

**PINK OTC MARKETS**  
**Industrial Nanotech, Inc.**  
**(A Delaware Corporation)**

**ANNUAL REPORT**  
***Year Ending December 31, 2011***

*All information in this information and disclosure Statement has been compiled to fulfill the disclosure requirements of rule 15c2-11 (a) promulgated under the Securities and Exchange Act of 1934, as amended. The enumerated captions contained herein correspond to the sequential format set forth in the rule.*

*No Dealer, salesmen or any other person has been authorized to give any information, or to make any representations, not contained herein in connection with the issuer. Such information or representations, if made, must not be relied upon as having been authorized by the issuer, and:*

*Delivery of this information file does not any time imply that the information contained herein is correct as of any time subsequent to the date first written above.*

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*The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.*

Date: April 2, 2012

INDUSTRIAL NANOTECH, INC.

By: /s/ Stuart Burchill

Name: Mr. Stuart Burchill  
Position: Chairman/CEO  
Phone: (800)767-3998  
E-mail: corporate@industrial-nanotech.com  
Web-Page: www.industrial-nanotech.com

## **Part A**      **General Company Information**

### **Item I**            **The exact name of the issuer and its predecessor (if any):**

The exact name of the Issuer is Industrial Nanotech, Inc.

### **Item II**            **The address of Issuer's principal executive offices:**

1925 Trade Center Way  
Suite 1  
Naples, Florida 34109  
Phone: (800) 767-3998

### **Item III**            **The jurisdiction and date of the issuer's incorporation or organization:**

The Company was incorporated in the State of Delaware on February 7, 2005.

## **Part B**      **Share Structure**

### **Item IV**            **The exact title and class of securities outstanding:**

<i>Security Symbol:</i>	<i>INTK</i>
<i>CUSIP Number:</i>	<i>456277 102</i>
<i>Common Stock:</i>	<i>500,000,000 authorized</i>
<i>Preferred Stock:</i>	<i>Series A 25,000,000 authorized</i>

### **Item V**            **Par or stated value and description of the security:**

The authorized shares consist of 500,000,000 shares of common stock at par value of \$0.0001 per share; and 25,000,000 Series A Preferred shares, par value \$0.0001 per share.

### **Item VI**            **The number of shares or total amount of the securities outstanding for each class of securities authorized:**

<i>As of:</i>	<i>December 31, 2011</i>
<i>Total Common Authorized:</i>	<i>500,000,000</i>
<i>Total Common Outstanding:</i>	<i>497,778,699</i>
<i>Free Trading:</i>	<i>229,449,549</i>
<i>Restricted:</i>	<i>262,329,150</i>
<i>Number of Shareholders:</i>	<i>3,030</i>

<i>As of:</i>	<i>December 31, 2011</i>
<i>Total Series A Preferred Authorized:</i>	<i>25,000,000</i>
<i>Total Series A Outstanding:</i>	<i>5,000,000</i>
<i>Free Trading:</i>	<i>N/A</i>
<i>Restricted:</i>	<i>N/A</i>
<i>Number of Shareholders:</i>	<i>2</i>

## **Part C      Business Information**

### **Item VII      Name and Address of the Transfer Agent**

Holladay Stock Transfer  
2939 N. 67<sup>th</sup> Place  
Scottsdale AZ 85251

### **Item VIII      Nature of the Issuer's Business**

#### **A.      Business Development**

Industrial NanoTech, Inc. funds & participates in research with the world's brightest scientists and leading laboratories. We are a green company specializing in developing sustainable nanotechnology based solutions for applications designed to save energy, protect plant assets, and reduce carbon footprints. Our patented technology provides immediate energy solutions with short term payback periods to assist companies with rapid cost cutting in both retrofit and new installations.

We created Nansulate®, our patented nanocomposite insulation, made with Hydro-NM-Oxide, a product of nanotechnology, and documented as the highest quality insulation on the planet. Nansulate®, when fully cured, contains approximately 70% Hydro-NM-Oxide and 30% acrylic resin and performance additive. A liquid applied coating, it dries to a thin layer and combines numerous performance characteristics that previously required different multiple products to accomplish: thermal insulation, corrosion protection, mold resistance, lead encapsulation, chemical resistance, fire resistance. Nansulate® has proven to provide energy savings in a variety of industrial and residential insulation applications. Nansulate® is also low VOC, non-toxic, and environmentally friendly.

The award winning Nansulate® family of products is providing revolutionary solutions to age old multi-billion dollar problems such as CUI (corrosion under insulation) as well as opportunities to insulate equipment and buildings that are unable to be adequately insulated with outmoded technologies. Our Sustainability Simplified™ platform is assisting global companies, with reducing energy costs and carbon emissions and giving

them innovative solutions to meet their sustainability goals. Nansulate® products are used across multiple market sectors, basically anywhere that any type of insulation is used, the productline also includes and NSF registered coating suitable for food processing and pharmaceutical facilities and a coating for solar thermal equipment and solar collectors.

1. The form of organization of Issuer: The Issuer is a Delaware corporation
2. The Year the Issuer or Predecessor was organized: The Issuer was organized in 2005.
3. Issuer's fiscal year end date: The Issuer's fiscal year end is December 31.
4. Whether the Issuer or any predecessor has been in bankruptcy, receivership or any similar proceedings: The Issuer has never been in bankruptcy or receivership
5. Any material reclassification, merger, consolidation or purchase or sale of a significant amount of assets not in the ordinary course of business: None.
6. The Company has not had any default of terms on any note, loan, lease or other indebtedness or financing arrangements.
7. Change of Control: The Issuer has not had any change of control.
8. Increase of 10% or more of the same class of outstanding equity securities: None.
9. Any past, pending or anticipated stock split: None.
10. Any delisting: None.
11. There are no current, past, pending or threatened legal proceedings or administrative actions either by or against the Issuer that could have any material effect on the Issuer, its business, financial condition or operations, nor are there any pending or active trading suspensions by any securities regulator.

## **B. Business of the Issuer**

1. SIC Codes: The Issuer's primary SIC Code is 3661; secondary SIC Code: 4813.
2. Stage of Business: The Issuer is currently conducting operations.
3. Shell Status: The Issuer is not now, and never has been, a shell company.
4. Name of Parent/Subsidiary/Affiliate: There exists no parent, subsidiary or affiliate of the Issuer.
5. Effect of Government Regulation: There is no effect of existing or probable government regulation on the business of Issuer.
6. Previous Research & Development Expenditure: Estimate of the amount spent during each of the last two fiscal years on research and development activities – \$851,927.18.
7. Costs and effects of compliance with environmental laws (federal, state and local): None.
8. There are currently seven (7) full time employees.

## **Item IX Nature of Products or Services Offered**

### **A. Principal products or services and their markets.**

Manufactures residential and industrial use Nansulate® coatings that deliver insulation, corrosion resistance, mold resistance, and lead encapsulation. This patented technology, sold only under the Nansulate® brand name, has been available since April of 2004 and has been providing dramatic energy saving solutions for industrial, commercial, government and residential customers around the world.

- B. Distribution Methods of the Products and Services: Grainger.com; national and international distributors; in house sales; company website.
- C. Status of any publicly announced new product or services: None.
- D. Competitive business conditions, the Issuer's competitive position in the industry, and the method of competition: Company has patented technology and is not aware of any parties infringing on its patents. There is no competitor with a similar paint in the market, to the Issuer's knowledge.
- E. Sources and availability of raw materials and the names of principal suppliers: Not applicable.
- F. Dependence on one or a few major customers: Not applicable.
- G. Patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration: The Company has received a license for a Patent and Design Patent as part of its initial portfolio. This license was granted from the owner of the patent, who is also the President of the Company. (Reference US Patent 7,144,522 B2).
- H. The need for government approval of principal products or services and the status of any requested government approvals: Not applicable.

**Item X Nature and Extent of the Issuer's Facilities**

The Company leases its office space at 1925 Trade Center Way, Suite 1, Naples, Florida 34109. The terms of the lease are for one year, with renewal options, at \$1500.00 per month. There are no other substantial leases, assets or property, other than the patent.

**Part D Management Structure and Financial Information**

**Item XI The Name of the Chief Executive Officer, Members of the Board of Directors, as well as Control Persons**

**A. Officers and Directors**

1. Full name: Stuart Burchill, CEO and President.
2. Business address: 1925 Trade Center Way, Suite 1, Naples, Florida 34109
3. Employment history: Stuart Burchill is an entrepreneur. He attended the University of Florida, where he studied science as a pre-veterinary student initially and then switched to business and accounting after two years. After university, he left to travel Europe and then worked on a cattle ranch and then with Arabian horses for several years before beginning a professional career. An inveterate entrepreneur, his early business experience was marketing for a publicly held company, Mcfaddin Ventures, the world's largest nightclub chain owner (Confetti, Todd's, Rialto, Ocean Club) with an additional portfolio of hotels and restaurants. Subsequent to leaving them, he has started and developed, without partners or investors, the largest nightclub in the state of Florida (sold), a local medical journal (sold), a real estate sales and commercial property management company (sold in market segments), and directed sales and marketing for a concrete manufacturing company. He also worked for three years consulting with high net worth

individuals regarding their investment in, or acquisition of, medium sized businesses. Mr. Burchill is the inventor of Nansulate and has other patents currently being prepared for submission to the USPTO. Mr. Burchill began his study of nanotechnology in 2002 and developed a passion for the science and its potential. He created the vision of Industrial Nanotech, Inc. and quickly assembled a team of associates, mentors, and friends among the world's leading nanotechnology, polymer, and thermal dynamics scientists who understood and shared his vision and had the talent to carry it out.

4. Board memberships: None.

5. Compensation by the Issuer: \$350,000.00 annual salary.

6. Number and class of the Issuer's securities beneficially owned by each such person:

51,000,000 common shares

2,500,000 preferred shares

**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. An entry of an order, judgment or decree 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 bank activities: None

3. Any violation of federal or state securities or commodities laws: None

4. Any entry of an order by self-regulatory organization to bar from the involvement in any type of business or securities activities: None

C. Disclosure of Family Relationships: The President/CEO and Chairman are related through marriage.

**D. Disclosure of Related Party Transactions:**

Related party transactions in the past two years and current year to date: None.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest: None.

**A. Officers and Directors (continued)**

1. Full name: Laurie Scherock, Chairman

2. Business address: 1925 Trade Center Way, Suite 1, Naples, Florida 34109

3. Employment history: Laurie Scherock, MBA and BS Psychology began her career working for Northern Trust Bank. After working in the banking industry, she worked as a Counselor for the David Lawrence Center. During her tenure she obtained approval at the state level to change and implement a new treatment paradigm for the SAM Program (Substance Abusing Mother's Program) to more effectively utilize state funds to treat clients based upon local demographics. She has worked for a number of firms in the start-up phase of operations or in organizations that required implementing logistics and procedures for operational efficiency including addressing optimal staffing requirements in positions ranging from a Marketing Position for a Real Estate Development Company to The Director of Outside Sales for an Automobile Conglomerate. She has worked for a media relations company in marketing, and taken continuing education courses in website design and e-commerce. She was President and shareholder of a start-up Internet Directory company, "The Best of Naples" and was involved in all stages of marketing, contracts, operations, and direct sales and subsequently divested. She was an Independent Manufacturer's Representative for Industrial Coating for two years during which the pre-incorporation process

for Industrial Nanotech, Inc. began. Her business background in a variety of fields provides a solid foundation to draw from in terms of taking a company from the start-up phase into the growth phase and the ability to oversee and implement strategic plans for the rapid growth of the company. She currently focuses on allocation of resources, funding, the implementation of the Distributorship Program and utilizes her marketing and psychology background to direct the marketing campaign challenges of launching new products and technologies to the “early adopters” taking into account the psychological barriers to adoption and the need for consumer education.

4. Board memberships: None.

5. Compensation by the Issuer: \$150,000.00 annual salary.

6. Number and class of the Issuer’s securities beneficially owned by each such person:

51,000,000 common shares

2,500,000 preferred shares

#### 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. An entry of an order, judgment or decree 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 bank activities: None

3. Any violation of federal or state securities or commodities laws: None

4. Any entry of an order by self-regulatory organization to bar from the involvement in any type of business or securities activities: None

C. Disclosure of Family Relationships: The President/CEO and Chairman are related through marriage.

D. Disclosure of Related Party Transactions:

Related party transactions in the past two years and current year to date: None.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest: None.

#### A. Officers and Directors (continued)

1. Francesca Crolley, Vice President of Operations and Marketing

2. Business Address: 1925 Trade Center Way, Suite 1, Naples, Florida 34109

3. Employment History: Francesca Crolley began her career in the United States Air Force utilizing state of the art communications equipment for transmission of classified communications at Andrews AFB. She has extensive experience implementing procedures and strategic management applications for office logistics, including implementing inventory procedures and computer applications for tracking production and sales statistics. She has been active in special event coordination and marketing in several organizations; managing the marketing campaigns for many successful events, coordinating volunteers, sponsors and budgets. She began a successful partnership forming a US/UK company which has received industry recognition for their design of three dimensional web base environments. Her personal relations

skills along with experience in logistical planning and marketing will fit well as our company grows and expands in markets throughout the world.

4. Board Memberships and other affiliations: None

5. Compensation by the Issuer: Annual Salary is \$40,000.00.

6. Number and Class of the Issuer's Securities Beneficially Owned by Each Person:

228,125 common shares

**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. An entry of an order, judgment or decree 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 bank activities: None

3. Any violation of federal or state securities or commodities laws: None

4. Any entry of an order by self-regulatory organization to bar from the involvement in any type of business or securities activities: None

C. Disclosure of Family Relationships: None.

D. Disclosure of Related Party Transactions:

Related party transactions in the past two years and current year to date: None.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest: None.

**Item XII Financial Information for the issuer's Most Recent Fiscal Period**

The annual financial statements for the period ending December 31, 2011 were filed with OTCMarkets on April 2, 2012 and are incorporated by reference herein. The annual financial statements for the period ending December 31, 2010 were filed with OTCMarkets on April 7, 2011 and are incorporated by reference.

**Item XIII Similar Financial Information for Such Part of the Two Preceding Fiscal Years as the Issuer or its Predecessor has been in Existence**

The financial statements for the two preceding fiscal years are incorporated by reference. The Issuer filed an Annual Report with OTC Markets on April 7, 2011 for the fiscal year ending December 31, 2010 which includes the financial statements. The Issuer filed an Annual Report with OTC Markets on March 30, 2010 for the fiscal year ending December 31, 2009 which includes the financial statements.

**Item XIV        Beneficial Owners**

The list below represents all shareholders owning more than 5% of any class of the Issuer's equity securities:

G. Stuart Burchill and Laurie Ann Burchill as husband and wife - 102,544,412 shares - 1925 Trade Ctr. Way, Suite 1, Naples, FL 34109

**Item XV        Name, Address, Telephone Number and Email Address of the Following Outside Providers that Advise the issuer on Matters Relating to Operations, Business Development and Disclosure:**

- |    |                                      |  |
|----|--------------------------------------|--|
| 1. | Investment Banker:                   | None   |
| 2. | Promoters:                           | None   |
| 3. | Counsel:                             | David Lubin & Associates, PLLC<br>5 North Village Avenue<br>Rockville Center, NY 11570<br>(516) 887-8200 |
| 4. | Accountant or Auditor:               | J. Thomas Rowan<br>1925 Trade Center Way<br>Suite 1<br>Naples FL 3410                                    |
| 5. | Public Relations Consultant:         |  |
| 6. | Investor Relations Consultant:       |  |
| 7. | Any other advisors: Special Counsel: | Robert J. Flynn, Jr.<br>1629 K Street, NW<br>Suite 300<br>Washington DC 20006<br>(202) 463-0662          |

**Item XVI        Management's Discussion and Analysis or Plan of Operation****B. Management's Discussion and Analysis of financial condition and results of operations.**

Industrial Nanotech, Inc. currently owns the patent rights to the combination of a specific category of nanocomposites and a variety of secondary "carrier" components. The resulting materials have unique and valuable characteristics including, among others, very low thermal conductivity, very high corrosion resistance, and exceptional durability.

Industrial Nanotech, Inc. has filed two additional patents on improvements to the nanocomposite and is currently preparing patent applications on additional technologies, creating new technologies, and pursuing the acquisition of additional intellectual property in nanotechnology. The overall objectives are advancing the development and commercialization of nanotechnologies through additional joint research agreements with the world's top research facilities, the development of a nanocomposite manufacturing and research facility, expansion of

distribution networks worldwide, and the cultivation of future researchers through scholarships and research grants.

A thorough analysis of current patents revealed that the area of intellectual property relating to the combination of these materials in the manner envisioned by the President of the Company was not currently covered by existing or pending patents. In November of 2003, Mr. Burchill had a provisional patent filed covering his invention and covering a very broad area of intellectual property. The patent was approved and published in 2006. Other patents on additional technologies are in process.

The Company's initial product line is directed at two significant markets, insulation and corrosion protection. NANSULATE™ is unusual in its ability to provide insulation combined with corrosion protection. The product descriptions below are summarized to protect proprietary information. Industrial Nanotech Inc.'s initial product line is covered by US & International Patent applications. Research is in progress on additional products. The technology involved in the company's products is based on the science of nanotechnology. The current product line, NANSULATE™, provides superior insulation, corrosion protection, durability, and excellent adhesive properties. New products are being developed to fulfill specifically identified market needs requested by national and international corporations or geographic markets.

NANSULATE™ products are designed for use in the industrial market on a wide variety of substrates including: Pipes - Tanks - Trucks - Roofs - Ceilings - Walls - Ships - Yachts - Containers- Residential - Commercial - Industrial- High Temperatures - Low Temperatures - Extreme Weather, as well as the construction market and the homeowner segment due to the ease of application. The product line is an industrial grade liquid applied insulation and corrosion inhibitor. This line is designed to insulate, protect from corrosion, conserve energy, and prolong capital asset life. It can be applied to a wide variety of substrates due to its exceptional adhesive properties. NANSULATE™ PT is a Direct to Metal coating designed for both high heat applications and sub-zero applications to areas such as ducts, pipes, and tanks. The branding of Nansulate GP successfully overcame the psychological barrier and sales increased immediately to additional target markets. Nansulate™ Translucent is a brand new product that was successfully formulated in response to specific market needs and inquiries from the petroleum industry and maritime industry for a formulation that would provide the benefits of the Nansulate product line and also be translucent. This product launched in January 2005.

The Company began corporate branding and product branding for NANSULATE™ in April 2004. NANSULATE™ PT was launched in April '04. NANSULATE™GP were launched in May 2004, with orders in place for both products. The company and its flagship product line have received national and international interest. At this time, our products are sold through the corporate website [www.industrial-nanotech.com](http://www.industrial-nanotech.com) and an international network of distributors.

The Company's most important competitive edge is based on the company's current and upcoming technologies that are the subject of current or pending patent applications and the company's access to a group of researchers and research facilities where there is not ease of entry. These technologies are the basis for the proprietary formulations which constitute the Nansulate™ coatings and which provide the coatings with the unique combined performance capabilities of very low thermal conductivity and very high corrosion protection. The access to these researchers ensures the company of a continuing stream of leading edge technologies in the arena of nanoscience.

No other material offers the benefits of insulation combined with superior corrosion protection, condensation prevention, and adhesion properties. All Nansulate™ coatings offer the added advantage of ease of application. Nansulate™ coatings also offer the ability to insulate using a fraction of the space required by other insulation materials.

## **Results of Operations**

Twelve months ended December 31, 2011 and 2010

### **Sales**

Sales for the twelve months ended December 31, 2011 were \$772,532 compared to \$1,576,901 for the twelve months ended December 31, 2010.

### **Selling, general and administrative expenses**

For twelve months ended December 31, 2011, selling, general and administrative expenses were \$1,721,699 compared to \$3,947,299 for the twelve months ended December 31, 2010.

### **Liquidity and Capital Resources**

We have financed our operations primarily through loans to the Company from our President/CEO. During the twelve months ended December 31, 2011, the Company suffered net loss of \$1,521,224. As of December 31, 2011, the Company had a working capital and stockholders' equity of \$137,37. Historically, the Company has sustained its operations primarily through loans from the President/CEO and from sales of its products; currently the Company is operating at a profit and this is derived from operations. These conditions raise substantial doubt about the Company's ability to continue as a going concern.

In view of these matters, the Company will need to improve its working capital position. The Company plans to overcome the circumstances that impact our ability to remain a going concern through a combination of achieving profitability, raising additional debt and equity financing, and renegotiating existing obligations. There can be no assurance, however, that we will be able to complete any additional debt or equity financing on favorable terms or at all, or that any such financings, if completed, will be adequate to meet our capital requirements. Any additional equity or debt financings could result in substantial dilution to our stockholders. If adequate funds are not available, we will be required to delay, reduce or eliminate some or all of our planned activities. Our inability to fund our capital requirements would have a material adverse effect on the Company. Management believes that the actions presently being taken to revise the Company's operating and financial requirements may provide the opportunity for the Company to continue as a going concern.

### **C. Off-Balance Sheet Arrangements**

The Issuer has no off-balance sheet arrangements.

## **Part E Issuance History**

During the year 2009 the Company issued common shares as described below:

- The Company issued a total of 7,435,791 common shares for \$150,000 cash ranging in a price from \$0.014 to \$0.036 per share.
- The Company issued a total of 33,732,731 common shares at \$0.018 per share for various services including Sales, Marketing, Consulting, Employee Bonus and Loan Collateral.
- The Company issued a total of 550,000 shares of common stock at \$0.03 per share for employee bonus and consulting expense.
- The Company issued 200,000 shares of common stock at \$0.03 per share for employee bonus and research and development costs.

During the year 2010, the Company issued common shares as described below:

- The Company issued 20,863,440 common shares at \$0.09 per share for the conversion of \$187,770 debt.
- The Company issued 50,000 shares of common stock for an employee bonus and 750,000 shares for Research and Development costs at \$0.045 per share.
- The Company issued 1,000,000 common shares at \$0.048 per share for consulting.
- The Company issued 10,500,000 common shares for consulting and 9,750,000 common shares for management bonus at \$0.035 per share.
- The Company issued 100,000 common shares at \$0.02 per share for consulting expense.
- The Company issued 50,000 common shares at \$0.0125 per share for employee bonus.
- The Company issued 11,800,000 common shares at \$0.0125 per share for prepaid marketing.
- The Company issued 4,000,000 common shares at \$0.0125 per share for prepaid public relations.
- The Company issued 3,125,000 common shares at \$0.0125 per share for consulting services.

During the year 2011, the Company issued common shares as described below:

- The Company issued 123,677,956 common shares \$823,241 cash and \$722,733 subscription receivable.
- The Company issued 23,870,000 shares for \$583,280 in services.

## **Part F       Exhibits**

### **Item XVIII    Material Contracts**

Not applicable

### **Item XIX       Articles of Incorporation and Bylaws**

The Issuer's Articles of Incorporation and Bylaws are incorporated by reference. They were filed as an Exhibit to the Issuer's Annual Report for the fiscal year ending July 31, 2010, which was filed on August 6, 2010. Neither the Articles of Incorporation nor the Bylaws have been amended since that filing.

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers**  
Not applicable

**Item XXI Issuer's Certification**

*I, Stuart Burchill, certify that:*

- 1. I have reviewed this Annual Report (as of December 31, 2011) of Industrial Nanotech, Inc.*
- 2. Based on my knowledge, this disclosure statement does not contain any untrue statements made, in light of the circumstances under which such statements were made not misleading with respect to the period(s) 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*

*The undersigned hereby certifies that the information herein is true and correct to the best of their knowledge and belief.*

*Dated this 2nd day of April, 2012*

INDUSTRIAL NANOTECH, INC.

By: /s/ Stuart Burchill

Name:	Mr. Stuart Burchill
Position:	Chairman/CEO
Phone:	(800)767-3998
E-mail:	<u><a href="mailto:corporate@industrial-nanotech.com">corporate@industrial-nanotech.com</a></u>
Web-Page:	<u><a href="http://www.industrial-nanotech.com">www.industrial-nanotech.com</a></u>