 3,070							$ 3,068		$ 6,137
Net Loss										$ (270,701)	$ (270,701)
Balance @ June 30, 2018	**73,002,774**	**$ 73,003**	**3,901,602,631**	**$ 3,901,603**	**$ (140,541)**	**$ (141)**	**$ -**	**$ (151,931)**	**$ 16,574,682**	**$ (18,103,149)**	**$ 2,294,066**
Net Loss										$ (307,569)	$ (307,569)
Balance @ September 30, 2018	**73,002,774**	**$ 73,003**	**3,901,602,631**	**$ 3,901,603**	**$ (140,541)**	**$ (141)**	**$ -**	**$ (151,931)**	**$ 16,574,682**	**$ (18,032,195)**	**$ 2,365,020**
Common stock issued as compensation			2,000,000	$ 2,000					$ (1,500)		$ 500
Net Loss										$ (285,084)	$ (285,084)
Balance @ December 31, 2018	**73,002,774**	**$ 73,003**	**3,903,602,631**	**$ 3,903,603**	**$ (140,541)**	**$ (141)**	**$ -**	**$ (151,931)**	**$ 16,573,182**	**$ (18,009,710)**	**$ 2,388,005**

See accompanying notes to restated condensed financial statements

NOTES TO THE RESTATED CONDENSED FINANCIAL STATEMENTS

NOTE 1 – GENERAL ORGANIZATION AND BUSINESS

Organization.
ALUF HOLDINGS, INC. (AHIX) originally incorporated under the laws of New York in 1977. The company began as a distributor of education-oriented toys and children's books. The Company began trading on NASDAQ in 1984, until filing a Form 15C in 2009. On December 4, 2009, the Company announced its decision to exit the toy business and pursue new business ventures. In 2012, the Company relocated its state of incorporation to Nevada, and with its corporate headquarters in South Florida, began to strategically acquire businesses with strong growth potential and a solid business plan primarily in the software and technologies industries. To date, the Company currently has two Definitive Agreements in place.

On March 18, 2016, the Company entered into a software acquisition agreement to acquire all rights, title, and interest in and to a certain computer program and documentation which will be marketed as "software-as-a-service", a web-based system that provides an easy way for the customer's compliance officers to identify and resolve potential violations or problematic areas under the rules of compliance. Closing is contingent on funding and will likely take place during the first or second quarter 2019.

On September 3, 2016, the Company entered into a Non-Binding Letter of Intent (LOI) to acquire the capital stock of a developer of hardware independent biometric processing software and leading provider of software development services as a subcontractor to major corporations. The Company concentrates on the design and development of large custom systems such as high-volume message switches, large database systems, and the automation of large clerical systems. They also provide management consulting services to produce feasibility studies, procurement documents, special studies associated with automation or communications, and assisting customer staff in the development of automated systems. Under the terms of the Letter of Intent (LOI), a definitive agreement was executed on October 31, 2016. Closing will likely take place during the first or second quarter 2019.

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"). 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.

Principles of Consolidation
The consolidated financial statements include the accounts of Aluf Holdings, Inc. and its wholly-owned subsidiaries, Aluf Biometrics, Inc. 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

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONTINUED)

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.

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.

Stock-Based Compensation

Stock-based compensation is accounted for at fair value in accordance with ASC Topic 718. To date, the Company has not granted any stock options.

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.

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 June 30, 2018 and 2017, respectively.

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.

NOTE 2 – SUMMARY OF SIGNIFICANT ACCOUNTING PRACTICES (CONTINUED)

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 circumstances indicate that goodwill might be impaired.

Recent Accounting Pronouncements

In February 2016, FASB issued ASU-2016-02, "Leases (Topic 842)." The guidance requires that a lessee recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right of use asset representing its right to use the underlying asset for the lease term. For finance leases: the right-of-use asset and a lease liability will be initially measured at the present value of the lease payments, in the statement of financial position; interest on the lease liability will be recognized separately from amortization of the right-of-use asset in the statement of comprehensive income; and repayments of the principal portion of the lease liability will be classified within financing activities and payments of interest on the lease liability and variable lease payments within operating activities in the statement of cash flows. For operating leases: the right-of-use asset and a lease liability will be initially measured at the present value of the lease payments, in the statement of financial position; a single lease cost will be recognized, calculated so that the cost of the lease is allocated over the lease term on a generally straight-line basis; and all cash payments will be classified within operating activities in the statement of cash flows. Under Topic 842 the accounting applied by a lessor is largely unchanged from that applied under previous GAAP. The amendments in Topic 842 are effective for the Company beginning January 1, 2019, including interim periods within that fiscal year. We are currently evaluating the impact of adopting the new guidance of the consolidated financial statements.

In January 2016, the Financial Accounting Standards Board ("FASB"), issued Accounting Standards Update ("ASU") 2016-01, "Financial Instruments-Overall (Subtopic 825-10): Recognition and Measurement of Financial Assets and Financial Liabilities," which amends the guidance in U.S. generally accepted accounting principles on the classification and measurement of financial instruments. Changes to the current guidance primarily affect the accounting for equity investments, financial liabilities under the fair value option, and the presentation and disclosure requirements for financial instruments. In addition, the ASU clarifies guidance related to the valuation allowance assessment when recognizing deferred tax assets resulting from unrealized losses on available-for-sale debt securities. The new standard is effective for fiscal years and interim periods beginning after December 15, 2017 and are to be adopted by means of a cumulative- effect adjustment to the balance sheet at the beginning of the first reporting period in which the guidance is effective. Early adoption is not permitted except for the provision to record fair value changes for financial liabilities under the fair value option resulting from instrument-specific credit risk in other comprehensive income. The Company is currently evaluating the impact of adopting this standard.

In November 2015, the FASB issued ASU 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes," which simplifies the presentation of deferred income taxes by requiring that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. This ASU is effective for financial statements issued for annual periods beginning after December 16, 2016, and interim periods within those annual periods. The adoption of this standard will not have any impact on the Company's financial position, results of operations and disclosures.

NOTE 3 – PROPERTY AND EQUIPMENT

The company did not have any depreciable fixed assets for the period ending December 31, 2018 and 2017.

NOTE 4 – NOTES PAYABLE

On March 20, 2011, the Company entered into a Convertible Promissory Note as settlement with a certain vendor for accounts payable incurred prior to 2008, which is subject to a Debt Purchase Agreement dated February 9, 2011. The original principal amount of the note, including accrued interest, is $487,773 with interest at 8% per annum. Between 2011 and 2015 approximately $326,000 was converted into shares of the Company's common stock. During 2016, $25,000 was paid toward the principal balance and approximately $220,000 was assigned to three third party investors by the note holder. As of December 31, 2017, one of the note assignments was fully converted into approximately 1.5 billion shares of the company's common stock, the second note assignment was fully converted into approximately 259 million shares of the Company's common stock, and the third note assignment was partially converted into 704 million shares of the Company's common stock

NOTE 4 – NOTES PAYABLE (CONTINUED)

leaving a balance of approximately $17,000. The conversion rights of the remaining balance of the third note assignment was written off by the Company following notification of an order and complaint filed by the SEC against the investor in the United States District Court on November 17, 2017. As of December 31, 2018, all the note's principal and related accumulated interest had been paid, written off, and or converted into the Company's common stock.

As of June 22, 2015, $215,500, which had been accrued as compensation payable for a former executive, under his consulting agreement dated June 22, 2013, was converted into a convertible debenture on July 31, 2015 with interest at 8% per annum, and payable on or before July 31, 2016. As of December 31, 2018, no payments or conversions have been made.

On November 5, 2015, the Company received $25,000 cash in exchange for a Convertible Promissory Note payable in full on November 5, 2016, in the amount of $32,500. This note may be prepaid, in the amount of $32,500, at any time prior to its due date, without penalty. As of December 31, 2018, no payments or conversions have been made.

On November 13, 2015, the Company received $10,000 cash in exchange for a Convertible Debenture payable on November 16, 2016, without interest. The Company may pre-pay this note, without penalty, any time. As of December 31, 2018, no payments or conversions have been made.

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 $699,272 at December 31, 2018, and has reported a net loss of $285,084 at December 31, 2018. 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.

Management anticipates that the Company will be dependent, for the near future, on additional investment capital to fund operating expenses. The Company intends to position itself so that it may be able to raise additional funds through the capital markets. In light of management's efforts, there are no assurances that the Company will be successful in this or any of its endeavors or become financially viable and continue as a going concern.

NOTE 7 – STOCKHOLDERS' EQUITY

Authorized

The Company is authorized to issue 7,400,000,000 shares of $0.001 par value common stock and 100,000,000 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 October 16, 2018, the Nevada Secretary of State accepted for filing, a Certificate of Amendment increasing the company's authorized common stock from 5,400,000,000 to 7,400,000,000 with a par value of $0.001. The amendment was approved by the shareholders and directors on October 5, 2018.

On May 22, 2018, the Nevada Secretary of State accepted for filing, a Certificate of Amendment increasing the company's authorized common stock from 3,946,821,989 to 5,400,000,000 with a par value of $0.001. The amendment was approved by the shareholders and directors on May 15, 2018.

Private Placements

On November 2, 2018, the Company announce its intends to complete a self-offering private placement financing of units of the Company (the "Units") at a price of $0.0025 per Unit for gross proceeds of up to $4,000,000 (the "Offering"). Each Unit shall consist of one common share of the Company (a" Common Share") and one common share purchase warrant (each whole warrant, (the "Warrants"). Each Warrant entitles the holder to acquire one Common Share of the Company at $0.005 for a period of 12 months from the date of issuance.

NOTE 8 – COMMITMENTS AND CONTINGENCIES (CONTINUED)

Advances

From time to time, the Company has received advances from certain of its officers and related parties to meet short-term working capital needs. For the period ended December 31, 2018 and 2017, approximately $114,200 and $53,000 advances from related parties is outstanding, respectively. These advances are unsecured, bear no interest, and do not have formal repayment terms or arrangements.

Employment agreements

Effective June 1, 2017, the Company renewed the employment agreement with our interim president/chief executive officer and chief financial officer for an additional two-year period. The agreement calls for a minimum salary of $15,000 through July 31, 2017 with an increase, effective August 1, 2017, to $18,750 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. On May 22, 2018, approximately $825,000 of accrued salary and benefits was exchanged for 375,000,000 shares of restricted common stock and 37,500,000 share of Series B preferred stock. As of December 31, 2018, approximately $262,000 has been accrued as compensation payable.

Effective January 3, 2018, the Company entered into an employment agreement with a part-time president and chief executive officer, replacing the interim president and CEO. The agreement calls for an annual salary of $185,000 plus additional cash and stock compensation contingent upon certain milestones. The company has not made certain cash payments due under these agreements. As of December 31, 2018, the company has not made any accrual for compensation payable.

Payroll taxes

As of December 31, 2018, there is an accrued payroll tax liability of approximately $210,140.

Legal Proceedings

In June 2008, Debra Rutledge, Eric Rutledge & Jeanne Moore filed a claim against 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. 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 the amount of $27,168. 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. As of December 31, 2018, the Plaintiffs have not responded to the settlement offer and have taken no further legal actions.

Operating Leases

The Company neither owns nor leases any real or personal property. A shared office space is being rented on a month by month basis.

NOTE 9 – 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.

At December 31, 2018, the Company had federal net operating loss carry-forwards totaling approximately $17,700,000 which expires in various years through 2033.

NOTE 10 – SUBSEQUENT EVENTS

Since January 1, 2019, approximately $28,000 has been advanced to the company by an officer and directors for working capital.

On January 29, 2019, the company held its 2018 end of year meeting of the Board of Directors to approve nominations for new board members.

On February 22, 2019, the company held its first 2019 meeting of the Board of Directors to, among other items, elect new directors and board committee members.

On February 28, 2019, Glenn W. Milligan resigned his position as President and CEO of Aluf. Teresa McWilliams, CFO, was reinstated as the Interim President/CEO. The Board of Directors is seeking a replacement.

On March 1, 2019 the company received $38,500 in the sale of 15,000,000 units of its Private Placement dated November 1, 2018.

On March 6, 2019, the company launched a new website, www.Aluf.com

On March 19, 2019, the company executed a non-binding Letter of Intent to acquire an advisory firm whose focus and is in data center infrastructure services including managed hosting, cloud and related network services, colocation, and cybersecurity. Under the terms of the LOI, a definitive agreement must be executed on or before March 25, 2019.

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