

ANNUAL  
FINANCIAL STATEMENTS

December 31, 2019

The Keller Manufacturing  
Company, Inc. and Subsidiary

(An Indiana Corporation)

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TRADING SYMBOL: KMFI

CUSIP NUMBER: [48767A208](#)

## **Table of Contents**

	<b>Page</b>
Consolidated Balance Sheets (unaudited)	1
Consolidated Statements of Operations (unaudited)	2
Consolidated Statements of Changes in Stockholders' Deficit (unaudited)	3
Consolidated Statements of Cash Flows (unaudited)	4
Unaudited Notes to Financial Statements	5 - 8
Issuer Certification	9

**THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(unaudited)

	<b>12/31/2019 YTD</b>
<b>ASSETS</b>	
Cash and cash equivalents	\$ 1,751
Prepaid Insurance	28,228
Investment in TA Logistics	-
<b>Total Assets</b>	<b>\$ 29,979</b>
<b>LIABILITIES AND STOCKHOLDERS' DEFICIT</b>	
Accrued Expenses	\$ 581,529
Accrued Interest Expense	363,130
Mortgage Notes, bonds payable in less than 1-year	822,050
Loans from Shareholders	1,579,843
<b>Total Liabilities</b>	<b>\$ 3,346,552</b>
Commitments and contingencies	-
<b>Stockholders' deficit:</b>	
Preferred stock, no par value, 0 shares authorized, 0 shares issued and outstanding, respectively	-
Common stock, no par value; 40,000,000 shares authorized, 6,175,520 shares issued and outstanding, respectively	\$ 574,055
Additional paid-in capital	63,381
Accumulated deficit	(3,954,009)
<b>Total stockholders' deficit</b>	<b>\$ (3,316,573)</b>
<b>Total liabilities and stockholders' deficit</b>	<b>\$ 29,979</b>

See accompanying notes to consolidated financial statements

**THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**

(unaudited)

	<b>For the Year Ending 12/31/2019</b>
<b>Revenue</b>	\$ -
Operating expenses:	
Selling, general and administrative	19,860
<b>Total costs and expenses</b>	<b>\$ 19,860</b>
<b>Operating loss</b>	<b>\$ (19,860)</b>
<b>Other Income/(Expense)</b>	
Other Income	-
Interest expense	\$ (42,398)
<b>Total Other (Expense)</b>	<b>\$ (42,398)</b>
<b>Loss from Operations before Provision for Income Taxes</b>	<b>\$ (62,258)</b>
Provision for Income Taxes	-
<b>Net Loss</b>	<b>\$ (62,258)</b>
Earnings per share	
Basic	<b>\$ (0.01)</b>
Diluted	<b>\$ (0.01)</b>
Weighted average shares outstanding:	
Basic	<b>6,175,520</b>
Diluted	<b>6,175,520</b>

See accompanying notes to consolidated financial statements

**THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY**  
**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' DEFICIT**  
**FOR THE YEARS ENDED DECEMBER 31, 2019 AND 2018**  
(unaudited)

	<b>Common Stock Shares</b>	<b>Par</b>	<b>Additional Paid In Capital</b>	<b>Accumulated Deficit</b>	<b>Total Stockholders Deficit</b>
<b>Balance, December 31, 2018</b>	5,696,932	\$ 569,269	\$ 63,381	\$ (3,891,750)	\$ (3,259,100)
Net Loss				(62,258)	\$ (62,258)
<b>Balance, December 31, 2019</b>	6,175,520	\$ 574,055	\$ 63,381	\$ (3,954,009)	\$ (3,316,573)

See accompanying notes to consolidated financial statements

**THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY**  
**CONDENSED CONSOLIDATED CASH FLOW**  
(unaudited)

	<b>For the Year Ending 12/31/2019</b>
<b>Cash flows from operating activities</b>	
Net Income/(loss)	\$ (62,258)
Adjustments to reconcile net loss to net cash used in operating activities:	
Changes in operating assets and liabilities:	
Prepaid insurance	(28,228)
Accrued interest expense	42,398
Net cash used in operating activities	\$ (48,088)
Cash flows from investing activities: -	
Cash flows from financing activities:	
Proceeds from notes payable	44,600
Proceeds from Common Stock	4,786
Net provided from financing activities	\$ 49,386
Increase/(decrease) in cash and cash equivalents	\$ 1,298
Cash and cash equivalents at beginning of period	454
<b>Cash and cash equivalents at end of period</b>	<b>\$ 1,751</b>
<b>Supplemental disclosures of cash flow information:</b>	
Cash paid for interest	-
Cash paid for income taxes, net of refunds	-

See accompanying notes to consolidated financial statements

THE KELLER MANUFACTURING COMPANY, INC. AND CONSOLIDATED SUBSIDIARY  
NOTES TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED  
DECEMBER 31, 2018 AND 2017

**Note-A Basis of Presentation and Description of Business**

**Basis of Presentation**

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements.

In the opinion of management, the unaudited condensed financial statements contain all adjustments consisting only of normal recurring accruals considered necessary to present fairly the Company's financial position for all periods presented.

**Note B Summary of Significant Accounting Policies**

The Company follows generally accepted accounting principles as outlined in the Financial Accounting Standards Codification. Significant policies are as follows:

**Principles of Consolidation** The accompanying consolidated financial statements include the accounts of The Keller Manufacturing Company, Inc. and its majority owned subsidiary PDD, Inc. All significant intercompany balances and transactions have been eliminated.

**Cash and Cash Equivalents** Cash and Cash equivalents are defined as cash in banks and investment instruments having maturities of three months or less from their acquisition date.

**Accounts Receivable** Accounts receivable are reported at the outstanding balances less an allowance for doubtful accounts, if necessary. Accounts receivable are written off when all collection efforts have been exhausted. Management believes all accounts are collectible, thus no allowance is deemed necessary at December 31, 2018 and 2017.

**Investment in THV Holdings, LLC** The Company owned a 12.5% interest in THV. The investment is being accounted for using the equity method since the Company had representation on the Board of Directors and participate acted in policy-making decisions. On July 8, 2015, THV Holdings, LLC filed for Bankruptcy the case #15-32211-ACS.

**Stock-Based Compensation** The Company has a stock-based compensation plan, which is described more fully in Note-G. The Company measure compensation expense using the intrinsic value-based method. Under the intrinsic value-based method of accounting for stock option plans, compensation costs is the excess, if any, of the quoted market price of the stock at the grant over the amount an employee must pay to acquire the stock.

**Income Taxes** The Company is taxed as a C corporation under the Internal Revenue Code and applicable state and local statutes. The accompanying consolidated statements of operations include a provision for its taxes under federal, state and local laws.

General accepted accounting principles require the Company to recognize tax assets and liabilities for the expected future tax consequences of events that have been recognized in the financial statements and tax returns. Under this method, deferred tax assets and liabilities are determined based on the difference between the financial statement and tax basis of assets and liabilities using enacted rates. Valuation allowances are established, if necessary, to reduce the deferred tax assets the amounts that will more likely than not be realized. Income tax expense is the current tax payable or refundable for the period or minus the net change in the deferred tax and liabilities.

THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY  
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED  
DECEMBER 31, 2018 AND 2017

**Note-B Summary of Significant Accounting Policies (Continued)**

**Income Taxes (Continued)**

Certain transaction may be subject to accounting methods for federal income tax purposes which differ from that accounting used in the preparation of these consolidated financial statements. Consequently, the net income or loss for federal income tax purposes may differ significantly from the net income or loss in these consolidated financial statements.

**Accounting for Uncertain Income Tax Positions** Generally accepted accounting principles prescribe a comprehensive model for how a corporation should measure, recognize, present and disclose in its financial statements uncertain tax positions only if it's more likely than not that the position will be sustained on examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the consolidated financial statement from such positions are measured based on the largest benefit that has a greater than 50% likelihood of being realized upon ultimate settlement.

The Company's open audit periods are December 31, 2016 through 2018. In evaluating the Company's taxable income, future taxable income and the reversal of temporary differences, interpretations and tax planning strategies are considered. The Company believes their estimates are appropriate based on current facts and circumstances.

Management determined there were no uncertain tax positions and not accrue any associated interest or penalties related to those factors for the years ended December 31, 2019 and 2018. Accordingly, there was no impact to the accompanying consolidated financial statements.

**Note C --- Notes Payable**

The Company's notes payable consist of the following at December 31: During 2016, two stockholders obtained a term note that repaid two bank loans personally guaranteed by them. The term note accrues interest at a rate of 2% annually, is unsecured and due on demand. As of December 31, 2019 and 2018, the loan balance is \$822,050 and \$822,050, respectively.

**Note D --- Note(s) Payable to Stockholders**

The Company entered into notes payable agreement with stockholders for \$1,535,243 and \$1,535,243 as of December 31, 2018 and 2017, respectively. The notes bear interest at the prime rate minus 1% and renew annually on June 5. Interest expense under these agreements was \$363,130 and \$320,732 as of December 31, 2019 and 2018, respectively.

**Note E --- Income Taxes**

The Components of deferred tax assets and liabilities are as follows:

	<b>December 31</b>	
	<b>2019</b>	<b>2018</b>
<b>Deferred tax non-current assets</b>	\$ 3,954,009	\$ 3,891,750
<b>Net operating loss carryforwards</b>	(3,954,009)	(3,891,750)
<b>Net Deferred Tax Long-Term Assets</b>	\$ -	\$ -



THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY  
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED  
DECEMBER 31, 2018 AND 2017

**Note E --- Income Taxes (Continued)**

The Company has net operating loss carryforwards of approximately \$26 million, of which the majority will expire in 2023 through 2033.

A valuation allowance is provided when it is more likely than not that some portion of the deferred tax assets will not be realized. During the year ended December 31, 2019 and 2018 and based on management estimates of the future taxable income, a valuation allowance was provided to reduce deferred tax assets based upon the uncertainty surrounding the ability to utilize the net operating loss carryforwards before they expire. The Company determined that a valuation allowance of 100% of the value of the deferred tax asset was needed as of December 2019 and 2018.

**Note-G --- Stock Options and Warrants**

In August 2003, the Board of Directors approved The Keller Manufacturing Company, Inc. Amended and Restated 2003 Stock Option Plan (the "Plan"). Under the terms of the Plan, the Company at its discretion is authorized to grant options of up to 585,000 common shares to key management employees. The maximum terms of the stock options are ten years, and are fully vested at the end of 48-months (25% every 12-months). The 14,828 outstanding warrants expire on September 4, 2023. There was no activity surrounding stock options and warrants during 2018 and 2017 respectively.

The following is a summary of the options and warrants under the Plan:

	Shares	Weighted Average Exercise Price Per Share	Weighted Average Exercise Price
<b>December 31, 2016</b>	14,828	\$ .01	\$ .01
<b>December 31, 2017</b>	14,828	.01	.01
<b>Outstanding and exercise at;</b>	0	0	0
<b>December 31, 2018</b>	14,828	.01	.01
<b>Warrants granted in 2018</b>	0	0	0
<b>Warrants exercised in 2018</b>	0	0	0
<b>Balance at December 31, 2018</b>	<u>14,828</u>	<u>\$ .01</u>	<u>\$ .01</u>

**Note-H --- Going Concern**

At December 31<sup>st</sup> 2019, the Company had an accumulated deficit of \$3,954,009, which includes net loss of \$62,258 and \$112,467 respectively, for the years ended December 31<sup>st</sup>, 2019 and 2018. The Company also has liabilities exceeding assets in excess of \$3,316,573 at December 31, 2019. These factors created an uncertainty about the Company's ability to continue as a going concern.

THE KELLER MANUFACTURING COMPANY, INC. AND SUBSIDIARY  
CONSOLIDATED NOTES TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED  
DECEMBER 31, 2018 AND 2017

**Note-I --- Subsequent Events**

In August 2019, the company issued 463,762 warrants to two individuals that issued a personal guarantee on our debt. The warrants have a life of 10 years, exercise price of \$.01, and vest immediately.

**Issuer Certification**

I, Douglas W. Rink, Chief Executive Officer, certify that;

1. We have reviewed the annual financial statements for the periods of December 31<sup>st</sup> 2019 and December 31<sup>st</sup> 2018 pertaining to The Keller Manufacturing Company, Inc. and Subsidiaries.
2. Based on my knowledge, the 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 periods covered by this disclosure statement, and
3. Based on my knowledge, the financial statements, and other financial included or incorporated by reference in the 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.

December 31<sup>st</sup> 2020

/s/ Douglas W. Rink, CEO