



## OTC 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 *adequate current information* to the public markets. With a view to encouraging compliance with these laws, OTC Markets Group has created these OTC Pink Basic Disclosure Guidelines. We use the basic disclosure information provided by OTC Pink companies under these guidelines to designate the appropriate tier in the OTC Pink marketplace: Current, Limited or No Information. OTC Markets Group may require companies with securities designated as Caveat Emptor to make additional disclosures in order to qualify for OTC Pink Current Information tier.

### Forward-Looking Statements

This report includes "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements, other than statements of historical facts, included in this section and located elsewhere in this annual report regarding the prospects of our industry and our prospects, plans, financial position and business strategy may constitute forward-looking statements. These forward-looking statements are intended to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "plan," "foresee," "believe" or "continue" or the negatives of these terms or variations of them or similar terminology. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we can give no assurance that these expectations will prove to have been correct. All such forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others: (i) the ability to retain tenants, (ii) general economic, business, market and social conditions, (iii) trends in the real estate investment market, (iv) projected leasing and sales, (v) competition, and (vi) inflation. Readers are urged to consider these factors carefully in evaluating the forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. The forward-looking statements included herein are made only as of the date of this report, and we do not undertake any obligation to release publicly any revisions to such forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

Fortran Corporation  
725 11<sup>th</sup> Ave Blvd. SE  
Hickory, North Carolina 28602  
800-735-8600 Telephone  
828-324-4632 Fax

## **OTC Pink Basic Disclosure**

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

Fortran Corporation  
Burke Mills, Inc. name change to Fortran Corporation on February 2<sup>nd</sup> 2013.

### **2) Address of the issuer's principal executive offices:**

## **Company Headquarters**

Fortran Corporation  
P.O. Box 1450  
725 11<sup>th</sup> Ave Blvd. SE  
Hickory, North Carolina 28601  
Email: [info@fortrancorp.com](mailto:info@fortrancorp.com) Web Site: [www.fortrancorp.com](http://www.fortrancorp.com)

## **IR Contact**

Fortran Corporation  
Phone: 800-735-8600  
Email: [info@fortrancorp.com](mailto:info@fortrancorp.com) Web Site: [www.fortrancorp.com](http://www.fortrancorp.com)

### **3) Security Information**

Trading Symbol:	FRTN		
Exact title and class of securities outstanding:	Common Stock		
CUSIP:	34960D-108		
Par or Stated Value:	No Par		
Total shares authorized:	50,000,000	As of	12/31/2016
Total shares outstanding:	24,612,321	As of	12/31/2016

### **Additional class of securities (if necessary):**

Trading Symbol:	N/A		
Exact title and class of securities outstanding:	Preferred Series A		
CUSIP:	N/A		
Par or Stated Value:	No Par		
Total shares authorized:	10,000,000	As of	12/31/2016
Total shares outstanding:	1,700,000	As of	12/31/2016

## **Transfer Agent**

Colonial Stock Transfer
66 Exchange Place
Suite 100
Salt Lake City, Utah 84111
Phone: 801-433-9550
The Transfer Agent is registered under the Exchange Act

List any restrictions on the transfer of security:

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

None
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List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

On January 16<sup>th</sup> 2015 we entered into a Letter of Intent to acquire Tower Performance, Inc. of New Jersey. The Transaction closed on November 16<sup>th</sup> 2015 and will be consolidated into our financials due on or before February 15<sup>th</sup> and is included in the Managements Discussion in section (6).

## **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:

	<b>Date</b>		<b>Notes:</b>
A. The nature of each offering (e.g., Securities Act Rule 504, interstate, etc.);	2010	1,000,000	<ol style="list-style-type: none"><li>James M. Templeton 400,000 Templeton Family Holdings 1,200,000 Former Wynncom, Inc. shareholders 1,103,500 Employees 239,500</li><li>Steeltown Consulting 50,000 Three Rivers 50,000 Consulting Employees 18,000 Douglas W. Rink CEO 5,000,000 (affiliate) Richard C. Wison CFO (affiliate) 5,000,000</li><li>MaCallan Partners 12,500 James M. Templeton 800,000 Free Trading Stock: 11,884,439 Restricted Stock: 12,727,912 Shares Outstanding: 24,612,351</li></ol>
	2011	0	
	2012	0	
	2013	10,742,851	
	2014	13,681,851 (1)	
	2015	23,799,851 (2)	
B. Any Jurisdictions where the offering was registered or qualified;	2016	24,612,351 (3)	North Carolina
C. The number of shares offered;	2010	1,000,000	
	2011	0	
	2012	0	
	2013	10,742,851	
		Common 1,000,000	
		Preferred Ser. A	
D. The number of shares sold;			
	2010	1,000,000	

	2011	0	
	2012	0	
	2013	10,742,851 Common 1,000,000 Preferred Ser. A	
	2014	400,000	
E. The price at which the shares were offered, and the amount actually paid to the issuer;	\$0.30		\$120,000
F. The trading status of the shares;	Restricted.		Shares of Fortran Corp. common and preferred are restricted securities which are not freely tradable unless subject to a valid exemption from the SEC registration requirements.
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 transferability and sale of the shares under the securities Act.	Yes.		

## 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. Statement of income;
- C. Statement of cash flows;
- D. Financial notes; and
- E. Audit letter, if audited

<b><u>Report</u></b>	<b><u>Publish Date</u></b>	<b><u>Period End Date</u></b>	<b><u>Where Published</u></b>
Quarterly Report	02/15/2017	12/31/2016	OTC Disclosure and News Service
Quarterly Report	11/15/2016	09/30/2016	OTC Disclosure and News Service
Annual Report	09/22/2016	06/31/2016	OTC Disclosure and News Service
Quarterly Report	05/10/2016	03/31/2015	OTC Disclosure and News Service
Quarterly Report	02/09/2015	12/31/2015	OTC Disclosure and News Service
Quarterly Report	11/11/2015	09/30/2015	OTC Disclosure and News Service
Annual Report	09/09/2015	06/31/2015	OTC Disclosure and News Service
Quarterly Report	05/12/2014	03/31/2014	OTC Disclosure and News Service
Quarterly Report	02/09/2015	12/31/2014	OTC Disclosure and News Service
Quarterly Report	09/30/2014	09/30/2014	OTC Disclosure and News Service
Annual Report	09/15/2014	06/30/2014	OTC Disclosure and News Service
Quarterly Report	05/15/2014	03/31/2014	OTC Disclosure and News Service
Quarterly Report	02/14/2014	12/31/2013	OTC Disclosure and News Service
Quarterly Report	11/15/2014	09/30/2013	OTC Disclosure and News Service
Annual Report	11/13/2013	06/30/2013	OTC Disclosure and News Service

For further reference: <http://www.otcmarkets.com/stock/FRTN/filings>

## 6) Describe the Issuer's Business, Products and Services

A. a description of the issuer's business operations;

Management's Discussion and Analysis of Financial Condition and Results of Operations. ("MD&A").

### The Company

Fortran Corporation ("Fortran" or the "Company") through its subsidiaries, is a leading telecommunications system integrator dedicated to designing, sourcing, implementing and maintaining complex communications solutions and the installation, service and repair of cooling towers across the US. The company's businesses are in two main segments;

### Telecom Service Segment

We are converting the historical and traditional "telecom" business model to a "Telecom-As-A-Service" ("TaaS") and is comprised of engineering and design, network service, technical certifications, regional sales teams, remote monitoring, on-site service, dedicated sales and engineering resources. The primary services offered through this platform include:

- Manage Service Agreements (MSA's)
- Box Sales
- Moves-Adds-Changes (MAC)
- Data Cabling and In-building Wireless

The Company's offerings allows it to service the needs of its clients independent of the technology that they choose, which we believe is a unique competitive advantage. For the sale and implementation of new box sales, or other major projects, most significant orders are subject to competitive bidding processes and, generally, competition can be significant for such new orders. The Company is continually bidding on new projects to maintain and grow service revenues. Projects account for the majority of service revenues and are primarily driven by the overall economic environment and information technology capital spending. The Company also serves government clients whose revenues are not as dependent on the overall economic environment as commercial clients but are subject to governmental budgetary constraints.

New system sales ("Box Sales") often generate a post-implementation maintenance agreement ("MSA's") to support the system, which generally ranges from 1-3 years for commercial clients and 3-5 years for government clients. Historically, such an agreement would result in a fixed fee earned ratably over the term of the contract. Recently, some of our clients have adopted a variable fee model based on time and materials per occurrence, similar to MAC work. While this shift decreases our contractually obligated revenues, the variable model also generates profitable revenues. Revenues from MSA's generally are not dependent on the economy as client's contract for maintenance to extend the life of their existing equipment and delay capital spending on new communications systems. MSA and MAC work revenues are also dependent upon the Company's relationship with its clients and its long track record of providing high-quality service.

Our service business generates backlog which is defined by the Company as orders and contracts considered to be firm.

On November 16<sup>th</sup> 2015, we acquired New TPI, LLC which is the majority of our income for reporting, we will no longer list the backlog, as we've previously stated in the telecom business until such point in time its revenues are comparable with Tower service revenues.

Our Service Business introduce scale, flexibility and leverage to the business, and provide the following competitive advantages:

- A diverse client base of many small businesses to a few of the world's largest corporations and institutions.
- Key relationships with leading technology partners.
- An expanding geographic market with 3-offices in 2-states with centralized dispatching.
- A strong financial position and balance sheet with positive cash flow.

We currently manage 8,467 clients on 02/15/2017, as opposed to 8,472 on 11/14/2016, classified in the following manner:

Date(s)	As of 05/12/ 2015	As of 09/09/ 2015	As of 11/11/201 5	As of 02/09/2016	As of 05/10/2016	As of 09/19/2016	As of 11/14/2016	As of 02/15/2017
Active – 12	948	999	1004	853	582	646	670	705
Active – 24	197	190	188	262	527	606	520	515
MSA	558	542	546	491	468	451	457	462
Warranty	153	164	170	169	152	164	156	142
Exposed	6404	6368	6361	6,499	6,543	6,604	6,674	6643

Active-12 & 24 considered service orders within 12 or 24 months we feel are active client. "MSA" "Managed Service Agreement" which are service contracts paying yearly not included in Active-12 or 24. Warranty clients purchased equipment and are under the warranty for 1 to 5 years at which time they will potentially roll into our MSA business. The Exposed category is "one-time" clients that have purchased equipment or services from us more than 24-months ago but still have our equipment. We feel the exposed clients are our best opportunity to convert to one of the other categories efficiently. We feel client analytics is the best way to grow our business and evaluate potential acquisition targets.

#### Cooling Tower Service Segment

Tower Performance, Inc. (TPI) is a national specialty contractor involved with the repair, maintenance, upgrade, inspection, construction, and sale of parts for all types of cooling towers, mechanical equipment parts, and maintenance for air coolers. The Company has its own trained crews that perform work at the customer's facilities.

#### Revenue Mix

For over 50-years, TPI has been involved in every phase of cooling construction from repair to upgrade to new towers.

#### Sales and Marketing

The Company acquires customers through the following sales and marketing methods:

- Ten full-time sales employees
- Advertise in ThomasNet®
- Membership in the cooling Technology Institute
- Customer and supplier referrals
- Trade shows
- Magazine Advertising

## Customer Markets

TPI targets several industries including:

- Utilities, Chemical/petrochemical, Commercial real estate, Colleges and institutions
- Phosphate/fertilizer, Steel, Hospitals, Air Separation, Paper/bottling, Export/wholesale

This diversification protects the Company from the impact of a downturn in any specific industry and results in consistent demand.

## Organization

The Company is organized as a C-Corporation and was established in 1964. TPI is headquartered in Florham Park, New Jersey in a 3,000 square foot office approximately 10 miles northwest of Newark Liberty International Airport. Additionally, the Company leases a 2,000 square foot office and a 4,000 square foot warehouse/yard in Houston, Texas. TPI leases its facilities from third parties at the fair market rate of \$109,000 per year.

## Employee Base

The Company has 50 to 70 full-time employees, including 10 salesmen, a construction crew of up to 60 in Texas and 4 in New York/New Jersey, 3 administrators, and office personnel. TPI values its staff and their experience, and that treatment is reflected in a low employee turnover rate. For office, NYC union carpenters, and superintendent personnel.

TPI has several success drivers in this industry:

- With revenue derived from over 10 industries, the Company is highly diversified protecting it from the impact of a downturn in a single industry and reducing operational risk.
- TPI has developed an established brand name over its 50+ years of operation resulting in significant industry recognition, customer referrals, and repeat business.
- The Company provides its products and services to large and established clients, including Arizona Public Service, ExxonMobil, Valero, US Steel, PBF Energy, and Mosaic. These utility and publicly traded companies result in consistent demand and stable revenue streams for TPI.

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

March 17<sup>th</sup> 1948

C. the issuer's primary and secondary SIC Codes;

SIC-Code	Type
4813-01	Telecommunications Service
4813-07	Voice Messaging Equipment & Service
4813-08	Telephone Equipment & Systems Renting
3443-02	Heat Exchangers, Condensers, and Components.

D. the issuer's fiscal year end date;

June 30<sup>th</sup>

E. principal products or services, and their markets;

Telecommunications hardware and software integration, design and implementation in the south eastern US.
Cooling Tower Installation, service and repair in the mid-western and north eastern US.

**7) Describe the Issuer's Facilities**

Type	Address	Term	Amount
Telecom HQ	725 11 <sup>th</sup> Ave Blvd. SE Hickory, North Carolina 28602	N/A	Purchased on 06/06/2014.
Office/Warehouse	3210 16 <sup>th</sup> Ave SE., Conover, North Carolina 28603-3441	N/A	Purchased on 06/06/2014.
Cooling Tower HQ	Florham Park, New Jersey	5-year	
Flex Space/office #2	Houston, Texas	5-year	

**8) Officers, Directors, and Control Persons**

A. Names of Officers, Directors, and Control Persons. In responding to this item, please provide the names of each of the issuer's executive officers, directors, general partners and control persons (control persons are beneficial owners of more than five percent (5%) of any class of the issuer's equity securities), as of the date of this information statement.

Name	Title
Douglas W. Rink	President/CEO and Chairman Beneficial owner of more than 10%. (see Section "C")
Richard W. Wilson	Controller/Acting CFO Affiliate Beneficial owner of more than 10% (see Section "C")

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five 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

#### Legal Proceedings.

The Corporation is a party to various pending legal proceedings in the normal course of business. Management believes that any losses resulting from such proceedings would not have a material adverse effect on the Corporation's results of operations or financial position. The corporation's details are below:

1. TCA Global Fund Sued the Corporation for maturity of a debt in Florida. Case Pending.

C. Beneficial Shareholders. 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.

Name	Title	Percentage of Shares
<b>Douglas W. Rink, Affiliate</b> <b>214 Pinehurst Lane</b> <b>Newton, North Carolina 28658</b>	President/CEO & Chairman	1,350,000 Preferred Series A 5,244,333 Restricted Common Stock
<b>*Templeton Family Holdings, LLC.</b> <b>P.O. Box 92</b> <b>Newton, North Carolina 28658</b>	Member, Manager	8,625,000 Common Stock
<b>Richard C. Wilson, Affiliate</b> <b>5026 Bethel Road</b> <b>Scottsburg, VA 24589</b>	CFO and Controller	350,000 Preferred Series A 5,000,000 Restricted Common Stock
<b>*Notes Affiliate Restrictions</b>		

#### 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:

##### Attorney:

Matthew K. Rogers, Esquire
Phone: 828-327-2005
200 1 <sup>st</sup> Ave NW. STE. 104, Hickory, North Carolina 28602

##### Accountant or Auditor:

None

##### Investor Relations Consultant:

Fortran Corporation
Phone: 800-735-8600
Email: info@fortrancorp.com

Other Advisor: Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement.

None

## 10) Issuer Certification

The certifications shall follow the format below:

I, Douglas W. Rink certify that:

1. I have reviewed this Quarterly Disclosure Statement of Fortran Corporation;
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.

02/15/2017 [Date]

/s/Douglas W. Rink [CEO's Signature]

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

President and CEO [Title]

02/15/2017 [CFO's Signature]

/s/Richard C. Wilson [CFO's Signature]

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

Chief Financial Officer [Title]