

# 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.

# **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 11th Ave Blvd. SE
Hickory, North Carolina 28601
Email: info@fortrancorp.com Web Site: www.fortrancorp.com

#### **IR Contact**

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

# 3) <u>Security Information</u>

Trading Symbol:	FRTN		
Exact title and class of securities outstanding:	Common Sto	ck	
CUSIP:	34960D-108		
Par or Stated Value:	No Par		
Total shares authorized:	50,000,000	As of	06/31/2015
Total shares outstanding:	13,781,851	As of	06/31/2015

# Additional class of securities (if necessary):

Trading Symbol:	N/A		
Exact title and class of securities outstanding:	Preferred Series	s A	
CUSIP:	N/A		
Par or Stated Value:	No Par		
Total shares authorized:	10,000,000	As of	06/31/2015
Total shares outstanding:	1,000,000	As of	06/31/2015

### **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

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 currently anticipated or that occurred within the past 12 months:

We have entered into a Letter of Intent and contract for purchase of a company in a service business unrelated to our current operations. There is no guarantee that this transaction will close.

# 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:

	Date		Notes:	
A. The nature of each offering	2010	1,000,000 (1)	1.	Sept. 10 <sup>th</sup> 2010 Burke Milles
(e.g., Securities Act Rule 504,	2011	0		entered into Plan of Exchange
interstate, etc.);	2012	0		with Metro Mobile Media Group,
	2013	10,742,851 (2 &3)		Inc. became a wholly owned subsidiary.
	2014	11,142,851 (4) 11,542,851 (5) 12,646,351 (6) 13,446,351 (7) 13,586,851 (9) 13,681,851 (10) 13,781,851 (12)	2.	April 24 <sup>th</sup> 2013 Fortran Corporation, through a "Plan of Exchange", issued 9,017,329 shares of common stock and 1,000,000 shares of preferred series "a" stock with The New Telephone Company, Inc. which became a wholly owned subsidiary of Fortran Corpora We issued 500,000 shares of common stock to Danzig, LTD for consulting services and 300,000 shares to James M. Templeton in exchange for a debt of a predessor company.

James M. Templeton in exchange for a debt of a predessor company. On February 27th, we issued 400,000 shares of our common stock to James M. Templeton in exchange for an affiliate debt. On March 25th 2014, we issued 400,000 shares of our common stock to an affiliate. Templeton Family Holdings, in an option to purchase at .30 cents per share in exchange for \$120,000. 6. On March 1st 2014, we entered into a Plan of Exchange for 1,103,500 shares of our common stock for 100% of all issued and outstanding stock of Wynncom, Inc. with certain debt assumptions and a convertible debenture(s). 7. On June 6<sup>th</sup>, we issued 800,000 shares of our restricted common stock and a \$110,000 convertible debenture to an affiliate. Templeton Family Holdings, LLC., in exchange for our office building located at 725 11th Ave Blvd. SE, Hickory, North Carolina 28602. 8. On June 6th, we issued a \$450,000 convertible debenture to Douglas and Sandra Crawford in exchange for an office building/warehouse located at 3210 16th Avenue, SE, Conover, North Carolina 28613. On December 18th 2015, we issued restricted 140,500 shares to our former Chief Operations Officer in lieu of his final payment for a non-compete agreement. 10. On December 18th 2015, we issued 95,000 restricted shares to our employees as part of our employee compensation plan. 11. On January 21st 2015, we signed 18-month non-exclusive performance agreement with Moneta Equity Partners, LLC to explore equity/debt financing to the company. The performance compensation is \$58,250 in the form of a convertible promissory note. To date, we have not completed any transactions with MEP. 12. On March 13th 2015, we signed a 3-month non-exclusive consulting agreement with Steeltown Consulting Group, Inc. and Three Rivers Business Consulting, LLC. We issued 100,000 shares of restricted common stock in connection with this agreement. The shares issued in this OTC Markets Group Inc.

services and 300,000 shares to

			transaction was reserved for an affiliate and donated by the affiliate.
B. Any Jurisdictions where the offering was registered or qualified;		,	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	
D. The number of shares solu,	2011	0	
	2012	0	
	2012	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

Report	Publish Date	Period End Date	Where Published
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

# 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") is a leading telecommunications system integrator dedicated to designing, sourcing, implementing and maintaining complex communications solutions.

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.

At 09/09/2015, the Company's total backlog, which relates primarily to Services, was \$203,526.19, as opposed to \$294,215.46 on 05/15/2015, expected to be completed within the next three months.

OTC Markets Group Inc.

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 8,263 clients on 09/09/2015, as opposed to 8,260 clients on 05/15/2015, classified in the following manner:

Date(s)	As of 01/31/20 14	As of 05/12/2014	As of 09/09/2014	As of 11/11/2014	As of 02/09/2015	As of 05/12/2015	As of 09/09/2015
Active – 12	594	842	887	862	930	948	999
Active – 24	275	329	326	288	351	197	190
MSA	271	403	438	501	539	558	542
Warranty	73	131	135	119	153	153	164
Exposed	3704	3827	6150	6352	6261	6404	6368

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.

In FYE ending 06/31/2015, we have entered into a Letter of Intent and contract for purchase of a company in a service business unrelated to our current operations. There is no guarantee that this transaction will close.

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

March 17th 1948

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

SIC-Code	Туре
4813-01	Telecommunications Service
4813-07	Voice Messaging Equipment & Service
4813-08	Telephone Equipment & Systems Renting

D. the issuer's fiscal year end date;

June 30th

E. principal products or services, and their markets;

Telecommunications hardware and software integration, design and implementation in the south eastern US.

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

Type	<u>Address</u>	<u>Term</u>	<u>Amount</u>
HQ	725 11 <sup>th</sup> Ave Blvd. SE Hickory, North Carolina 28602	N/A	Purchased on 06/06/2014.
Lab/warehouse	201 East 8 <sup>th</sup> Street, Newton, North Carolina 28658	Mo-to-Mo	\$1,200* (Lease w/Rink Media, LLC owed by Douglas Rink)
Office/Warehouse	3210 16 <sup>th</sup> Ave SE., Conover, North Carolina 28603-3441	N/A	Purchased on 06/06/2014.

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

A. <u>Names of Officers, Directors, and Control Persons</u>. 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.

<u>Name</u>	<u>Title</u>
Douglas W. Rink	President/CEO and Chairman
	Beneficial owner of more than 5%.
Richard W. Wilson	Controller/Acting CFO
James S. Abernethy	Director
Robert P. Huntley	Director
Thomas I. Nail	Director
Templeton Family Holdings, LLC	Beneficial owner of more than 5% of the common stock.
Donna T. Sharman, Member Manager	

- B. <u>Legal/Disciplinary History</u>. 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

 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.

C. <u>Beneficial Shareholders</u>. 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
Douglas W. Rink	President/CEO & Chairman	1,000,000 Preferred Series A
3521 S. NC Hwy. 16		244,333 Common Stock
Maiden, North Carolina 28650		
Templeton Family Holdings, LLC.	Member, Manager	8,625,000 Common Stock
P.O. Box 92	_	
Newton, North Carolina 28658		

# 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:

### 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.

# 09/09/2015 [Date]

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

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

President and CEO [Title]

09/09/2015 [CFO's Signature]

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

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

Chief Financial Officer [Title]