



**ANNUAL REPORT**  
**of**  
**SADDLE RANCH MEDIA, INC.**  
**12 MONTHS ENDED DECEMBER 31, 2017**

**OTC PINK: SRMX**

**CUSIP: 786239 103**

**1) Name of the issuer and its predecessors (if any)**

**Saddle Ranch Media, Inc.**

(formerly Automated-X, Inc.,  
Interline Resource Corporation  
and Port City Corporation)

**2) Registered Address:**

881 Baxter Drive,  
Ste 100  
South Jordan,  
UT 84095

**Principal Executive Office (at date of this filing):**

5020 Campus Drive  
Newport Beach,  
CA 92660

**EIN# 87-0461653**

**3) Security Information;**

**Trading Symbol:** SRMX

**Exact title and class of securities outstanding:** Common & Series B Preferred

**CUSIP:** 786239 103

**Common shares:**

**Par or Stated Value:** \$ 0.0001\*

**Total shares authorized:** 2,500,000,000 **as of:** 12/31/2017

**Total shares outstanding:** 464,029,176 **as of:** 12/31/2017

(\*par value reduced on 12/29/2017)

**Series B Preferred shares:**

**Par or Stated Value:** None

**Total shares authorized:** 3,000,000 **as of:** 12/31/2017

**Total shares outstanding:** 1,000,000 **as of:** 12/31/2017

The Series B Preferred Stock has the right to vote 80% of the votes on any matter requiring the vote of shareholders.

**Transfer Agent**

Transfer Online, Inc.  
512 E. Salmon Street  
Portland,  
OR 97214  
503-227-2950

**Is the Transfer Agent registered under the Exchange Act?** Yes

**List any restrictions on the transfer of security:** None

**Describe any trading suspension orders issued by the SEC in the past 12 months.** None

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

- a. On 2/28/2017 the Company entered into a Spin-Out Agreement with Philip M. Cohen (who until 2/28/2017 had been the Company's Chairman and CEO) whereby in exchange for the surrender of 40,000,000 shares of the Company's common stock, Mr. Cohen acquired from the Company 100% of the issued share capital of Saddle Ranch Pictures, Inc. together with 100% ownership of the African American Medical Network.
- b. Also on 2/28/2017 the Company entered into a Securities Exchange and Acquisition Agreement whereby the Company indicated its intent to acquire 100% of the issued common shares of Skyfidelity, Inc. (which includes the ownership of Tricascade, Inc., a wholly-owned subsidiary of Skyfidelity, Inc.) by exchanging 100 million Company restricted common shares for 100 million common shares of Skyfidelity, Inc. (being all of the issued stock of Skyfidelity, Inc.) The deal closed and the effective date of the acquisition was as of April 1, 2017.
- c. On December 21, 2017 the Company increased its authorized share capital from 500,000,000 common shares of \$ 0.005 par value each to 2,500,000,000 common shares of \$ 0.005 par value each. (There was no change to the 3,000,000 authorized preferred B shares).
- d.. On December 29, 2017 the Company reduced the par value on its authorized and issued common shares from \$ 0.005 par value each to \$ 0.0001 par value each.

#### **4) Issuance History**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of equity securities, including debt convertible into equity securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- a. During the quarter ended September 30, 2016 the Company issued 3,000,000 restricted common shares to Mr. Michael Marcovsky, who had resigned as an officer and a director on May 2, 2016, in recognition of his past services and for his continuing assistance during the management transition. In addition, the Company issued 2,500,000 common shares as full consideration for the acquisition of certain assets relating to America's Minority Health Networks which constitute its business and which served as the foundation for the rebranded "African American Medical Network". The net result of the foregoing was to increase the Company's issued and outstanding common shares to 92,942,551 at that time.
- b. On December 28, 2016 Philip M. Cohen surrendered 10,700,000 of his common shares (reducing his holding to 44,800,000 common shares).

The Company then issued 10,700,000 common shares for services rendered to the Company as follows: (a) 4,500,000 common shares to Alan Bailey, the Company's CFO; (b) 2,000,000 common shares to Michael Marcovsky, as a special advisor; and (c) 4,200,000 common shares to Edge Management Group, Inc. a marketing/financial consultant.

c. On February 28, 2017 Philip M. Cohen resigned as Chairman and CEO, and in consideration for the Spin-Out of both Saddle Ranch Pictures, Inc and the African American Medical Network to Mr. Cohen, he surrendered 40,000,000 common shares back to the Company (reducing his remaining holding to 4,800,000 common shares), such that at February 28, 2017 the Company had 52,942,551 issued and outstanding common shares. Also on February 28, 2017 Mr. Cohen sold his holding of 1,000,000 Series B "super voting" preferred shares in a private transaction to The Shamrock Investment Trust, Timothy P. Peabody, Esq, trustee. Mr. Peabody was appointed the Company's Chairman and CEO on February 28, 2017. At March 31, 2017 the Company's issued and outstanding stock consisted of the 1,000,000 Series B Preferred and the 52,942,551 common shares at that date.

d. On April 1, 2017 the Company closed on an acquisition of Skyfidelity, Inc. (together with its wholly-owned subsidiary TriCasade, Inc., which SkyFidelity, Inc. had acquired in a private transaction through a Share Exchange Agreement as of June 10, 2016 ) and issued 100,000,000 of its restricted common shares against the exchange of 100,000,000 common shares of Skyfidelity, Inc. ( being all of the issued and outstanding shares of Skyfidelity, Inc.), which increased the Company's issued and outstanding common shares to 152,942,551 as of both that date and as of June 30, 2017.

e. Following the acquisition of Skyfidelity, Inc. the Company recognized the need to restructure certain past due accounts payable previously incurred by TriCasade, Inc. relating to the development of TriCasade's new i-Bright single outlet wi-fi IoT wall-plug platform product, under an Original Design Manufacturing ("ODM") Agreement with a Taiwanese technology company dated as of April 12, 2016 for which the Company had assumed financial responsibility. The Company entered into Settlement Agreements with Northbridge Financial, Inc. ("NCI") on July 18, 2017, October 3, 2017 and November 28, 2017 to settle the first three instalments of \$ 102,000, \$175,000 and \$100,000 respectively payable under the ODM ( plus financing costs of \$ 37,000) due to NCI arising from NCI's purchase of this accounts payable debt. The financing by NCI enabled development and production of the new TriCasade product to commence. The Settlements by the Company with NCI were made via the issuance of unrestricted common stock to NCI at a 50% discount to market pursuant to Section 3(a)(10) of the Securities Act of 1933, as amended (the "Securities Act"). The fairness of the Settlement Agreements was approved by Orders granted by the Twelfth Judicial Circuit Court for Sarasota County, Florida on July 19, on October 4, 2017 and on November 29, 2017 respectively. Following this approval, the Company issued the following:

- 78,985,000 unrestricted common shares issued to NCI over the period July 24, 2017 through and including September 20, 2017 in settlement of the initial tranche of \$ 102,000 in past due accounts payable and financing costs of \$12,000;
- 173,164,000 unrestricted common shares issued to NCI over the period October 11, 2017 through and November 11, 2017 in settlement of the second tranche of \$ 175,000 in past due accounts payable and financing costs of \$15,000; and
- 151,000,000 unrestricted common shares issued to NCI over the period December 4, 2017 through and including December 18, 2017 in partial settlement of \$ 52,900 toward the third tranche of \$ 100,000 in past due accounts payable and financing costs of \$10,000.

- f. On December 1, 2017 the following restricted common shares (totaling 92,062,375 common shares) were surrendered to the Company's Treasury:
- Timothy Peabody, our Chairman and CEO, surrendered his entire holding of 62,500,000 common shares;
  - Max Chin Li, our President, surrendered his entire holding of 25,000,000 common shares; and
  - An unaffiliated shareholder surrendered its entire holding of 4,562,375 common shares.

The net result of the actions summarized in notes e. and f. hereof resulted in a net increase in issued and outstanding common shares between July 24, 2017 and December 31, 2017 of 311,086,625 common shares, such that at December 31, 2017 the total issued and outstanding common shares amounted to 464,029,176 (there was no change to the issued and outstanding 1,000,000 Series "B" preferred shares.)

- g. On December 21, 2017 the Company increased its authorized share capital from 500,000,000 common shares to 2,500,000,000 common shares (There was no change to the 3,000,000 authorized Series "B" preferred shares). Then on December 29, 2017 the Board of Directors approved an Amendment to the Company's Articles of Incorporation whereby the par value of the Company's common stock was reduced from \$ 0.005 to \$ 0.0001.
- h. Between January 1, 2018 and January 11, 2018 a total of 132,000,000 unrestricted common shares were issued to NCI in partial settlement of an additional \$ 39,600 toward the third tranche of \$ 100,000 in past due accounts payable.

Accordingly, at the date of this filing, there were 596,029,176 common shares issued and outstanding, and 1,000,000 Series "B" preferred shares issued and outstanding, held by 481 shareholders of record, of which 542,718,995 common shares (or approximately 91% of the total issued common shares) were held in the public "float".

## 5) Financial Statements

The Accompanying Unaudited Consolidated Financial Statements for the 12 months ended December 31, 2017 on pages 6 - 12 have been prepared from the books and records of the Company and have not been subject to independent review and audit. The financials reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented.

***Following the acquisition of SkyFidelity, Inc (with its wholly-owned subsidiary, TriCascade, Inc) which closed as of April 1, 2017 through the exchange of stock, for accounting purposes the consolidated results of SkyFidelity, Inc, and TriCascade, Inc. are treated as the continuing reporting entity from that date. Accordingly, these consolidated financial reports have been prepared as if the combined results of SkyFidelity, Inc. and TriCascade, Inc. are the successors regarding the Company's reporting obligations as of the date of the acquisition.***

***Therefore, these consolidated financial statements reflect the restated historical financial condition, results of operations and cash flows of SkyFidelity, Inc. and TriCasade, Inc. for all periods presented through and including December 31, 2017 and all subsequent reporting periods.***

**SADDLE RANCH MEDIA, INC.  
CONSOLIDATED BALANCE SHEETS**

(Unaudited)

	<u>December 31, 2017</u>	<u>December 31, 2016</u> (Restated – see page 5)
<b>Assets</b>		
<b>Current assets</b>		
Cash	\$ 1,319	\$ 13,003
Trade accounts receivable	-	4,618
Inventory	<u>35,200</u>	<u>41,574</u>
Total current assets	<u>36,519</u>	<u>59,195</u>
<b>Fixed assets</b>		
Equipment, software, furniture, at cost	61,070	61,070
Less: accumulated depreciation	<u>(61,070)</u>	<u>(59,993)</u>
	<u>-</u>	<u>1,077</u>
<b>Other non-current assets</b>		
Product development	487,000	487,000
Goodwill	3,600,535	1,655,574
Security deposits	<u>774</u>	<u>774</u>
	<u>4,088,309</u>	<u>2,143,348</u>
<b>Total assets</b>	<b><u>\$ 4,124,828</u></b>	<b><u>\$ 2,203,620</u></b>
<b>Liabilities and shareholders' equity</b>		
<b>Current liabilities</b>		
Accounts payable and accrued expenses	\$ 450,309	\$ 471,801
Due to related party	<u>230,648</u>	<u>146,412</u>
	<u>680,957</u>	<u>618,213</u>
<b>Non-current liabilities</b>		
Loans payable, including accrued interest	1,007,869	764,906
Amount due to product developer	<u>157,100</u>	<u>487,000</u>
	<u>1,164,969</u>	<u>1,251,906</u>
<b>Total liabilities</b>	<u>1,845,926</u>	<u>1,870,119</u>
<b>Shareholders' equity</b>		
Series B preferred stock, no par value, 3,000,000 authorized; 1,000,000 issued & outstanding	-	-
Common stock, \$ 0.0001 par value, 2,500,000,000 authorized; 464,029,176 and 92,942,551 issued and outstanding at December 31, 2017 and December 31, 2016, respectively	46,403	9,294

Additional paid in capital	3,031,515	814,930
Treasury stock	1,163,206	1,150,000
Accumulated deficit	<u>(1,962,222)</u>	<u>(1,640,723)</u>
	<u>2,278.902</u>	<u>333,501</u>
<b>Total liabilities and shareholders' equity</b>	<b><u>\$ 4,124,828</u></b>	<b><u>\$ 2,203,620</u></b>

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

**SADDLE RANCH MEDIA, INC.**  
**CONSOLIDATED STATEMENTS OF OPERATION**  
(Unaudited)

	<b>For the 12 Months Ended December 31,</b>	
	<b><u>2017</u></b>	<b><u>2016*</u></b>
Sales	\$ 14,274	\$ 4,701
Cost of sales	<u>(6,374)</u>	<u>( 796)</u>
Gross margin	7,900	3,905
Operating expenses	<u>(296,720)</u>	<u>( 388,294)</u>
Net operating loss	(288,820)	(384,389)
Other income		
Interest	-	17,011
Other expense		
Interest on loans payable	<u>( 32,679)</u>	<u>( 281)</u>
Net loss	<u>\$( 321,499)</u>	<u>\$( 367,659)</u>

(\*Restated, see Page 5)

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

**SADDLE RANCH MEDIA, INC.**  
**STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY**  
**12 Months Ended December 31, 2017**  
(Unaudited)

	<u>PREFERRED SHARES</u>		<u>COMMON SHARES</u>		<u>ADDITIONAL</u>	<u>TREASURY</u>	<u>ACCUMULATED</u>	<u>SHAREHOLDERS'</u>
	<u>NUMBER</u>	<u>AMOUNT</u>	<u>NUMBER</u>	<u>AMOUNT</u>	<u>PAID IN CAPITAL</u>	<u>STOCK</u>	<u>EARNINGS (DEFICIT)</u>	<u>EQUITY</u>
January 1, 2017*	1,000,000	-	92,942,551	\$ 9,294	\$ 814,930	\$1,150,000	\$ ( 1,640,723)	\$ 333,501
February 28, 2017								
Surrender of common shares to Treasury			(40,000,000)	(4,000)		4,000		-
April 1, 2017								
Acquisition of SkyFidelity, Inc.			100,000,000	10,000	1,890,000			1,900,000
July 24- December 31, 2017								
Issuance of stock in Section 3(a) (10) Settlement (including finance fees)			403,149,000	40,315	326,585			366,900
December 1, 2017								
Surrender of common shares to Treasury			(92,062,375)	(9,206)		9,206		-
Loss for 12 months ended December 31, 2017							(321,499)	(321,499)
December 31, 2017	<u>1,000,000</u>	<u>-</u>	<u>464,029,176</u>	<u>\$ 46,403</u>	<u>\$ 3,031,515</u>	<u>\$ 1,163,206</u>	<u>\$ ( 1,962,222)</u>	<u>\$ 2,278,902</u>

(\* opening balances restated – see Page 5. In addition, the value of issued common shares has been retroactively changed from \$0.005 to \$0.0001)



*The accompanying notes are an integral part of the financial statements*

**SADDLE RANCH MEDIA, INC.**  
**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**For the 12 Months Ended December 31, 2017**  
(Unaudited)

**Net cash from (used in) operating activities:**

Net loss	\$ (321,499)
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Adjustments to reconcile net loss to cash:

Depreciation of fixed assets	1,077
Decrease in trade accounts receivable	4,618
Decrease in inventory	6,374
Decrease in accounts payable and accrued expenses	(29,453)
Increase in amount due to related party	<u>84,236</u>

<b>Net cash from (used in) operating activities</b>	<b><u>(254,647)</u></b>
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**Net cash from financing activities**

Increase in loans payable and accrued interest	<u>242,963</u>
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<b>Net decrease in cash</b>	<b>(11,684)</b>
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<b>Cash - beginning of period</b>	<u>13,003</u>
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<b>Cash - end of period</b>	<u><u>\$ 1,319</u></u>
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**Supplemental information not involving cash activity:**

Increase in goodwill	\$ 1,900,000
Decrease in amount due to product developer	329,900
Financing fees paid through issuance of stock	37,000
Increase in issued common shares	( 37,109)
Increase in additional paid in capital	(2,216,585)
Increase in treasury stock	<u>( 13,206)</u>
	<u><u>\$ -</u></u>

*The accompanying notes are an integral part of the financial statements*

## **SADDLE RANCH MEDIA, INC.**

### **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR 12 MONTHS ENDED DECEMBER 31, 2017 (Unaudited)**

#### **1. The Company's Organization and Current Operations**

The Company was originally formed in the State of Utah on October 7, 1988, as Port City Corporation. In October 1990, the name of the Company was changed to Interline Resources Corporation ("Interline") which operated in the oil and gas industry in east-central Wyoming and eastern Utah. On October 15, 2009, Interline filed a Form 15 terminating its registration as a 12(g) company and choosing to adopt an alternative-reporting standard for the filing of its subsequent (unaudited) financial reports.

On November 20, 2014, the Company changed its corporate name to Automated-X, Inc. when the company entered the video kiosk distribution business through QUICKflickUSA, Inc

On August 15, 2015, the Company entered into a Securities Exchange and Acquisition Agreement with Saddle Ranch Pictures, Inc. ("SRPI") wherein the Company acquired SRPI in a cashless exchange of stock. Prior to closing the SRPI acquisition, the Company approved the transfer of 100%

of its ownership in its wholly-owned subsidiary, QUICKflickUSA, Inc., to two of the Company's major

shareholders. The name of the Company was changed with the state of Utah on September 9, 2015

from Automated-X, Inc. to Saddle Ranch Media, Inc. The Company's trading symbol was also changed with FINRA from "AUTX" to "SRMX" effective October 6, 2015.

On February 28, 2017 Philip M. Cohen resigned as Chairman and CEO, and in consideration for the Spin-Out of both Saddle Ranch Pictures, Inc and certain digital programming assets representing the "African American Medical Network" to Mr. Cohen, he surrendered 40,000,000 common shares back to the Company's Treasury. Also on February 28, 2017 Mr. Cohen sold his holding of 1,000,000 "super voting" Series B preferred shares in a private transaction to The Shamrock Investment Trust, Timothy P. Peabody, Esq, trustee. Mr. Peabody was appointed the Company's Chairman and CEO on February 28, 2017.

The Company closed on an acquisition of Skyfidelity, Inc. (together with its wholly-owned subsidiary Tricascade, Inc.) as of April 1, 2017 and issued 100,000,000 of its restricted common shares against the cashless exchange of 100,000,000 common shares of Skyfidelity, Inc. (being all of the issued and

outstanding shares of Skyfidelity, Inc.). Following the acquisition of Skyfidelity, Inc. the Company recognized the need to restructure certain past due accounts payable previously incurred by TriCasade, Inc. relating to the development of TriCascade's new i-Bright single outlet wi-fi IoT wall-plug platform product, under an Original Design Manufacturing ("ODM") Agreement with a Taiwanese

technology company dated as of April 12, 2016 for which the Company had assumed financial responsibility. The Company entered into Settlement Agreements with Northbridge Financial, Inc. ("NCI") on July 18, 2017, October 3, 2017 and November 28, 2017 to settle the first three instalments of \$ 102,000, \$175,000 and \$100,000 respectively payable under the ODM (plus financing costs of \$ 37,000) due to NCI arising from NCI's purchase of this accounts payable debt.

The financing by NCI enabled development and production of the new TriCascade product to commence. The Settlements by the Company with NCI were made via the issuance of unrestricted common stock to NCI at a 50% discount to market pursuant to Section 3(a)(10) of the Securities Act of 1933, as amended (the "Securities Act"). The fairness of the Settlement Agreements was approved by Orders granted by the Twelfth Judicial Circuit Court for Sarasota County, Florida on July 19, on October 4, 2017 and on November 29, 2017 respectively. Following this approval, the Company issued the following:

- 78,985,000 unrestricted common shares issued to NCI over the period July 24, 2017 through and including September 20, 2017 in settlement of the initial tranche of \$ 102,000 in past due accounts payable and financing costs of \$12,000;
- 173,164,000 unrestricted common shares issued to NCI over the period October 11, 2017 through and November 11, 2017 in settlement of the second tranche of \$ 175,000 in past due accounts payable and financing costs of \$15,000; and
- 151,000,000 unrestricted common shares issued to NCI over the period December 4, 2017 through and including December 18, 2017 in partial settlement of \$ 52,900 toward the third tranche of \$ 100,000 in past due accounts payable and financing costs of \$10,000.

On December 1, 2017 the following restricted common shares (totaling 92,062,375 common shares) were surrendered to the Company's Treasury:

- Timothy Peabody, our Chairman and CEO, surrendered his entire holding of 62,500,000 common shares;
  - Max Chin Li, our President, surrendered his entire holding of 25,000,000 common shares;
- and
- An unaffiliated shareholder surrendered its entire holding of 4,562,375 common shares.

On December 21, 2017 the Company increased its authorized share capital from 500,000,000 common shares to 2,500,000,000 common shares. (There was no change to the 3,000,000 authorized Series "B" preferred shares). Then on December 29, 2017 the Board of Directors approved an Amendment to the Company's Articles of Incorporation whereby the par value of the Company's common stock was reduced from \$ 0.005 to \$ 0.0001.

## **2. Summary of Significant Accounting Policies:**

### **Accounting Treatment Following the Acquisition of SkyFidelity, Inc. (and its wholly-owned subsidiary, TriCascade, Inc.)**

Following the acquisition of SkyFidelity, Inc. (with its wholly-owned subsidiary, TriCascade, Inc.), which closed as of April 1, 2017 through the cashless exchange of stock, for accounting purposes the consolidated results of SkyFidelity, Inc. and TriCascade, Inc. are being treated as the continuing reporting entity and the prior comparative financial results have been restated accordingly. Accordingly, these consolidated financial reports have been prepared as if SkyFidelity, Inc./TriCascade, Inc. are the successor entities regarding the Company's reporting obligations. Therefore, the consolidated financial statements filed subsequent to this transaction include the historical financial condition, results of operations and cash flows of SkyFidelity, Inc./TriCascade, Inc. for all periods presented through and including December 31, 2017 and all subsequent reporting periods.

## Non-current Assets

Product Development \$ 487,000 - this represents the cost to develop TriCascade's new i-Bright single outlet wi-fi IoT wall-plug platform product under an Original Design Manufacturing ("ODM") Agreement with a Taiwanese technology company dated as of April 12, 2016.

Goodwill \$ 3,600,535 – this represents the excess of the cost to acquire SkyFidelity Inc./TriCascade, Inc. over the book value of the net assets acquired.

## Revenue recognition

Revenue is recognized when reported and remitted by Amazon – presently the primary distributor of the Company's products.

## Use of Estimates

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

## Provision for Income Taxes

At this time, because of the Company's cumulative net operating losses no provision for the payment of federal income taxes is required on the results of the Company's operations through December 31, 2017.

## 3. Liabilities

At December 31, 2017 the Company's liabilities include:

Accounts payable and accrued expenses – due on US payables	\$ 191,372
– due on Taiwan payables	\$ 258,937
Accrued compensation and loan due Max Chin Li, President	<u>\$ 230,648</u>
Current liabilities	<u>\$ 680,957</u>
Accumulated loans and accrued interest thereon (at 10% per annum)	
due Monarch Capital Investment Fund, LLC	\$ 570,303
Loans from Taiwanese shareholders and investors	\$ 435,066

Other shareholder loan	<u>\$ 2,500</u>
Total non-current loans	\$ 1,007.869
Due to Taiwanese product manufacturer	<u>\$ 157,100</u>
Non-current liabilities	<u>\$ 1,164,969</u>

#### 4. Subsequent Events

Between January 1, 2018 and January 11, 2018 a total of 132,000,000 unrestricted common shares were issued to NCI in partial settlement of an additional \$ 39,600 toward the third tranche of \$ 100,000 in past due accounts payable. Accordingly, at the date of this filing, there were 596,029,176 common shares issued and outstanding, and 1,000,000 Series "B" preferred shares issued and outstanding,

#### 6) Issuer's Business, Products & Services / Management Discussion & Analysis

*The following Management's Discussion & Analysis (MD&A) should be read in conjunction with Saddle Ranch Media, Inc. unaudited Consolidated financial statements for the 12 months ending December 31, 2017, and the notes thereto. The Accompanying Financial Statements have been prepared from the books and records of the Company and have not been subject to independent review and audit. The financials reflect all adjustments known to management necessary to fairly reflect the results of operations and financial position of the Company for the periods presented.*

#### Forward-looking Statements

This section contains certain statements that may include "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are often identified by the use of forward-looking terminology such as "believes," "expects," "anticipate," "optimistic," "intend," "will" or other similar expressions. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in the Company's periodic reports that are filed with *OTCMarkets* and available on its website at <http://www.otcmarkets.com>. All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under applicable securities laws, the Company does not assume a duty to update these forward-looking statements.

#### Description of Business

As described on page 5, effective as of April 1, 2017 the Company closed on its acquisition of Skyfidelity, Inc (together with its wholly-owned subsidiary, TriCasade, Inc.) through a cashless exchange of stock. With its change in management, the Company is now focused in become a world-class global multi-division technology company with its four operating divisions: Cloud Managed Services (IoT), Solar Power Solutions, Satellite Broadband, and WiFi Camera Security Surveillance (see [www.skyfidelityinc.com](http://www.skyfidelityinc.com) and [www.tricascade.com](http://www.tricascade.com)).

Founded in **May 2010**, TriCascade, Inc. is committed to developing innovative Internet of Things convergent technologies and products to reduce energy costs and empower the end user for smarter and safer living. Leveraging its extensive experience in energy management, wireless networking, and home and B2B automation and device control systems, Tri Cascade focuses on bringing leading edge Wi-Fi and machine-to-machine wireless innovations for smart energy management to both residential and commercial markets. Tri

Cascade aims to use the Internet of Things to make cities dynamic and responsive to energy demands and sudden energy spikes.

TriCascade's first product release is the ***i-BRIGHT™7x Smart Surge Protector***, a Wi-Fi-enabled home energy management tool embedded with online scheduling and power consumption metering on the Microsoft® Cloud. With the advent of publicity regarding international forums for the preservation of our planet and the reduction in carbon dioxide emissions, TriCascade, Inc. continues to pioneer efforts to provide consumers with choices regarding their energy consumption. TriCascade, Inc was the first company in the U.S. to create an energy efficient consumer electronics device that communicates with TriCascade's proprietary Microsoft Cloud Based Energy Management System. i-BRIGHT7x is the first product of its kind, allowing consumers to more closely monitor and manage their energy usage while eliminating standby (phantom) power consumption when not using a device. The Company expects seeing an upsurge in sales of this product as consumers become aware that technology exists that will greatly lower their energy costs as well as decrease harmful carbon dioxide (CO2) emissions. Management expects that Tri Cascade's i-BRIGHT7x Smart Surge Protector will change the way we use our electronic devices. For the first time, consumers can gain insight in to how their behaviors impact their energy costs and affect the environment through the use of the Tri Cascade i-BRIGHT7x Smart Surge Protector. By tracking benchmark reports, consumers can take notice of changes that need to be made in order to reduce costs and better predict energy needs based on their schedule patterns. The suggested retail price for Tri Cascade's i-BRIGHT7x Smart Surge Protector starts at \$89.00 USD. The product is currently available for purchase at [Amazon.com](http://Amazon.com).

Tri Cascade, Inc. has also created a ***4G/LTE Gateway Hub*** that provides consumers with the ability to access the internet directly from a SIM-based 4G/LTE Super Router called the ***SKiQ***. The Company has designed this innovative communication device that will disrupt the traditional communications hardware industry, making routers, modems, satellite dishes, set-top boxes and media boxes obsolete. By taking advantage of the ability to connect simultaneously from both a fiber/cable internet connection as well as 4G/LTE, the Gateway Hub will replace the need for satellite internet (HughesNet), Cable Internet (COX, Time Warner, Comcast) and ADSL Internet at a fraction of the cost, while supporting future expansion of 5G networks.

### ***Features & Benefits***

- All in One: 4G/LTE Modem/802.11ac Router
- Capable of Supporting 175 MPS in 4G/LTE
- Simplified Installation (No Additional Costs)
- Establish a Wi-Fi Eco System Smart Home
- Able to Extend to 5G
- First Completely Portable Router
- Provides Redundant Internet Connection with Fiber/Cable internet connection as well as 4G/5G

### **Market Opportunities**

- Tri Cascade intends to partner with major Telecom providers to offer a fixed broad band service using 4G/LTE network as a replacement for cable users. SKiQ's target audience includes over 147 million wireless customers and 15.6 million internet connections in service. Nearly 400 million people in U.S. and Mexico will be able to access the internet via SKiQ's 4G/LTE network.
- Over 40 Million people in the U.S. lack access to the internet due to the absence of a cable or fiber service. SkiQ has the capability to be the sole non-satellite provider of internet using its proprietary 4G/LTE technology.
- Tri Cascade's proprietary SKiQ Networking capabilities will offer Satellite Television Providers with replacement delivery solutions to dish mounted satellite delivery of television content. No



installation required and satellite service could be relocated at no additional costs. Lower customer acquisition costs (currently \$3,500 per customer) would provide Satellite Television Providers with lower cost market penetration with better pricing. The US Market alone could provide over 46 million SKiQ customers.

- SKiQ is the only portable router capable of providing high speed internet via 4G/LTE to Recreational Vehicle (RV) users, Campsites and Boat owners who lack access to terrestrial internet connections. With over 25 million people participating annually in RV, Camping and Boating activities in the U.S., SKiQ's dominant technology should deliver millions of customers from this sector alone.

On **August 30, 2017** the Company announced that TriCascade, Inc. had successfully renewed its international Technology Patents relating to TriCascade's Proprietary Energy Metering/WiFi devices.. In 2010, Tri Cascade Inc. began developing and filing for patents in the United States as well as China on various proprietary and customized energy management technological advancements and user interfaces (UI's) utilizing the Microsoft Azure's Cloud computing systems.

Recently, TriCascade started the process of renewing its international patent protection relating to US Patent Numbers 8,849,596 B2; 8,781,639 B2; US 2013/0178996 (US pending); US 2014/0054977 (US pending); US 2014/0002057 (US pending); US 2015/0073613 (US pending).

### **TriCascade's Energy Metering/Wifi Device Patents:**

#### ***Features & Benefits***

- Creating the First Smart Home Energy Metering Applications and Solutions
- Calculating and Recording Energy Usage (Kilowatts) from wall outlet receptacles
- Measuring power consumption from individual outlet receptacles through a wireless system
- Providing automatic power breaking safety protection from overload of electrical appliances
- Using an RFID wireless identification technique to identify and manage energy use
- Creating WiFi outlet receptacles controlled by Mobile Apps to control energy usage
- Creating first of its kind Smart Surge Protection for wall outlets
- Communicating Energy Usage from Wall Outlets with Microsoft Cloud Based Energy Metering Software

#### **Market Opportunities**

- **Green homes red-hot: 17% of New US Construction Seeks Smart Energy Devices:**

The home building industry is struggling, but one sector is booming: green homes. The number of homes winning the government's Energy Star designation since the program began in 1995 has crossed the 1 million mark. Despite an overall housing slump, 75,000 have been added so far this year for a total of 1,024,200.

Last year, Energy Star homes accounted for nearly 17% of all single-family homes built, up from 12% in 2015. The Energy Star label means a house is at least 20% more energy-efficient than other new homes.

Existing homes are going green, too: 68% of people surveyed by USA TODAY took steps this year to make their homes more energy-efficient. Of those who did, 71% said it was "mostly to save money" and 26% "mostly to save the environment."

- 74% of Americans are likely to change their energy use to save money on their utility bills if they were given a new technology solution.
- The average U.S. household spends ~\$0.1186 per kilowatt hour on electricity.

- The Intel Wipro's study shows that the Intelligent Home Energy Management will allow consumers to reduce their power consumption by 31%.  
-- TriCascade in Talks to Build Smart Home At University of California-Irvine

TriCascade's proprietary **Smart Home Energy Devices** provide a sophisticated and highly-detailed consumption data and pattern-usage behavior experience. This technology's revolutionary information allows extensive and intuitive profiling scenarios for such purposes as self-defined alerts, direct marketing, or very specific and predictive analysis of energy consumption.

TriCascade is negotiating to build an **Artificial Intelligence (AI) joint project** for deep home machine learning with **Microsoft** facial and voice recognition in collaboration with **UCI's California Institute for Telecommunications and Information Technology**. The new **"AI-house"** will be installed at the UCI campus with self-learning systems installed using TriCascade's **Smart Surge Outlet**, **Smart Thermostat** and **I-Bright** technology systems which will provide data for lifestyle behavioral analysis data stored in the Cloud.

In conjunction with this shift in business focus, the Company is seeking approval to change the its name and the trading symbol to better reflect its new business plan.

On **October 31,2017** TriCasade Inc. received a formal invitation from the organizers of the CES (Consumer Electronics Show) to showcase the following during **CES ( January 9-12,2018)** at the Westgate Resort, Las Vegas:

- The **SKIQ** – 4G/150 Mbps A T & T 3X3 Dual Band Smart Gateway
- The IoT **Smart Home Eco-System** – a combination IoT Thermostat, Light Dimmer, MENA 15R duplex Receptacle, Wall Plug, IoT Cam, Smart Garage
- A preview of **KEL** – A T & T CAT/M IoT HUB
- Microsoft Windows **Azure** IoT suite

Management believes that this level of presence at CES will bring significant awareness, publicity and marketing opportunities to the Company and will place TriCascade firmly on the map as a leader in the advent of IoT technology to what will truly become the "smart" home with much needed energy conservation and improved internet connectivity.

On **November 9,2017** the Company announced that it had created the first of its kind **Smart Wall Plug** - an Internet of Things (IoT) device that will be introduced at the Consumer Electronics Show (CES) in January, 2018.The **Smart Wall Plug** is one of a kind. Its patented technology completely transcends the market for overload/surge protection. There are wall plugs that provide mobile app based "on-off" features-but none with provide overload protection. Finally, there are no devices in the marketplace that perform the **"triple play"**: (1) surge protection/load management alerts/ child proof safety outlet protection; (2) WIFI extender/router functions; and (3) energy management metering in the cloud.

- The Company has designed this innovative **Smart Wall Plug technology** to complement its **SmartOutlet** device which will create a total "before and after-market" product cycle providing homes, apartments, condos and office buildings with overload/surge protection.
- The Company has created a Mobile App-based software platform that will allow all of its devices to connect with and be controlled through Alexa-Equipped voice commands.
- The **Smart Wall Plug** and **Smart Outlet Technologies** will provide the foundation for the final stages of the Smart Home: **Energy Management**. Tri Cascade's i-BRIGHT programmable 15/20 AMP and GFCI Duplex Receptacles built-in with **patented overload safety protection technology**, and Smart Light Switch/Dimmers are the fundamental components for the



**BRIGHTconnect™** IoT ECO-Cloud Platform by enabling energy efficiency through a 802.11n Wi-Fi Mesh network of interconnected nodes allowing real time power consumption metering and user-friendly Sell-Learning Schedule System.

### **IoT Ultimate SMART WALL PLUG PROTECTION-- *Features & Benefits***

- Alexa-Equipped Mobile App-based Technology.
- 1080 Joule surge energy rating provides maximum protection of all your sensitive electronic devices
- \* Overload safety alert notification via Mobile App
- \* Intelligent behavior leaning system (Machine Learning Mechanism)
- \* 802.11n Wi-Fi Extender
- \* Internet of Things Smart Home Cloud energy management
- \* Duplex real-time power consumption metering
- \* 24/7 ON/OFF schedule
- \* Mobile App control
- \* NEMA 15-R duplex 110v
- \* FCC/ETL certified

### **Market Opportunities**

- Between 2010 and 2014, U.S. municipal fire departments responded to an average of 45,210 home structure fires involving electrical failure or malfunction. These fires caused annual averages of 420 civilian deaths, 1,370 civilian injuries, and \$1.4 billion in direct property damage. Thirty-nine percent of home electrical fires involve outlets and receptacles, and other electrical wiring. The installation of the Smart Wall Plug in these residences could prevent these losses.
- TriCascade intends to partner with major home builders as well as retail partner such as Home Depot and Lowes to offer consumers SmartHome Energy Management devices that will protect homes, apartments and commercial buildings from surge and overload issues while providing a *SmartGrid* mobile app to monitor energy usage.
- The Smart Wall Plug as well as the Smart Outlet will be marketed to the 130 million households and 7+ millions of business in the U.S. that currently do not report any Energy Management capability. Statistically, 74% of Americans are likely to change their energy use to save money on their utility bills if they were given a new technology solution.
- Tri Cascade will introduce the latest smart energy efficiency technologies faster than competitors due to its strategic partnership with Microsoft and Freescale. Tri Cascade will also have access to its partners' superior marketing data and marketing vendors.
- TriCascade's proprietary Smart Wall Plug and Smart Outlet capabilities will either complement or replace currently deployed wall outlets in homes, apartments and commercial buildings

which offer none of the functionality of the SMARTSURGE Outlet: Surge/Overload protection; Energy Management; and WiFi extension.

On **November 14, 2017** the Company announced that TriCascade has retained SAVIANT Consulting to create a new Microsoft IoT Suite software platform which will allow TriCascade to expand its customer reach in the area of Energy Consumption management as well as data analytic communications (IoT) between TriCascade customers and the Microsoft IoT Suite Cloud Platform.

Saviant has proven its expertise in developing green-field solutions around Cloud, IoT, Data Analytics and Enterprise Mobility to solve Utility specific business problems. Saviant has developed a Smart Analytics solution that is helping Water utilities to save Billions of Gallons of water every year. It is a recognized leader in the creation of data analytic and data gathering software for Cloud Managed Services. TriCascade recognizes that the entire Internet of Things (IoT) business is better managed through the Microsoft IoT Suite Cloud Platform. As a result, TriCascade believes that the partnership with Saviant will be one of the most critical elements in TriCascade's development of a Smart Home Application Network (HuB) that will deliver SIM-based IoT communications to the Cloud.

This SIM-based communications (IoT) network being developed by TriCascade in connection with its primary telecom partners will replace the necessity of Internet based WiFi networks for low bandwidth communication in Smart Home applications.

Saviant is a Microsoft Gold Partner for Cloud Platform and Data Analytics. Their expertise and working relationship with the Microsoft IoT Suite will enable TriCascade to become a world leader in IoT device communications.

On **December 5, 2017** the Company announced that TriCascade has created a Smart Thermostat device, the "THERMORING" which will allow consumers to use voice activated commands to control residential temperatures. The THERMORING offers next generation technology that will incorporate voice commands that can be made throughout the home to manage temperatures in single and two story homes.

By taking advantage of the ability to provide both mobile app and voice activated controls, the THERMORING provides and improved consumer experience over the NEST thermostat and other WiFi enabled devices. The THERMORING will also introduce a Kilowatt Management feature which will provide consumers with updated daily kilowatt usage through LED images located on the thermostat device.

Leveraging upon our voice activated software technologies already included in the Smart Wall Plug and other devices, the THERMORING will provide consumers with an improved thermostat technology that provides for mobile app and voice controls. Google's purchase of NEST for \$3.2 Billion demonstrates the high price being paid for consumer thermostat technologies. We believe the THERMORING will far surpass the technologies currently being used in other thermostat devices.

## **IoT Ultimate Thermostat**

### **Features & Benefits**

- Smart Energy Thermostat
- Real Time Energy Consumption LED monitor
- Simplified Installation (No Additional Costs)
- 7 Day Home Energy Management System
- Home Sleep Away Activation Control
- Outdoor Weather Information
- Voice Activated Control using Alexa or Cortana

## Market Opportunities

- TriCascade intends to partner with major Home Builders and Retailers to sell the THERMORING. THERMORING'S target audience includes over 100 million residential homes as well as commercial locations throughout the United States.
- Every home needs a thermostat. Why not the only SmartThermostat that offers Voice Activated Commands, Real Time Energy Consumption Monitoring and WiFi enable mobile app controls?
- The THERMORING will use TriCascade's proprietary Energy Management Systems to provide consumers with real time energy consumption.
- According to the new research report "Smart Home Market by Product (Lighting Control, Security & Access Control, HVAC, Entertainment & Other Control, Home Healthcare, Smart Kitchen, and Home Appliances), Software & Service (Behavioral, Proactive), and Geography - Global Forecast to 2023", the smart home market is expected to be valued at USD 137.91 Billion by 2023, growing at a CAGR of 13.61% between 2017 and 2023.
- Devices that allow Consumers to monitor their energy consumption are the hottest consumer technologies in the marketplace in 2017. Smart meters enable end users to calculate their real-time energy consumption levels on a daily basis. They provide information regarding the use of energy at different times during the day, enabling them to take appropriate steps to cut down their energy costs. Thus, smart meters are expected to hold a major share of the smart home market by 2023.

Skyfidelity/TriCascade officially participated in the Consumer Electronic Show (CES) from **January 8-12, 2018** at Las Vegas, Nevada. Our participation consisted of joining one of our strategic manufacturing partners, Acelink Technologies, at their display suite. TriCascade demonstrated the **SKiQ** to the public, as well as to several potential customers, at the CES show.

The SKiQ device, as well as the other SmartHome devices demonstrated at the show (including the Smart Thermostat/Smart Outlet/Smart Light Switch) were well received and the Company expects to obtain sales orders based upon this event.

The Company is very excited about bringing to consumers some of the most sophisticated and compelling Smart Home devices in the marketplace in 2018:

- the **SKiQ**—the first super router that will provide 4G/5G/LTE to consumers;
- the **ThermoRing**-the first voice activated thermostat that will wirelessly communicate with the home's HVAC system via cloud communication;
- the **SmartOutlet**; and
- the **SmartDimmer** and other related **SmartEnergy devices** that will change the way consumers view and manage their electrical and energy consumption.

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## Legal Proceedings

The Issuer is not a defendant in any actual legal proceedings or law suits.

**Date and State (or Jurisdiction) of Incorporation:** 10/7/1988 – Utah, USA

**issuer's primary and secondary SIC Codes:** 7200 – Personal Services

**issuer's fiscal year end date:** December 31

## 7) Describe the Issuer's Facilities

The Company's principal corporate office is located at 5020 Campus Drive, Newport Beach, CA 92660.

## 8) Officers, Directors, and Control Persons (as of 12/31/2017)

### Current Directors, Officers, and any significant shareholders

**Timothy P. Peabody**, Chief Executive Officer and Chair of the Board of Directors (appointed February 28, 2017)

**Max Chin Li**, President and Director (appointed May 18, 2017)

**Alan J. Bailey**, Chief Financial Officer, Treasurer, Secretary and Director (appointed August 15, 2015).

### Stock held by significant shareholders as of 12/31/2017:

The Shamrock Investment Trust (Timothy P. Peabody, Esq., Trustee)	1,000,000	Series B Preferred Shares
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Alan J. Bailey	5,000,000	Common Shares
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The Series B Preferred Stock has the right to vote 80% of the votes on any matter requiring the vote of shareholders. The 1,000,000 Series B represents all of the issued and outstanding class of this stock.

## B. Legal/Disciplinary History.

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

- A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); **None**
- 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**
- 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 securities 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**
- Temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities.

None

### C. Beneficial Shareholders (as of 12/31/2017)

Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

The Shamrock Investment Trust	1,000,000	Series B Preferred Shares
(Timothy P. Peabody Esq., Trustee) 5020 Campus Drive, Newport Beach, CA 92660		

The above represents 100% of the issued and outstanding Series B Preferred shares.

### 9) Third Party Providers

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

#### Legal Counsel

Not applicable

#### Accountant or Auditor

Not applicable

#### Investor Relations Consultant

Not applicable

### 10) Issuer Certification

We, Timothy P. Peabody and Alan Bailey certify that:

- We have reviewed this disclosure statement of Saddle Ranch Media, Inc.;
- Based on our 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
- Based on our 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.

1/17/2018

/s/ TIMOTHY P. PEABODY

Chief Executive Officer

/s/ ALAN BAILEY

Chief Financial Officer