



Prepared in accordance with OTC Pink Basic Disclosure Guidelines

1) Name of the Issuer and its Predecessors (if any)

HUTN, Inc. (the “Company”) was incorporated in the State of Colorado on March 8, 2007 under the name of Twentyfour/seven Ventures, Inc. The name of the Company was changed to EFH Group, Inc. on October 28, 2014. On April 24, 2015, the name of the Company was changed to EF Hutton America, Inc. Effective October 16, 2017, the name of the Company was changed to HUTN, Inc.

2) Address of the Issuer’s Principal Executive Offices:

Company Headquarters

One Main Street
Springfield, OH 45502
Telephone: 937-323-2000/212-742-5000

Investor Contact

EF Hutton Treasury Department
info@efhutton.com

3) Security Information

Trading Symbol: **HUTN**

Exact title and class of securities outstanding: **common stock**

CUSIP: **404392102**

Par Value: **\$0.001**

Total Shares Authorized: **280,000,000 as of November 15, 2017**

Total Shares Issued and Outstanding: **56,767,530 as of November 15, 2017**

Exact title and class of securities outstanding: **Class B common stock**

Par Value: **\$0.001**

Total Shares Authorized: **10,000,000 as of November 15, 2017**

Total Shares Issued and Outstanding: **5,797,000 as of November 15, 2017**

Exact title and class of securities outstanding: **Preferred stock**

Par Value: **\$0.001**

Total Shares Authorized: **10,000,000 as of November 15, 2017**

Total Shares Issued and Outstanding: **400,000 Series A Preferred Shares as of November 15, 2017**

Transfer Agent

Island Stock Transfer
15500 Roosevelt Boulevard
Suite 301
Clearwater, FL 33760
Telephone: 727-289-0010

Island Stock Transfer is registered with the Securities and Exchange Commission as a transfer agent pursuant to Section 17A(c) of the Exchange Act of 1934.

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 anticipated or that occurred within the past 12 months: **None**

4) Issuance History

List below any events, in chronological order, that resulting 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 the following:

- A) The nature of each offering (e.g., Securities Act Rule 504/506, intrastate, service provider, contractual arraignment, ESOP, etc.):
- B) Any Jurisdictions where the offering was registered or qualified:
- C) The number of shares offered:
- D) The number of shares sold:
- E) The price at which the shares were offered, and the amount actually paid to the issuer:
- F) The trading status of the shares; and
- G) Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on the transferability and sale of the shares pursuant to the Securities Act.

(a) On July 31, 2015, the Company issued 200,000 restricted common shares to Dennis R. White for services as a director in 2015, in connection with the 2015 Director's Compensation Plan, valued at \$80,000. These common shares were rescinded and/or cancelled effective June 29, 2016 by mutual agreement of Mr. White and the Company's board.

(b) On September 2, 2015, the Company issued 20,000 restricted common shares to Barbara Portman for cash consideration of \$15,000.

(c) On September 2, 2015, the Company issued 12,000 restricted common shares to Frederick P. Ziwot for cash consideration of \$9,600.

(d) On December 18, 2015, the Company issued 15,000 restricted common shares to Johnny M. Tooke for cash consideration of \$12,000.

(e) On January 18, 2016, the board approved 2016 Director' Compensation, involving the issuance stock options to purchase ordinary common shares for \$0.50 per common share. Stanley Hutton Rumbough, director and Dennis White, director each received options to purchase 200,000 ordinary common shares and Lance Diamond, former CFO received options to purchase 300,000 ordinary common shares. Mr. Diamond's stock options were unvested and subsequently withdrawn. The options expire in five years.

(f) On March 2, 2016, the Company issued 412,857 restricted common shares to Triple Eight Markets related to a set of transactions that closed in October 2015.

(g) On March 22, 2016, the board authorized and the Company entered into an employment agreement effective as of January 15, 2016 with Christopher Daniels which pays Mr. Daniels a base salary of \$1 per year and provides for incentive compensation that includes a cash bonus and a stock options to buy up to 1,200,000 ordinary common shares at \$0.50 per share and a second option to buy up to \$30,000,000 worth of ordinary common stock at \$0.50 per share or

the average of the prior twenty days closing stock price. The stock options expire on March 31, 2019. Up to two million dollars (raised to up to ten million by board on August 16, 2016) of the second stock option can be exercised with a note with a repayment term of up to five years. The employment agreement includes healthcare and other customary benefits.

(h) On April 16, 2016, the board adopted a resolution to rescind 400,000 shares granted issued to management as part of the 2015 Stock Awards Plan and to cancel 400,000 shares that were granted and as yet unissued under the 2015 Stock Awards Plan. In aggregate, 800,000 shares that were granted were to be eligible to be rescinded or cancelled.

(i) On April 16, 2016, the board adopted a resolution to provide revise the 2015 Stock Awards Plan. Under the 2015 Stock Awards Plan, the Company agreed to grant options to buy 200,000 shares to each of Stanley Hutton Rumbough, Craig Marshak, Dennis White and John Daniels – subject to their returning their 2015 grant to the Transfer Agent per transfer agent requirements or forgoing stock grants that were previously approved for director compensation (see “o” above). In aggregate, stock options to buy up to 800,000 common shares at an exercise price of \$0.40 per common share were provided. The stock options expire on June 1, 2020. None of the eligible directors delivered their stock to the Transfer Agent per transfer agent requirements or rescinded their grant right under the prior 2015 Director Compensation Plan – except John Daniels who received an option exercisable for 200,000 shares and Stanley Hutton Rumbough who received an option for 100,000 shares.

(j) On June 30, 2016, in return for personal guarantees of the Bridge Note by Stanley Hutton Rumbough, our chairman, and Christopher Daniels, an officer and director, the Company granted each an option to purchase 1,800,000 ordinary common shares with an exercise price of \$0.26 per common share. The options expire on June 30, 2020.

(k) On September 1, 2016, the Company issued 400,000 Series A preferred shares in connection with the purchase of properties in Springfield Ohio. The Series A preferred shares are convertible into common shares at 150% of the average closing price for the ten days immediately prior to conversion.

(l) On September 1, 2016, the Company granted Stanley Hutton Rumbough, our chairman, options to purchase up to 30,000,000 ordinary common shares with an exercise price of \$0.15 per share, in return for a personal guaranty of a \$7,500,000 million note maturing on September 1, 2023.

(m) On September 1, 2016, the Company granted Christopher Daniels, an officer and director, options to purchase up to 30,000,000 ordinary common shares with an exercise price of \$0.15 per share, in return for a personal guaranty of a \$7,500,000 million note maturing on September 1, 2023.

(n) On January 1, 2017, effective on this date, the Company extended John Daniels’ consulting contract for six months, to June 30, 2017 at rate of \$15,000 per month in cash and an option to purchase up to 600,000 ordinary shares at an exercise price of \$0.50 per share. The option expires on January 5, 2022.

(o) On January 29, 2017, the Company amended Christopher Daniels’ employment agreement to provide for performance options to purchase ordinary common shares contingent upon the Company opening at least 300,000 accounts by March 1, 2020 and the Company’s repayment of existing bridge loans. The options are provided as an amendment to Mr. Daniels’ employment agreement extraordinary performance incentive. If less than 300,000 accounts or if any of the present bridge loans are outstanding. \$500,000 – then bonus is \$0. If at least 300,000 accounts = \$500,000 bonus and options to buy 500,000 ordinary common shares at an exercise price of \$0.50 per share, expiring 3/1/2023. For every 100,000 accounts over 300,000, an

additional \$25,000 and option to buy 100,000 ordinary common shares at an exercise price of \$0.50 per share, expiring in 3/1/2023. Milestone bonus = At 5 million accounts and for each additional 5 million accounts, \$1,000,000 plus an option to buy 1,000,000 ordinary common shares at an exercise price of \$0.50 per share, expiring in 3/1/2023.

(p) On February 14, 2017, the Company granted Bill Harless, senior vice president, options to purchase up to 100,000 ordinary common shares at an exercise price of \$0.50 per share as part of his employment agreement. The options were suspended when he voluntarily resigned.

(q) On April 17, 2017, the Company approved the 2017 Director Compensation Plan. Each director was granted an option to purchase up to 200,000 shares of ordinary common stock for \$0.60 per share which expires on June 30, 2020. 25% of the 2017 Director Options vest each quarter. Directors are eligible for the option grant provided they are not also an officer. Rumbough and Marshak are eligible for options that, if fully exercised would require an aggregate issuance of 400,000 ordinary shares.

(r) On May 8, 2017 Christopher Daniels, an officer and director, purchased 2,000,000 shares of ordinary common stock exercising rights pursuant to his employment agreement. As provided for in that agreement, the purchase was made at a price of \$.50 per share with a balloon note that accrues interest at 4.22% and is due May 2022.

(s) On July 25, 2017 Christopher Daniels, an officer and director, purchased 200,000 shares of ordinary common stock exercising rights pursuant to his employment agreement. As provided for that agreement, the purchase was made at a price of \$.50 per share with a balloon note that accrues interest at 4.36% and is due July 2022.

(t) On August 7, 2017, the Company provided each of Stanley Hutton Rumbough, our chairman and Christopher Daniels. Our co- chairman, chief executive officer and interim CFO, a warrant to purchase up to 3,000,000 ordinary common shares with an exercise price of \$0.45 per share and expiring August 7, 2022, in return for each grantee's personal guaranty of a \$2,200,000 million note with final maturity extendable to February 7, 2019.

(u) On October 2, 2017, the board authorized the Company to increase the common shares to 300,000,000. On or about October 11, 2017 the increase in shares was completed. This capital stock consists of 290,000,000 common shares, 10,000,000 Class B common shares, and 10,000,000 preferred shares. The par value of the common shares is \$0.001 per share. The par value of the Class B common shares is \$0.001 per share. The par value of the preferred shares is \$0.001 per share.

(v) On October 25, 2017, Christopher Daniels, an officer and director, purchased 430,000 shares of ordinary common stock, exercising his rights pursuant to his employment agreement. As provided for in that agreement, the purchase was made at a price of \$.50 per share.

(w) On October 30, 2017, HUTN Group, Inc. amended the DCP Rosa, LLC. note for an additional \$700,000. The original Note terms remain the same with a term of six months and is extendable for up to two additional six-month terms for a maximum final maturity of February 7, 2019. The Note is guaranteed by two of our directors, Mr. Rumbough and Mr. Daniels. The company must pay a 3-point fee each time it elects to extend the maturity of the Note. In connection with the issuance of the August 7, 2017 Note, each guarantor was issued a warrant to purchase up to 1,000,000 shares of ordinary common stock at a price of \$0.75 per share until expiration on November 1, 2022.

All of the securities listed above were issued under an exemption from registration pursuant to Rule 4(a)(2) of the Securities Act and contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on the transferability and sale of the shares pursuant to the Securities Act.

With respect to private offerings of securities, the list shall also indicate the identity of the person or persons who purchased securities in such private offering; provided, however, that the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than ten percent (10%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

5) Financial Statements

Provide the financial statements described below for the most recent fiscal year end or quarter end to maintain qualification for the OTC Pink Current Information Tier. For the initial disclosure statement (qualifying for Current Information for the first time) please provide reports for the two previous fiscal years and any interim periods.

- A) Balance Sheet
- B) Income Statement
- C) Statement of Cash Flows
- D) Financial Footnotes; and
- E) Audit Letter, if Audited

The financial statements requested pursuant to this item shall be prepared in accordance with US GAAP by persons with sufficient financial skills.

You may either (i) attach or append the financial statements to this disclosure statement or (ii) post such financial statements through the OTC Disclosure & News Service as a separate report using the appropriate report name for the applicable period end. (ie; “Annual Report,” “Quarterly Report” OR “Interim Report”).

If you choose to publish the financial reports separately as described in part (ii) above, you must state in the accompanying disclosure statement that such financial statements are incorporated by reference. You may reference the document(s) containing the required financial statements by indicating the document name, period end, and the date that it was posted to www.otciq.com in the field below.

The required financial statements are incorporated by reference to:

Quarterly Report, period end date September 30, 2017 posted to OTCIQ on November 15, 2017

The information contained in a Financial Report is considered current until the due date for the subsequent Financial Report. To remain in the OTC Pink Current Information Tier, a company must post its Annual Report within 90 days from its fiscal year-end date and Quarterly Reports WITHIN 45 Days of its fiscal quarter-end date.

6) Describe the Issuer’s Business, Products or Services

Describe the issuer’s business so a potential investor can clearly understand the company. In answering this item, please include the following:

A) A description of the issuer's business operations:

The Company, through its subsidiaries, is to market branded services which are provided online and through mobile devices. Services include investments, mobile communication, media and social networking.

B) Date and State of Incorporation (or Jurisdiction):

Incorporated on March 2007 in the State of Colorado.

C) The issuers primary and secondary SIC codes:

Primary SIC code: 7374 - defined as: Data processing and preparation

Secondary SIC code: None

D) The issuer's fiscal year end date:

December 31

E) Principal Products or Services, and their Markets:

The Company, through its subsidiaries, markets branded services. The primary services are: (a) investment products and advisory services including 401-k accounts; (b) mobile communications services (commencing in the fourth quarter of 2017); (c) media products including online publications (commencing in the fourth quarter of 2017); (d) social network and other consumer internet services (commencing in the fourth quarter of 2017).

7) Describe the Issuers' Facilities

Our headquarters are located at One Main Street, Springfield, OH 45502. This space consists of approximately 150,000 square feet of shared office space, of which approximately 120,000 square feet is available for our use on an as needed basis.

8) Officers, Directors and Control Person or Persons

A) Name of Officers, Directors, and Control Persons:

Stanley Hutton Rumbough	Chairman
Christopher Daniels	CEO, Interim CFO and Co-Chairman
Paul Hiltz	Director

B) Legal/Disciplinary History

(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) of the Securities and Exchange Commission, the Commodity Futures Trading Commission, or 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

- (4) The entity 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:

Please 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 (separate entity), please provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of those corporate shareholders.

Name of Beneficial Owner and Address	Number of Shares of Voting Stock Beneficially Owned		Percentage of Class		Total Votes ⁽¹⁾	
	Ordinary Common	Class B	Ordinary Common	Class B	Number	%
Christopher Daniels ⁽²⁾ c/o EF Hutton One Main Street Springfield OH 45502	49,431,437	5,211,207	87.08%	89.89%	101,543,507	88.50%
Stanley Hutton Rumbough ⁽⁴⁾ c/o EF Hutton One Main Street Springfield OH 45502	316,507	35,174	0.56%	0.61%	668,247	0.59%
Craig Marshak ⁽³⁾ c/o EF Hutton One Main Street Springfield OH 45502	266,632	29,625	0.47%	0.51%	562,882	0.49%

(1) Out of a total of 114,737,530 votes that can be cast based on 56,767,530 ordinary common shares and 5,797,000 Class B common.

(2) Includes shares held directly by EFH Global Holdings Inc., a Wyoming corporation, an entity for which Mr. Daniels is a control person, and trusts that are established to benefit minor children and third parties.

(3) As beneficial interest as majority owner of Triple Eight Markets, Inc. includes stock and assumes exercise all purchase rights.

(4) Includes minor children.

9) Third Party Service Providers

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

Legal Counsel

J.M. Walker & Associates
7841 South Garfield Way
Centennial, CO 80122
(303) 850-7637
jmwlr85@gmail.com

Accountant or Auditor

Clark, Shaeffer & Hackett (Auditor)
14 East Main Street
Springfield, OH 45502
800-381-2691
info@cshco.com

Investor Relations Consultant

Hayden IR
144 Broadway
New York, NY 10018
(651) 653-1854
cameron@haydenir.com

Other Advisor:

None

10) Issuer Certification

I, Christopher Daniels hereby certify that:

- 1) I have reviewed this annual disclosure statement of HUTN, Inc.; and
- 2) Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact nor omit to state a material fact necessary to make the statement(s) 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 further
- 3) Based on my knowledge, the financial statements, and other 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.

Signed and Dated: 11/15/2017

/s/Christopher Daniels

Christopher Daniels
Chief Executive Officer
Interim Chief Financial Officer