

TNR Technical, Inc.
ANNUAL DISCLOSURE STATEMENT
FOR THE FISCAL YEAR ENDED JUNE 30, 2017

Item 1. Name of the issuer and its predecessor (if any).

TNR Technical, Inc. (“TNR”, the “Company”, “We”, “Us”, “Issuer”)

Item 2. Address of the issuer’s principal executive offices.

Principal Executive Offices: 301 Central Park Drive
Sanford, Florida 32771
Telephone: 407-321-3011
Facsimile: 407-321-3208
Website: www.batterystore.com
www.tnrtechnical.com

Investor Relations Officers: Wayne Thaw, CEO
Mitchell Thaw, President/COO
Anne S. Provost, CFO
301 Central Park Drive
Sanford, FL 32771

Telephone: 407-321-3011
Facsimile: 407-321-3208
Website: www.tnrtechnical.com
E-mail: wayne@tnrbatteries.com
anne@tnrtechnical.com

Item 3. Security Information

A. Trading symbol: TNRK

Exact title and class: TNR Technical Inc., common stock

CUSIP: 872595202

Par or Stated Value: \$.02

Total shares authorized, 500,000 and outstanding, 306,978 as of: June 30, 2017

B. Preferred – None

C. Transfer Agent: American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219
Telephone: 718-921-8200
Facsimile: 718-765-8715
Website: www.amstock.com

American Stock Transfer and Trust Company, LLC is currently registered under the Securities Exchange Act of 1934, and is an authorized transfer agent subject to regulation by the U.S. Securities and Exchange Commission.

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There are no trading suspension orders issued by the SEC on the Company's securities. Of the 306,978 common shares outstanding at June 30, 2017, approximately 140,000 shares are fully tradable in the open market without restrictions. All other shares are either restricted securities under Rule 144 or "control securities" owned by officers, directors and/or affiliated persons.

Item 4. Issuance History

In the past two fiscal years and any interim period, there were no sales of the Company's securities by the Company.

Item 5. Financial Statements

The financial statements for fiscal year ended June 30, 2017 follow this page.

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201 South Orange Ave., Suite 800
Orlando, FL 32801

Independent Accountant's Review Report

Board of Directors
TNR Technical, Inc.
Sanford, FL

We have reviewed the accompanying financial statements of TNR Technical, Inc., which comprise the balance sheet as of June 30, 2016 and 2015, and the related statements of income, shareholders' equity, and cash flows for the years then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the financial statements as a whole. Accordingly, we do not express such an opinion.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement whether due to fraud or error.

Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the American Institute of Certified Public Accountants. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

Accountant's Conclusion

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

BDO USA, LLP
BDO USA, LLP
September 12, 2016

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TNR Technical, Inc.
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Balance Sheets

TNR Technical, Inc. Assets	June 30, 2017	June 30, 2016
Current assets:		
Cash and cash equivalents	\$ 1,688,870	\$ 2,528,177
Investments	348,366	-
Accounts receivable - trade, less allowance for doubtful accounts of \$14,159 and \$11,180	694,067	547,836
Inventories	1,973,065	2,009,315
Prepaid expenses and other current assets	105,583	78,802
Deferred tax asset	115,000	93,000
Income tax receivable	17,000	33,000
Total current assets	4,941,951	5,290,130
Property and equipment, net of accumulated depreciation and amortization		
	52,958	69,752
Non-current deferred tax asset, net	29,000	-
Deposits	8,556	5,639
Total assets	\$ 5,032,465	\$ 5,365,521
Liabilities and Shareholders' Equity		
Current liabilities:		
Accounts payable	\$ 191,495	\$ 264,435
Accrued expense	506,985	350,373
Total current liabilities	698,480	614,808
Non-current deferred tax liability	-	16,000
Total liabilities	698,480	630,808
Shareholders' equity:		
Common stock - \$0.02 par value, authorized 500,000 shares; 360,331 shares issued; 306,978 and 307,150 outstanding		
	7,207	7,207
Additional paid-in capital	3,405,001	3,405,001
Retained earnings	1,337,086	1,736,108
Treasury stock, at cost 51,380 and 51,208 shares outstanding	(415,309)	(413,603)
Total shareholders' equity	4,333,985	4,734,713
Total liabilities and shareholders' equity	\$ 5,032,465	\$ 5,365,521

See accompanying notes to financial statements.

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TNR Technical, Inc.
Statements of Income

	For the fiscal years ended June 30, 2017	2016
Revenue:		
Net sales	\$ 8,647,948	\$ 8,240,882
Cost of goods sold	6,227,976	5,875,207
Gross margin	2,419,972	2,365,675
Selling, general and administrative	2,084,870	1,910,835
Operating income	335,102	454,840
Other income:		
Interest income	29	65
Investment income, net	103	-
Total other income, net	132	65
Income before income taxes	335,234	454,905
Provision for income taxes	120,000	180,000
Net income	\$ 215,234	\$ 274,905
Basic and diluted earnings per share	\$ 0.70	\$ 0.90
Weighted average number of shares outstanding - basic and diluted.	307,032	307,089

See accompanying notes to financial statements.

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TNR Technical, Inc.
Statements of Shareholders' Equity
For the Fiscal Years Ended June 30, 2017 and 2016

	<u>Common Stock</u>		Additional Paid-in Capital	Retained Earnings	Treasury Stock	Total Shareholders' Equity
	Shares	Amount				
Balances, June 30, 2015	360,331	\$ 7,207	\$ 3,405,001	\$ 1,455,265	\$ (413,297)	\$ 4,454,176
Dividend reimbursement	-	-	-	5,938	-	5,938
Purchase of treasury stock	-	-	-	-	(306)	(306)
Net income	-	-	-	274,905	-	274,905
Balances, June 30, 2016	360,331	\$ 7,207	\$ 3,405,001	\$ 1,736,108	\$ (413,603)	\$ 4,734,713
Dividends	-	-	-	(614,256)	-	(614,256)
Purchase of treasury stock	-	-	-	-	(1,706)	(1,706)
Net income	-	-	-	215,234	-	215,234
Balances, June 30, 2017	360,331	\$ 7,207	\$ 3,405,001	\$ 1,337,086	\$ (415,309)	\$ 4,333,985

See accompanying notes to financial statements.

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Statements of Cash Flows

	For the fiscal years ended June 30,		2017	2016
Cash flows from operating activities:				
Net income	\$	215,234	\$	274,905
Adjustments to reconcile net income to net cash (used by) provided by operating activities:				
Deferred income tax (benefit) expense		(67,000)		27,000
Depreciation and amortization		27,835		33,009
Provision for doubtful accounts		2,979		1,035
Unrealized gain on investments		(103)		-
Gain on disposition of equipment		(3,000)		(14,189)
Changes in operating assets and liabilities:				
Accounts receivable		(149,211)		(51,808)
Purchase of investments		(348,262)		-
Inventories		36,249		(8,886)
Prepaid expenses and other assets		(26,780)		(8,793)
Accounts payable and accrued expenses		83,672		(89,018)
Deposits		(2,917)		11,601
Income taxes receivable (payable)		16,000		(9,000)
Net cash (used by) provided by operating activities		<u>(215,304)</u>		<u>165,856</u>
Cash flows from investing activities:				
Purchase of property and equipment		(11,041)		(39,985)
Proceeds from disposition of property and equipment		3,000		18,650
Net cash used by investing activities		<u>(8,041)</u>		<u>(21,335)</u>
Cash flows from financing activities:				
Dividend reimbursement		-		5,938
Dividend		(614,256)		-
Purchase of treasury stock		(1,706)		(306)
Net cash (used by) provided by financing activities		<u>(615,962)</u>		<u>5,632</u>
(Decrease) increase in cash and cash equivalents		(839,307)		150,153
Cash and cash equivalents - beginning of period		2,528,177		2,378,024
Cash and cash equivalents - end of period	\$	<u>1,688,870</u>	\$	<u>2,528,177</u>
Supplemental disclosure of cash flow information:				
Cash paid during the year for income taxes	\$	<u>173,374</u>	\$	<u>134,488</u>

See accompanying notes to financial statements

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(1) Summary of Significant Accounting Policies

(a) Nature of Operations

TNR Technical, Inc. (TNR or the Company) designs, assembles and markets batteries and multi-cell battery packs to a wide variety of industrial, commercial, and retail markets. The Company is a distributor for a number of major U.S. battery manufacturers and markets its products nationally.

(b) Accounts Receivable

Accounts receivable are customer obligations due under normal trade terms and are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts using the reserve method based on its assessment of the current status of the individual receivables and after using reasonable collection efforts. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

(c) Fair Value Measurements

The Company accounts for financial instruments in accordance with FASB Accounting Standards Codification (“ASC”) 820, *Fair Value Measurements and Disclosures* (“ASC 820”), which provides a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1 – Quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable;

Level 3 – Unobservable inputs that are supported by little or no market activity, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

A financial instrument’s level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial

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instruments include accounts receivable - trade, income tax receivable, accounts payable and accrued expenses and are immediately available without market risk to principal. Fair values were assumed to approximate carrying values for these financial instruments since they are short term in nature and their carrying amounts approximate fair values or they are receivable or payable on demand.

The Company's Level 1 financial assets consist of investments identified in Note 2 and are valued on a daily basis in active markets. The Company does not have any financial or non-financial assets or liabilities that would be characterized as Level 2 or 3.

(d) **Inventories**

Inventories are stated at the lower of cost (weighted average) or market.

(e) **Property and Equipment**

Property and equipment are recorded at cost. The Company provides depreciation for machinery and equipment, and furniture and fixtures using the straight-line method over the estimated useful lives of the respective assets, which range from three to seven years. Amortization of leasehold improvements is computed using the straight-line method over the lesser of the lease term or estimated useful lives of the improvements which range from three to four years.

(f) **Major Suppliers**

During the year ended June 30, 2017, the Company purchased from three individual suppliers approximately 32%, 13%, and 10%, respectively, of its total purchased inventory. During the year ended June 30, 2016, the Company purchased from three individual suppliers approximately 25%, 12%, and 11%, respectively, of its total purchased inventory.

(g) **Revenue Recognition**

The Company, consistent with the practice of most entities operating in the battery distribution business, recognizes revenue upon shipment of battery products from its warehouse facilities. The Company's customers take title to the products at the time of shipment and bear the cost of freight. There is no continuing performance obligation by the Company subsequent to shipment of product. The costs incurred by the Company for shipping and handling are included in cost of goods sold.

(h) **Advertising Costs**

Advertising expenditures related to product distribution and marketing efforts consist primarily of internet advertising and print media which are expensed as incurred. Advertising costs included in selling, general and administrative expenses were \$5,928 and \$13,969 for the years ended June 30, 2017 and 2016, respectively.

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(i) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

(j) Concentration of Credit Risks

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of cash and cash equivalents, investments, and accounts receivable - trade. The Company maintains its cash balances at certain financial institutions which at times may exceed federally insured limits. Although the Company believes it is not exposed to significant credit risk in these accounts, it has distributed its cash among several banks to minimize exposure. Management believes its investment policy is prudent for the long-term welfare of the Company and its stakeholders. The Company performs periodic credit evaluations of its trade customers and generally does not require collateral.

(k) Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company identifies and evaluates uncertain tax positions, if any, and recognizes the impact of uncertain tax positions for which there is a less than more-likely-than-not probability of the position being upheld when reviewed by the relevant taxing authority. Such positions are deemed to be unrecognized tax benefits and a corresponding liability is established on the balance sheet. The Company has not recognized a liability for uncertain tax positions. A reconciliation of the beginning and ending amount of unrecognized tax benefits or penalties has not been provided since there is no unrecognized benefit or penalty. If there were an unrecognized tax benefit or penalty, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses.

The Company files income tax returns in the U.S. federal jurisdiction, and various state jurisdictions. The Company's open tax years subject to examination by the Internal Revenue Service generally remain open for three years from the date of filing.

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(l) Cash Equivalents

For purposes of cash flows, the Company considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents.

(m) Investments

Investments are classified as trading securities and are carried at fair value, with unrealized gains and losses included in earnings on a current basis. Fair value consists of closing price of the investment, or current cash settlement value, on the last business day of each period presented. The Company fair values its investments using the settlement date value for sales and purchases, and the closing market price on the last business day for each period presented on the accompanying balance sheets.

(n) Earnings Per Common Share

Basic earnings per common share have been computed based upon the weighted average number of common shares outstanding during the years presented. Diluted earnings per share exclude all potentially dilutive shares if their effect is anti-dilutive. The Company had no dilutive securities outstanding at June 30, 2016 and 2017.

(o) Subsequent Events

The Company has evaluated events and transactions occurring after June 30, 2017 as of September 28, 2017, which is the date the financial statements were available to be issued. Subsequent events occurring after September 28, 2017 have not been evaluated by management. No material events have occurred since June 30, 2017 that would require recognition or disclosure in the financial statements.

(2) Investments

Investments held by the Company are classified as trading securities and consist of \$348,366 in U.S. treasury bills at June 30, 2017. All investments are classified using Level 1 fair value measurements.

(3) Inventories

Inventories consist of the following as of June 30:

	<u>2017</u>	<u>2016</u>
Finished goods/work-in-progress	\$ 38,092	\$ 30,915
Purchased product and materials	1,934,973	1,978,400
	<u>\$ 1,973,065</u>	<u>\$ 2,009,315</u>

(3) Property and Equipment

Property and equipment consists of the following as of June 30:

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	2017	2016
Machinery and equipment	\$ 82,569	\$ 89,845
Furniture and fixtures	164,908	167,558
Leasehold improvements	59,792	56,708
	307,269	314,111
Less accumulated depreciation and amortization	254,311	244,359
	\$ 52,958	\$ 69,752

(4) Shareholders' Equity

Dividend - On September 14, 2016, the Board of Directors declared a special one-time dividend of \$2.00 per share for stockholders of record on October 10, 2016, payable on November 9, 2016 which reduced retained earnings by \$614,256.

Common Stock – The Company’s common stock consists of the following:
Authorized; 500,000 shares of common stock, \$.02 par value. The stockholders of common stock are entitled to one vote for each share held.

Treasury Stock – Shares of common stock repurchased are classified as treasury shares. During fiscal 2017, 172 shares of common stock were repurchased for \$1,706. During fiscal 2016, 25 shares of common stock were repurchased for \$306. 13,000 shares of treasury stock will be issued as stock compensation to key members of the staff during the first quarter ended September 30, 2017, for performance bonuses included in accrued expenses as of June 30, 2017.

(5) Income Taxes

The income tax provision consists of the following as of:

	June 30, 2017	June 30, 2016
Current tax expense		
Federal	\$ 152,000	\$ 125,000
State	35,000	28,000
	187,000	153,000
Deferred tax (benefit) expense		
Federal	(56,000)	22,000
State	(11,000)	5,000
	(67,000)	27,000
Total income tax expense, net	\$ 120,000	\$ 180,000

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets and liabilities at June 30 are presented below:

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	<u>2017</u>	<u>2016</u>
Deferred tax assets:		
Inventories	\$73,000	\$77,000
Accounts receivable	5,000	5,000
Stock compensation issued	45,000	-
Other compensation accruals	30,000	-
Accrued paid time off	7,000	11,000
Deferred tax assets	160,000	93,000
Deferred tax liabilities:		
Depreciation and amortization	(16,000)	(16,000)
Net deferred tax assets	\$144,000	\$77,000

Deferred taxes are presented in the accompanying June 30 balance sheets as follows:

	<u>2017</u>	<u>2016</u>
Current deferred tax asset	\$115,000	\$93,000
Noncurrent deferred tax asset, net	29,000	
Noncurrent deferred tax liability, net	-	(16,000)
	\$144,000	\$77,000

(6) Lease Commitments

The Company leases its Florida office, warehouse and distribution facilities from a partnership controlled by an executive officer, shareholder and director of the Company. The lease agreement provides for payment of real estate taxes and insurance and extends through June 2019. The Company also leases warehouse and distribution facilities in California from an unrelated party under a five-year operating lease agreement expiring in August 2019.

Future minimum rental payments associated with operating lease obligations are as follows:

Year ending June 30,	
2018	\$172,738
2019	175,033
2020	10,805
	\$358,576

Total lease and rental expense approximated \$169,000 and \$173,000 in fiscal 2017 and 2016, respectively. In each of fiscal 2017 and 2016, lease expense associated with related parties (exclusive of sales tax and property tax) was approximately \$105,000.

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(7) Retirement Plan

The Company participates in a qualified retirement plan (the Plan) with a salary deferral feature designed to qualify under Section 401 of the Internal Revenue Code. Employees of the Company are eligible to participate in the Plan if they meet certain minimum age and period of credited service requirements. The Plan allows participants to defer up to 25% of their compensation on a pre-tax basis subject to certain maximum amounts. The Plan allows the Company to make matching contributions not to exceed 6% of the eligible participant compensation. In fiscal 2017 and 2016, the Company made matching contributions of \$26,812 and \$22,237, respectively.

(8) Not Yet Adopted Recent Accounting Pronouncements

Revenue

In May 2014, the FASB issued Accounting Standards Update No. 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09), which supersedes nearly all existing revenue recognition guidance under U.S. GAAP. The core principle of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration to which an entity expects to be entitled for those goods or services. ASU 2014-09 defines a five step process to achieve this core principle and, in doing so, more judgment and estimates may be required within the revenue recognition process than are required under existing U.S. GAAP.

The standard is effective for annual periods beginning after December 15, 2018, using either of the following transition methods: (i) a full retrospective approach reflecting the application of the standard in each prior reporting period with the option to elect certain practical expedients, or (ii) a retrospective approach with the cumulative effect of initially adopting ASU 2014-09 recognized at the date of adoption (which includes additional footnote disclosures). The new standard allows for early adoption for annual periods beginning after December 15, 2016. The Company is currently evaluating the impact of its pending adoption of ASU 2014-09 on its financial statements and has not yet determined the method by which it will adopt the standard.

Leases

In February 2016, the FASB issued Accounting Standards Update No. 2016-02, *Leases*. The new standard establishes a right-of-use (ROU) model that requires a lessee to record a ROU asset and a lease liability on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the income statement.

The new standard is effective for fiscal years beginning after December 15, 2019. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company is currently evaluating the impact of its pending adoption of the new standard on its financial statements.

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Deferred Taxes

In November 2015, the FASB issued ASU 2015-17, *Balance Sheet Classification of Deferred Taxes*, which will eliminate the guidance in Topic 740, *Income Taxes*, that required an entity to separate deferred tax liabilities and assets between current and noncurrent amounts in a classified balance sheet. Rather, deferred taxes will be presented as noncurrent under the new standard. The amendment is effective for fiscal years beginning after December 15, 2017. The Company does not expect that the adoption of this new standard will have a significant impact on the financial statements.

Item 6. Describe the Issuer's Business, Products and Services

A. Business of Issuer

TNR Technical, Inc. designs, assembles and markets primary and secondary batteries to a variety of industrial, commercial and retail markets and is an authorized distributor for several major battery manufacturers; the products of which are distributed nationally by the Company's two main facilities in Sanford, Florida and Santa Ana, California.

B. Date and State (or Jurisdiction) of Incorporation: 1979, New York

C. Primary and secondary SIC codes;

3691 – Manufacturing storage batteries
3692 – Primary batteries, dry and wet

D. The issuer's fiscal year end date: June 30

E. Principal products or services, and their markets:

F. The Company is an authorized distributor of Ni-Cad and Ni-MH cells, alkaline cells, lithium cells, lithium coin cells, silver oxide and sealed lead acid batteries and battery chargers manufactured by Arts Energy, B&B Battery, Elite, Energizer, EnerSys, FDK, GP Batteries, Hitachi (CSB), Odyssey, Panasonic, Power-Sonic, Renata, Saft America, Tenergy, and Varta Micro-battery. In addition, the Company distributes batteries and battery chargers manufactured by CTEK, Duracell, Eagle Picher, Electrochem, Intec, Northstar, Tadiran, Tekcell, Ultralife, Universal Power Group, and Xeno. As a distributor, the Company purchases cells, assembles them into battery packs and maintains inventory for resale. The Company sells its batteries and/or battery packs to original equipment manufacturers, municipalities, hotels/resorts, military, aerospace, government agencies, refineries, electrical wholesalers, battery distributors, exporters and consumers without geographical limitation and on a non-exclusive basis. The Company also designs and assembles battery packs to customers' specifications. The Company's batteries have applications in memory backup, utilities, power tools, instrumentation, laptops, CNC, surveying equipment, radio communications, two-way radios, alarms, U.P.S., door locks, marine, military, medical, mobility, power sport, programmable logic controllers (PLC), bar code scanners, exercise equipment, faucets and flushers, imaging (x-ray), pagers, power utility meters, RAID controller cache, re-closure,

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downhole drilling and exploration, and emergency lighting as well as other various consumer products. Sales under industrial and distribution programs accounted for substantially all the Company's revenues during the past three fiscal years and no one customer accounted for 10% or more of the Company's total revenues during these years.

Item 7. Describe the Issuer's Facilities

The Company's principal executive office, sales and distribution facility is located at 301 Central Park Drive, Sanford, Florida 32771. This facility, which consists of approximately 8,000 square feet of space, is leased from RKW Holdings Ltd., a Florida Limited Partnership, controlled by Wayne Thaw, an executive officer, director and shareholder of the Company. The Florida lease renewed in February 2017 and extends through June 30, 2019 without increase. The Company currently pays a base rent of \$9,383 per month, inclusive of sales tax. The Company is also responsible for the payment of all insurance, property, and other taxes related to the leased facilities. Property taxes currently estimated at \$900 per month, inclusive of sales taxes, are accrued on a monthly basis.

The Company leases from a non-affiliated company, a sales, distribution and assembly facility at 3601 W MacArthur Boulevard, Suites 909-911, Santa Ana, California, 92704. This facility consists of 4,620 square feet of space. The California lease commenced on July 1, 2014 with annual increases in base rent of approximately 4% through the expiration date of August 31, 2019. The Company currently pays a base rent of \$5,012 per month, which is subject to increase for its share of the landlord's increased operating expenses. The Company owns production equipment consisting primarily of welding, soldering, testing, and inspection equipment which has been sufficient for its needs to date.

Information related to future minimum rental payments for operating lease obligations and related party expense can be found under footnote 6, page 13.

Item 8. Officers, Directors and Control Persons

A. Directors and Executive Officers

1. Directors

Name	Position with Company	Director Since
Wayne Thaw	Chairman of the Board, CEO	1983
Mitchell Thaw	Director, President & COO	1998
Anthony Guadagnino	Director	2004

The following information is provided regarding the Company's directors, all of whom are United States citizens:

Wayne Thaw, age 60, has served as Chairman of the Board and Chief Executive Officer since 2000 and a director since 1983. From 1987 until 2013, Mr. Thaw served as President and Chief Operating Officer of the Company. He has been a full-time employee since 1980.

Mitchell Thaw, age 61, has been a director of the Company since 1998 and President and Chief Operating Officer since 2015. For over 25 years, Mr. Thaw was engaged in various Wall Street trading and management positions and has expertise and experience in numerous Wall Street

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products, options, structured products, stocks, warrants, program trading, convertible bonds, corporate and government bonds. Mr. Thaw received a BA from the University of Miami.

Anthony Guadagnino, age 70, has been a Director since 2004. He has been determined by the Board of Directors to be “independent” as that term is defined in Rule 10 A-3 under the Securities and Exchange Act of 1934, as amended. Mr. Guadagnino is President and owner of Presidential Group South, LLC, a property management company, since 1985. Mr. Guadagnino has been in property management since 1975 and has served as a senior accountant at Eisen & Lubin, a New York City CPA firm. He is a graduate of the City College of New York, Bernard Baruch School of Business with a BSBA, Accounting.

2. Executive Officers

Name	Position with Company	Officer Since
Wayne Thaw	Chairman of the Board, Chief Executive Officer	2000
Mitchell Thaw	President, Chief Operations Officer and Director	2015
Anne S. Provost	Chief Financial Officer	2008

The following information is provided regarding the Company’s executive officers not already described herein, all of whom are United States citizens:

Anne Provost, age 52, has been Chief Financial Officer of the Company since 2008. She was President and Chief Operating Officer from 2013 until 2015. She has served in administration and accounting for the Company since 1996. She has her BSBA, Accounting and MBA from the University of Central Florida.

B. Legal/disciplinary history

Please identify whether any of the executive officers and directors 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;** 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 activity;** None

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C. Beneficial Shareholders

Provide a list of the name, address and shareholdings of all persons beneficially owning more than five percent (5%) of any class of the issuer's equity securities.

As of September 28, 2017, (a) all persons or groups known by TNR Technical, Inc. to be the beneficial owners of 5% or more of its outstanding Common Stock and (b) all the Company's directors and executive officers as a group.

Title of Class	Name of Beneficial Owner	Number of Shares	Approx. Percent	Post Bonus Shares	Approx. Post Bonus Percent
Common Stock	Wayne Thaw and his wife Kathie Thaw	115,170 (1)	37%	120,170 (1)	36%
Common Stock	Mitchell A. Thaw	45,979 (1)	16%	50,979 (1)	15%
Common Stock	Anthony Guadagnino	-0-	0%	1,000	.3%
Common Stock	Anne Provost	-0-	0%	1,000	.3%
Common Stock	All Directors and Officers as a Group	161,149	53%	173,149	52%
Common Stock	Poplar Point Capital Resident Agent: Jad Fakhry 840 Hinckley Road, Suite 250 Burlingame, CA 94010	30,000	10%	30,000	10%
Common Stock	Jason Holzer 407 Lake Cliff Trail Austin, TX 78746	20,000	7%	20,000	7%

(1) Excludes 6,300 shares held by other family members.

The table above reflects 12,000 shares of a 13,000-share stock bonus that was paid to officers, directors and employees out of treasury stock in August, 2017. The Company does not know of any arrangement or pledge of its securities by persons now considered in control of the Company that might result in a change of control of the Company. Beneficial owners not otherwise indicated can be contacted at 301 Central Park Drive, Sanford, Florida 32771.

Item 9. Third Party Providers

The following are the name, address, telephone number and email address of each of the outside providers listed below that advise the Company on matters relating to operations, business development and disclosure:

Legal Counsel
Steven Morse, Esq.
Morse & Morse, PLLC
1400 Old Country Road, Ste. 302
Westbury, NY 11590
Telephone: 516.487.1446
Website: www.morseandmorse.com
Email: morgold@aol.com

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Accountant

Preparation of the Company's financial statements is the responsibility of the Company's management. The Company's independent accounting firm, BDO USA, LLP ("BDO") is responsible for reviewing the 2017 and 2016 financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

BDO is licensed in the State of Florida and registered with the Public Company Accounting Oversight Board ("PCAOB") and is required to undergo inspection by the PCAOB annually. Fees for professional review-related services rendered by BDO for review of the Company's annual financial statements for the year ended June 30, 2017 totaled approximately \$7,800. For the fiscal year ended June 30, 2017, there was approximately \$13,000 in non-review fees billed for tax and limited consulting services by BDO. Fees for professional review-related services rendered by BDO for review of the Company's annual financial statements for the year ended June 30, 2016 totaled approximately \$7,500. For the fiscal year ended June 30, 2016, there was approximately \$11,800 in non-review fees billed for tax and limited consulting services by BDO.

Accountant contact information:

BDO USA, LLP
201 South Orange Avenue, Suite 800
Orlando, FL 32801-3421
Telephone: (407) 841-6930
Facsimile: (407)841-6347
Attn: Erick Kepfer
E-mail: ekepfer@bdo.com

All Other Fees

The Company does not utilize the services of any third party investor relations consultant or other advisor.

Item 10. Issuer's Certifications

We, Wayne Thaw, CEO and Anne S. Provost, CFO, certify that:

1. We have reviewed this annual disclosure statement of TNR Technical, Inc.;
2. Based on our knowledge, this annual 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 our 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.

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DATE: September 28, 2017

/s/ Wayne Thaw, Chief Executive Officer

/s/ Anne S. Provost, Chief Financial Officer