



Alternative Reporting Standard: Pink® Basic Disclosure Guidelines

Federal securities laws, such as Rules 10b-5 and 15c2-11 of the Securities Exchange Act of 1934 (“Exchange Act”) as well as Rule 144 of the Securities Act of 1933 (“Securities Act”), and state Blue Sky laws, require issuers to provide *current information* to the public markets. With a view to facilitating compliance with these laws, OTC Markets Group has created these Pink Basic Disclosure Guidelines (“Guidelines”).¹ These Guidelines set forth the disclosure obligations that make up the “Alternative Reporting Standard” for Pink companies. These Guidelines have been designed to encompass the “Catch All” information required in Rule 15c2-11,² however they have not been reviewed by the U.S. Securities and Exchange Commission or any state securities regulator. We use information provided by companies under these Guidelines to designate the appropriate tier in the Pink Market: Current Information or Limited Information.³

These Guidelines may be amended from time to time, in the sole and absolute discretion of OTC Markets Group, with or without notice. The information provided by companies under these Guidelines is subject to our [Privacy Policy](#).

¹ This is not legal advice, and OTC Markets Group makes no assurance that compliance with our disclosure requirements will satisfy any legal requirements.

² Publication of information pursuant to these Guidelines also does not guarantee or ensure that the Company will be designated as having “current information” or eligible for public quotations pursuant to Rule 15c2-11 or any other applicable regulation.

³ OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for the Pink Current Information tier.

Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

The Keller Manufacturing Company, Inc.

An Indiana Corporation

2603 Grassland Drive, Louisville, Kentucky 40299

www.kmfi.net

dougrink@kmfi.net

SIC CODE: 8721

ANNUAL

Report

For the Period Ending: 12/31/2019

(the "Reporting Period")

As of December 31st 2019, the number of shares outstanding of our Common Stock was: 6,175,522

As of September 30st 2019, the number of shares outstanding of our Common Stock was: 6,175,522

As of December 31st 2018, the number of shares outstanding of our Common Stock was: 5,696,932

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933 and Rule 12b-2 of the Exchange Act of 1934): Yes: No:

Indicate by check mark whether the company's shell status has changed since the previous reporting period: Yes: No:

Indicate by check mark whether a Change in Control⁴ of the company has occurred over this reporting period: Yes: No:

1) Name and address of the issuer:

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years: Indiana

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception: 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: None

The address of the issuer's principal executive office: 2603 Grassland Drive, Louisville, Kentucky 40299

The address of the issuer's principal place of business: 2603 Grassland Drive, Louisville, Kentucky 40299

⁴ "Change in Control" shall mean any events resulting in:

(i) Any "person" (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the "beneficial owner" (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company's then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company's assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Check box if principal executive office and principal place of business are the same address:

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years? Yes: No:

If this issuer or any of its predecessors have been the subject of such proceedings, please provide additional details in the space below: None

2) Security Information

Trading symbol:	<u>KMFI</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>1085209</u>	
Par or stated value:	<u>None</u>	
Total shares authorized:	<u>40,000,000</u>	as of date: <u>12/31/2019</u>
Total shares outstanding:	<u>6,175,522</u>	as of date: <u>12/31/2019</u>
Number of shares in the Public Float ⁵ :	<u>4,278,148</u>	as of date: <u>12/31/2019</u>
Total number of shareholders of record:	<u>217</u>	as of date: <u>12/31/2019</u>

All additional class of publicly traded securities (if any): None

Transfer Agent

Name: Computer Share
Phone: 502-301-6106
Email: Andrew.Waford@computershare.com
Address: Meidinger Tower, 11th floor, 462 S. 4th Street, Louisville, KY 40202

Is the Transfer Agent registered under the Exchange Act?⁶ Yes: No:

3) Issuance History

The goal of this section is to provide disclosure with respect to each event that resulted in any direct changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period**.

Disclosure under this item shall include, in chronological order, all offerings and issuances of 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. Using the tabular format below, please describe these events.

A. Changes to the Number of Outstanding Shares

Check this box to indicate there were no changes to the number of outstanding shares within the past two completed fiscal years and any subsequent periods:

⁵ "Public Float" shall mean the total number of unrestricted shares not held directly or indirectly by an officer, director, any person who is the beneficial owner of more than 10 percent of the total shares outstanding (a "control person"), or any affiliates thereof, or any immediate family members of officers, directors and control persons.

⁶ To be included in the Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

Shares Outstanding as of Second Most Recent Fiscal Year End: Opening Balance Date <u>12/31/2017</u> Common: 5,696,932 Preferred: <u>0</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g. new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance? (Yes/No)	Individual/ Entity Shares were issued to (entities must have individual with voting / investment control disclosed).	Reason for share issuance (e.g. for cash or debt conversion) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
8/26/2019	New Issuance	231,881	Common	.04	Yes	J. Stuckert Affiliate	Remaining Warrant	Restricted	144
8/27/2019	New Issuance	231,881	Common	.04	Yes	S. Howell Chairman	Remaining Warrant	Restricted	144
9/3/2019	New Issuance	14,828	Common	.03	Yes	David Burks, President	Remaining Warrant	Restricted	144
Shares Outstanding on Date of This Report: Ending Balance Ending Balance: Date <u>12/31/2019</u> Common: <u>6,175,522</u> Preferred: <u>0</u>									

B. Debt Securities, Including Promissory and Convertible Notes

C. Use the chart and additional space below to list and describe all outstanding promissory notes, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities.

Check this box if there are no outstanding promissory, convertible notes or debt arrangements:

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g. pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder (entities must have individual with voting / investment control disclosed).	Reason for Issuance (e.g. Loan, Services, etc.)
N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

4) Financial Statements

A. The following financial statements were prepared in accordance with:

U.S. GAAP

B. The financial statements for this reporting period were prepared by:

Name: Douglas W. Rink
 Title: CEO
 Relationship to Issuer: CEO

Provide the financial statement reports for the two previous fiscal years and any subsequent interim periods.

- C. Balance sheet;
- D. Statement of income;
- E. Statement of cash flows;
- F. Statement of Retained Earnings (Statement of Changes in Stockholders' Equity)
- G. Financial notes; and
- H. Audit letter, if audited

Incorporated by reference and filed separately financial statements for year ended 12/31/19

5) Issuer's Business, Products and Services

A. Business operations:

The Company's history dates back to 1866 when the "Keller Store" in Corydon, Indiana was established. From that time, the operation entered into various businesses, including running an electrical light plant, manufacturing spokes for farm wagons, operation in a hub-mill, farm wagon production, building barns, producing wooden porch furniture, wooden truck bodies and refrigerator boxes, as well as making end tables, magazine racks, chair parts - and by 1933, a drop leaf table. The Company was incorporated in 1906 under the laws of the State of Indiana. Over 300,000 wagons were built from 1901 - 1912. In 1942, however, the invention of the farm tractor made the Keller wagon obsolete thereby causing the Company to end its wagon production. In late 1943, the Company developed household furniture, including breakfast room suites and dinettes. In the early 1960's, Keller introduced its first bedroom group. A new plant was built at Culpeper, Virginia in 1965 and a third plant was built in 1973 at New Salisbury, Indiana.

B. Please list any subsidiaries, parents, or affiliated companies. None

C. Principal products or services. Furniture/Trucking

6) Issuer's Facilities: Corporate Office: 2603 Grassland Drive, Louisville, KY 40299. Company warehouse/manufacturing space is: 201 East 8th Street, Newton, NC 28658 (the former McCreary Modern Furniture location.) in process of discontinuing these operations.

7) Company Insiders (Officers, Directors, and Control Persons)

Insiders listed are corporate shareholders or entities of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information.

Name of Officer/Director or Control Person	Affiliation with Company (e.g. Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Note
<u>Ronald W. Humin</u>	<u>Director</u>	<u>Prospect, KY</u>	<u>57,912</u>	<u>Comm</u>	<u>.01</u>	<u>1</u>
<u>David Burks</u>	<u>Director, President</u>	<u>Louisville, KY</u>	<u>36,078</u>	<u>Comm</u>	<u>.01</u>	<u>2</u>
<u>Soloman Oden Howell, Jr.</u>	<u>Director, Chair</u>	<u>Louisville, KY</u>	<u>1,184,170</u>	<u>Comm</u>	<u>21%</u>	<u>3</u>

<u>James W. Stuckert</u>	<u>Affiliate</u>	<u>Prospect, KY</u>	<u>2,918,083</u>	<u>Comm</u>	<u>42%</u>	<u>4</u>
<u>Douglas W. Rink</u>	<u>CEO</u>	<u>Newton, NC</u>	<u>170,045</u>	<u>Comm</u>	<u>2.6%</u>	

Notes:

1. Ronald W. Humin, is a member of the board of directors, directly controls 57,912 shares of common stock, his wife Martha Humin controls 10,000 shares of common stock and his son Steve Humin controls 10,000 of common stock for a total of 77,912 shares.
2. David Burks, is President and a member of the board of directors, directly controls 36,078 shares of common stock.
3. Solomon Oden Howell, is Chairman of the Board, controls 992,963 shares through his trust dated 06/25/2002. He also controls 191,207 shares of common stock personally for a total of 1,184,170 shares or 20.78% of the amount of shares outstanding.
4. James W. Stuckert, affiliate, controls 1,275,083 shares through his trust dated 2/10/86 restated 2/17/2007 he also controls 56,200 shares in the Jim Stuckert Roth IRA and 81,000 shares through his position of Ten Grand, LTD another 81,000 shares. His wife is also a Trustee and controls 1,000,000 shares of common stock for a total of 2,412,283 shares or 42% of the amount of shares outstanding.

8) Legal/Disciplinary History

A. Please identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses); None
2. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities; None
3. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state 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 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

B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities. None

9) Third Party Providers

Other Service Providers:

Attorney: Vic Devlaeminck
100013 N.E. Hazel Dell Avenue
Vancouver, WA 98685
503-806-3533

10) Issuer Certification

Principal Executive Officer: Douglas W. Rink

The certifications shall follow the format below:

I, Douglas W. Rink, certify that:

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

3/3/2021

/s/ [Douglas W. Rink, CEO]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")

Principal Financial Officer:

I, Douglas W. Rink, CEO certify that:

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

3/3/2021

/s/ [Douglas W. Rink], interim CFO

(Digital Signatures should appear as "/s/ [OFFICER NAME]")