

## **QUATERLY REPORT**

For ROUCHON INDUSTRIES, INC. DBA SWIFTECH® OTCPK: RCHN

FOR THE THREE-MONTH PERIOD ENDED JUNE 30TH, 2017

Dated September 5th, 2017

According to OTC Pink Basic Disclosure Guidelines (v1.0 January 3, 2013)

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

Rouchon Industries Inc., d.b.a. Swiftech

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

#### **Corporate Headquarters**

3729 San Gabriel River Parkway, Ste. B&C

Pico Rivera, CA 90660, USA Phone: (562)-821-5924 Email: gabe@swiftech.cm Website(s): www.swiftech.com

#### Manufacturing operations

Swiftech Technology (Shenzhen) Co., Ltd.
SongGang HongQiaoTou XiaWeiShui Industrial Zone
XinLong Science and Technology building 4A
BaoAn ShenZhen, 518103
People's Republic of China

Phone: +86 0755-6683-3225 Email: alex@swiftech.com

#### **IR Contact:**

3729 San Gabriel River Parkway, Ste. B&C

Pico Rivera, CA 90660, USA Phone: (562)-821-5924 Email: gabe@swiftech.cm Website(s): www.swiftech.com

#### 3. Security Information

Trading Symbol: RCHN

Exact title and class of securities outstanding: Common shares

CUSIP: 779084102 Par or Stated Value: none

Total shares authorized: 100,000,000 as of JUNE 30th, 2017 Total shares outstanding: 22,705,712 as of JUNE 30th, 2017

Transfer Agent Globex Transfer, LLC 780 Deltona Blvd., Suite 202 Deltona, FL 32725

USA

Phone: 386-206-1133

Globex Transfer, LLC is registered under the Exchange Act

List any restrictions on the transfer of security: NONE

Trading suspension orders issued by the SEC in the past 12 months: NONE

#### 4. Issuance History

On August 12, 2016 the Board of Directors approved the issuance of 200,000 shares of the issuer's Restricted Stock in favor of Kathryn Anne Marquez in exchange for services rendered.

#### 5. Financial Statements

The financial statements attached are prepared in accordance with U.S. generally accepted accounting principles (U.S. GAAP). The financial statements have not been audited. Gabriel Rouchon, the Company's Chairman certifies that the statements and the notes thereto, present fairly in all material respects, the financial position of the issuer and the results of its operations and cash flows for the periods presented, in conformity with accounting principles generally accepted in the United States, consistently applied.

The financial statements of Swiftech Technology (Shenzhen) Co., Ltd. are consolidated inside of this disclosure statement.

# ROUCHON INDUSTRIES, INC. dba SWIFTECH BALANCE SHEET (UNAUDITED)

	as of June 30, 2017 Jnaudited)
<u>ASSETS</u>	
CURRENT ASSETS:	
Cash	\$ 108,665
Accounts Receivable, Net of Allowance for Bad Debts	135,184
Inventory	1,104,399
Prepaid Expenses	2,282
Deferred Tax Asset	 3,300
Total Current Assets	 1,353,830
Property and Equipment	
Property and Equipment	484,728
Accumulated Depreciation	 (215,077)
Net Property and Equipment	 269,651
TOTAL ASSETS	\$ 1,623,481

**BALANCE SHEET - CONTINUED (UNAUDITED)** 

		As of June 30, 2017 (Unaudited)
LIABILITIES AND STOCKHOLDER'S EQU	<u>IITY</u>	
CURRENT LIABILITIES:		
Accounts Payable	\$	168,332
Salaries and Related Taxes Payable		12,996
Accrued Vacation Payable		34,059
Accrued Expenses		20,334
Credit Line Payable		50,000
Income Taxes Payable		7,202
Current Portion of Long Term Debt		31,530
Total Current Liabilities		324,453
Loans Payable Net of Current Portion		273,263
Deferred Income Taxes		92,500
Total Liabilities		690,216
STOCKHOLDERS' EQUITY: Common Stock - No Par Value, 100,000,000 Shares Authorized,		
22,505,712 Shares Issued and Outstanding		329,179
Additional Paid-In Capital		(58,372)
Retained Earnings		662,458
Total Stockholders' Equity		933,265
TOTAL LIABILITIES AND		
STOCKHOLDERS' EQUITY	\$	1,623,481

#### ROUCHON INDUSTRIES, INC. dba SWIFTECH **INCOME STATEMENT (UNAUDITED) Three Month Period** Six Month Period June 30. 2017 June 30. 2017 (Unaudited) (Unaudited) **SALES** \$ 838,081 \$ 1,213,024 **COST OF GOODS SOLD:** Materials 335,553 447,151 Labor Costs 48,607 96,387 Freight Expense 29,292 82,876 TOTAL COST OF GOODS SOLD 626,414 413,452 **GROSS PROFIT** 424.629 586.610 Salaries 149,053 285,268 Rent Expense 11,850 58,945 Payroll Taxes 10,953 33,391 **Employee Benefit Programs** 13,660 32,390 Research and Development 22,730 24,240 Advertising 14,195 24,163 Insurance 11,843 21,042 10,336 16,211 Utilities Bank and Merchant Charges 7,140 14,582 Telephone 5,629 9,713 Legal and Accounting 7,992 4,139 Interest Expense 7,795 3,929 Depreciation 3,881 7,714 Commissions 6,891 2,653 Repairs and Maintenance 2,116 6,700 Relocation Expenses 5,794 5,794 Supplies 3,358 5,415 Travel and Entertainment Expenses 3.635 5,411 Office Expenses 1,967 3,646 Automobile Expenses 1,197 2,993 Internet Expenses 0 693 Postage and Shipping 0 400 Other General and Operating Expenses 1,832 2,069 TOTAL GENERAL AND OPERATING EXPENSES 291,890 583,458 INCOME BEFORE PROVISION FOR INCOME TAXI 132,739 3,152 PROVISION FOR INCOME TAXES (298)(800)**NET INCOME** \$ \$ 2.352 132.441

#### STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY (UNAUDITED)

	OMMON STOCK	F	DITIONAL PAID IN APITAL	ETAINED ARNINGS	 TOTAL
BALANCE AS OF DECEMBER 31, 2016	\$ 329,179	\$	(58,372)	\$ 660,106	\$ 930,913
NET INCOME				2,352	2,352
BALANCE AS OF JUNE 30, 2017	\$ 329,179	\$	(58,372)	\$ 662,458	\$ 933,265

#### Weighted Average Number of Common Stock Outstanding (after 20-1 split in 2005)

22,505,712	22,505,712
22,505,712	22,505,712
\$0.0001	\$0.0001
\$0.0001	\$0.0001
	\$0.0001

STATEMENTS OF CASH FLOWS (UNAUDITED)

Jun	lonth Period ne 30. 2017 naudited)
\$	2,352
	7,714
	8,804 91,845 1,900 (122,912) 5,496 (4,801)
	(1,217)
	70,000 (50,000) (30,688) (10,688)
	(16,706)
	125,371
\$	108,665
\$ \$	7,795 800
	\$ \$

## NOTES TO FINANCIAL STATEMENTS June 30, 2017

#### **NOTE 1 - NATURE OF OPERATIONS**

Rouchon Industries, Inc. DBA: Swiftech (Company) was incorporated on January 25, 2001 in the State of California to develop, manufacture and sell thermal management products. The Company offers a wide variety of advanced products for thermal dissipation and is working with leading hardware vendors to create custom products for high-end systems.

#### **NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

This summary of significant accounting policies of the company is presented to assist in understanding the financial statements. The financial statements and notes are representations for the company's management who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied in the preparation of the financial statements.

#### Cash and Cash Equivalents

For purposes of the statement of cash flows, the Company considers all short-term securities purchased with a maturity of nine months or less when purchased to be cash equivalents.

#### **Accounts Receivable**

The Company establishes an allowance for doubtful accounts for uncollectible trade accounts receivable based on management's evaluation of the collectivity of outstanding accounts receivable. The allowance for bad debts was \$4,500 as of June 30, 2017.

#### **Property and Equipment**

Property and equipment are stated at cost. When items of property are sold or retired, the related costs are removed from the accounts and any gain or loss is included in income. Depreciation of property and equipment is provided using the straight-line method for financial reporting purposes at rates based on the following estimated useful lives:

<u>Assets</u>	<u>Years</u>
Transportation Equipment	3-5
Office Equipment	5-7
Leasehold Improvements	10-15

For federal income tax purposes, depreciation is computed using the modified accelerated cost recovery system. Expenditures for major renewals and betterments that extend the useful lives of property and equipment are capitalized. Expenditures for maintenance and repairs are charged to expense as incurred

#### **NOTES TO FINANCIAL STATEMENTS JUNE 30, 2017**

#### NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

#### **Income Taxes**

Deferred income taxes are reported using the liability method. Deferred tax assets are recognized for deductible temporary differences and operating loss carry forwards. Deferred tax liabilities are recognized for taxable temporary differences. Temporary differences are the differences between the reported amounts of assets and liabilities and their tax bases. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all of the deferred tax assets will not be realized. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of enactment.

Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes related primarily to differences between the bases of certain assets and liabilities for financial and tax reporting as described in the preceding paragraph.

#### **Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

#### NOTE 3 - DEBT

Debt consisted of the following at June 30, 2017:

Bank revolving line of credit secured by inventory, equipment and fixtures and receivables of the Company with a limit of \$200,000. Interest is assessed at the bank's prime rate.

Long-Term Debt	\$ 273,263
Less Current Portion	 (81,530)
Total Debt	354,793
Unsecured loan from major shareholder	108,532
Bank term loan secured by inventory, equipment and fixtures and receivables of the Company payable in monthly installments of \$5,810 with interest assessed at 4.00%	196,261
plus 0.75% and payable on a monthly basis. The current interest rate is 4.00%. The line of credit is available through June 1, 2018.	\$ 50,000

## NOTES TO FINANCIAL STATEMENTS JUNE 30, 2017

#### **NOTE 4 – INCOME TAXES**

Deferred tax assets and liabilities include the following at JUNE 30, 2017:

Deferred tax assets:

Allowance for Doubtful Accounts \$ 3,300

Deferred tax liabilities:

Property and Equipment (92,500)

Net deferred tax (liabilities) \$ (89,200)

Balance Sheet classifications are as follows:

Current deferred tax assets\$ 3,300Non-current deferred tax liability(92,500)

Net deferred tax (liabilities) \$\\(\frac{\\$9,200}{\}\)

The deferred tax assets results from the temporary differences between financial statement and income tax basis of assets and liabilities for which income tax effects will be realized in future years. Although realization is not assured, the Company has assessed its past earnings history and trends and projected revenues, and has determined that it is more likely than not that the \$3,300 of deferred tax assets at JUNE 30, 2017, will be realized.

The provision for income tax benefit consists of the following at JUNE 30, 2017:

Current tax expense \$ 800

Provision for Income Taxes \$ 800

#### **ROUCHON INDUSTRIES, INC.**

## NOTES TO FINANCIAL STATEMENTS JUNE 30, 2017

#### NOTE 5 - LEASES

The Company leases office space in Pico Rivera, California a under long term lease expiring on September 30, 2022. Future commitments are as follows:

Yea	r ended De	cember 31,		
	2017			\$ 22,226
	2018			75,952
	2019			78,067
	2020			80,248
	2021			82,502
	2022			 63,159
	Total			\$ 402,154

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

#### A. Description of the issuer's business operations

The Issuer, Rouchon Industries, Inc. DBA Swiftech is in the business of engineering, manufacturing, and distributing thermal management products for the information technology industry.

#### (i) Industry background information

Following Moore's law, the computer hardware industry has seen the number of transistors that can be placed on an integrated circuit double approximately every two years since 1965, and this trend is not expected to stop until 2015 or later. As a result, microprocessors such a central processing units, and graphics processing units have substantially increased in speed, computing power, and heat dissipation, ranging from a few watts in the late 90's to several hundred watts in the recent months.

In addition to the increase in factory baseline thermal power of these microprocessors, technologies have also been developed since the late 90's that allow end users to further increase the speed of the devices by themselves: a practice commonly called "overclocking". Increasing the speed of the microprocessors also increases their heat dissipation requirements. These factors have been driving the demand for high end cooling solutions both at the industrial level, and at the consumer level.

#### (ii) Company background

Since its inception, Swiftech has produced cutting-edge performance cooling products for the IT industry, beginning with its first award winning product, the MC370 line of heatsinks early 2000. Swiftech is viewed by many industry experts as one of the founders of the liquid cooling industry for personal computers that started early 2000, and which is gradually becoming a main stream solution, for being used by Dell®, HP®, and many other personal computers manufacturers.

#### (iii) Business Operations

Administration, sales, engineering, research & development, warehousing, and some product assembly are conducted at the issuer's Corporate Headquarters in Long Beach, CA with a full-time staff of 15 employees.

Manufacturing and Asian distribution are conducted at the issuer's wholly owned subsidiary, Swiftech Technology (Shenzhen) Co., Ltd in Shenzhen (PRC) with a full-time staff of 35 employees.

#### B. Date and State (or Jurisdiction) of Incorporation

Swiftech incorporated under the corporate laws of the state of California on January 25, 2001

#### C. The issuer's primary and secondary SIC Codes

Swiftech primary SIC Code is 3577, secondary SIC Code is 3823

#### D. The issuer's fiscal year end date

Swiftech has a fiscal year ending December 31st.

#### E. Principal products or services, and their markets

According to a <u>report published by Bcc research</u>, the global market for thermal management products will grow from about \$10.7 billion in 2015 to nearly \$11.2 Billion in 2016 and \$14.7 billion by 2021, representing a compound annual growth rate (CAGR) of 5.6% between 2016 and 2021.

Swiftech's products and services range from design, manufacturing and distribution of heatsinks, thermal tools using thermoelectric technology, pumps, heat exchangers, waterblocks for CPU's, GPU's, chipsets, and complete liquid cooling systems sold in kits. Products are compatible with Intel® and AMD® central processing units, AMD® (formerly ATI®) and Nvidia® graphics processing units.

Applications for the products range from consumer level "do-it-yourself" (DIY) enthusiast home computer builders, system integration by commercial computer builders and component manufacturers, to industrial thermal tools for component manufacturers. In an average, approximately 40% of the issuer's products are intended for consumer related use, and the rest of the products are intended for industrial related use.

By virtue of being one of the first companies to market custom liquid cooling components and systems for personal computers in the late 90's, the issuer benefits from an exceptionally solid reputation among enthusiast do-it-yourself users, but such activity from a mass market stand-point has remained until relatively recently a low-volume hobby.

However, in the past few years, the PC industry has witnessed a considerable increase in the use of inexpensive all-in-one (AIO) closed-loop CPU liquid cooling systems by tier-one PC makers such as Dell, HP, and others. This is because they provided thermal characteristics on par with traditional heatsinks, but without placing as much weight on the circuit board thus reducing shipping damages.

Naturally, these solutions began trickling down into the DIY retail space with limited acceptance at first until more recently, where they finally succeeded in taking this market by storm by capitalizing on the high efficiency reputation of custom liquid cooling which are substantially more expensive (by a factor of 2 to 3), while offering novice builders inexpensive, plug-and-play, and maintenance free solutions.

The performance level of these liquid cooling kits generally ranged from inferior to barely on par with high-end air cooling heatsinks used in the enthusiast market. Such high-end air-cooled solutions presented the disadvantage of considerable size and weight on the circuit board. Circa 2011 though, more robust AIO liquid cooled solutions began to appear and capture a substantial market share of the high-end air cooler market. But up until today, all these products have sacrificed upgradability in favor of zero-maintenance, and the true performance potential of liquid cooling in favor of price.

The current market for this type of products is estimated at 60 to 80,000 units per month worldwide, with an estimated 80% of them being used by tier-one PC makers, and the balance being sold in the after-market DIY sector. They are manufactured under various OEM brands by 4 primary manufacturers: Cool-It, Asetek, AVC and Cooler Master. MSRP

price range varies between \$50 and \$150. The issuer entered this particular high-volume market in 2013, and has a patent pending for one of the two technologies utilized in this class of products.

#### (iv) Distribution methods of the products or services

At the end of the 2016 fiscal year, Swiftech had distribution methods and channels consisting in respectively:

Distribution Type	Percentage
Retail Channels	23%
OEM's	68%
Direct to end-user sales	9%
Total	100%
Destination Type	Percentage
Domestic	86%
Export	14%
Total	100%
Use type	Percentage
Consumer	36%
Industrial	64%
Total	100%

#### (v) Status of any publicly announced new product or service

The issuer announced and released the following new products for sale during the period ending June 30, 2017:

Apogee SKF flagship CPU waterblock.

The above statements and any others in this document are forward-looking statements that involve a number of risks and uncertainties. Many factors could affect Swiftech's actual results, and variances from Swiftech's current expectations regarding such factors could cause actual results to differ materially from those expressed in these forward-looking statements. Swiftech presently considers the following to be the important factors that could cause actual results to differ materially from the company's expectations. Demand could be different from Swiftech's expectations due to factors including changes in business and economic conditions; customer acceptance of the company's and competitors' products; changes in customer order patterns including order cancellations; and changes in the level of inventory at customers. Swiftech operates in an intensely competitive industry that is characterized by a high percentage of costs that are fixed or difficult to reduce in the short term and product demand that is highly variable and difficult to forecast. Additionally, Swiftech is in the process of transitioning its production process to new CNC equipment, and there could be execution issues associated with these changes, including product defects and errata along with lower than anticipated manufacturing yields. Revenue and the gross margin percentage are affected by the timing of new product introductions and the demand for and market acceptance of Swiftech's products; actions taken by Swiftech's competitors, including product offerings and introductions, marketing programs and pricing pressures and Swiftech's response to such actions; and Swiftech's ability to respond quickly to technological developments and to incorporate new features into its products. The gross margin could vary significantly from expectations based on changes in revenue levels; variations in inventory valuation, including excess or obsolete inventory; product mix and pricing; manufacturing yields; changes in unit costs; and the timing and execution of the manufacturing ramp and associated costs. Swiftech's results could be impacted by adverse economic, social, political and physical/infrastructure conditions in countries where Swiftech, its customers or its suppliers operate.

Swiftech's results could be affected by adverse effects associated with product defects and errata (deviations from published specifications), and by litigation or regulatory matters involving intellectual property.

(vi) Competitive business conditions, the issuer's competitive position in the industry, and methods of competition Swiftech competes with other computer cooling systems manufacturers which may have greater financial resources than itself, such as but not limited to Asetek, CoolerMaster, Cool It, Koolance, Thermaltake, Zalman, XPSPC, EK Waterblocks, and Koolance.

#### (vii) Dependence on one or a few major customers

Approximately 87% of Swiftech's revenues are generated by 20% of its customers.

#### (viii) Patents and trademarks

Swiftech has the following U.S. patent pending on cooling products: number 11/893,232, number 12/969,284, and owns the registered trademark, "Swiftech," U.S. Trademark Registration No. 2544734;

#### 7. Description of the Issuer's Facilities

Effective May 1, 2017 Swiftech has its Corporate Headquarters, and warehouse at 3729 San Gabriel River Parkway, Ste. B&C, Pico Rivera, CA 90660. The Company leases the aforementioned 6,480 square feet space under a long term lease expiring on September 30, 2022. The issuer' manufacturing subsidiary Swiftech Technology (Shenzhen) Co., Ltd. leases a 18,000 square feet facility under a long term lease agreement expiring March 15, 2017 with a monthly lease commitment of ¥28,000 (\$4,500).

#### 8. Officers, Directors, and Control Persons

#### A. Names of Officers, Directors, and Control Persons

The name of the Chief Executive Officer is Gabriel Rouchon, and his business address is 151 W. Victoria St. Long beach, CA 90805. He has held this position since founding the company in 1994. Mr. Rouchon is also Chairman of the board of directors. His compensation by Swiftech for the 2016 fiscal year was \$148,000. He owned 16,160,000 shares of common stock as of JUNE 30th, 2017

The name of the Corporate Secretary is Elena Alday, and her business address is 3729 San Gabriel River Parkway, Ste. B&C, Pico Rivera, CA 90660. She joined the Company in 2001 and currently officiates as General Manager for the company. She has held no positions outside the company since she joined. Her compensation by Swiftech for the last fiscal year was \$64,000. Mrs. Alday is a Director in the company. She owned 6,000 shares in common stock as of JUNE 30th, 2017.

Mr. Jean Christophe Agobert is an independent member of the board of directors. His business address is 9-11, rue de Kourou, 31240 L 'Union, France. Mr Agobert is not employed by Swiftech. He owned 1,620,000 shares of common stock as of JUNE 30th, 2017.

#### B. Legal/Disciplinary History of officers, Directors, and Control Persons

- 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 securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated: NONE
- 4. 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

#### C. Beneficial Shareholders

Name: Gabriel Rouchon

Business address: 3729 San Gabriel River Parkway, Ste. B&C, Pico Rivera, CA 90660

Shareholdings: 16,160,000 shares of common stock, or 71.8%

Name: Jean Christophe Agobert

Business address: 9-11, rue de Kourou, 31240 L' Union, France Shareholdings: 1,620,000 shares of common stock, or 7.2%

Name: William A. Adams

Address of record: 119 Shoreacres Cr., Shore Acres, TX 77571 Shareholding: 1,657,890 shares of common stock, or 7.4%

#### 9. Third Party Providers

#### **Legal Counsel**

Owen Naccarato Naccarato & Associates 18881 Von Karman Ave., Suite 1440 Irvine, California 92612 Email: owen@owenn.com

#### **Accountant or Auditor**

Craig Kotani Sawin & Kotani, CPA's 4401 Atlantic Avenue, Suite 103 Long Beach, CA 90807

Phone: (562) 422-8600 Email: Craig@s-kcpas.com

**Investor Relations Consultant: NONE** 

Other Advisor(s): NONE

#### 10. Issuer Certification

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

Date: September 5, 1017

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Gabriel Rouchon

Chairman of the Board, and Chief Executive Officer