



*Information and Disclosure Statement*

*December 8, 2010*

Thresher Industries, Inc.

13400 Hanford Armona Road  
Hanford, Ca 93230  
(559) 585-3400

[www.thresherindustries.com](http://www.thresherindustries.com)

## Part A General Company Information

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

**THRESHER INDUSTRIES, INC. formerly known as QUEE Corporation.**

**Item II The address of the issuer's principal executive offices.**

**Thresher Industries, Inc.  
13400 Hanford Armona Road  
Hanford, Ca 93230**

**Office: 559-585-3400  
Fax: 559-585-3404  
Website: [www.thresherindustries.com](http://www.thresherindustries.com)**

**Item III The jurisdiction(s) and date of the issuer's incorporation or organization.**

**Delaware – Incorporated October 3, 2005**

## Part B Share Structure

**Item IV The exact title and class of securities outstanding.**

**The current outstanding common stock is 24,099,779. There are 1,000,000,000 preferred shares authorized and issued.  
Symbol: THRRD (for the next 20 Days, expires on 1/5/2011)  
Symbol: THRR on 1/5/2011  
Cusip Number: 885803304**

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

***A. Par or Stated Value is \$0.00000001***

For common equity, describe any dividend, voting and preemption rights.

**Common shares have voting rights equal to 1 vote per share and equal dividend rights to any dividend paid out by the company.**

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions.

**Preferred shares have voting rights equal to 1,000 vote per share and equal dividend rights to any dividend paid**

3. Describe any other material rights of common or preferred stockholders.

N/A

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer.

N/A

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

In answering this item, provide the information below for each class of securities authorized. Please provide this information (i) as of the end of the issuer's most recent fiscal quarter and (ii) as of the end of the issuer's last two fiscal years.

(i) Period end date;

**December 8, 2010**

(ii) Number of shares authorized;

**5,000,000,000**

(iii) Number of shares outstanding;

**24,100,548**

(iv) Freely tradable shares (public float);

**22,125,621**

(v) Total number of beneficial shareholders; and

**1**

(vi) Total number of shareholders of record.

**1,006**

**Part C Business Information**

**Item VII The name and address of the transfer agent\*.**

**Olde Monmouth is registered under the Exchange Act  
Olde Monmouth Stock Transfer  
200 Memorial Parkway  
Atlantic Highland, NJ 07716**

Office: 732-872-2727

Fax: 732-872-2728

**Item VIII The nature of the issuer's business.**

In describing the issuer's business, please provide the following information:

- A. Business Development. Describe the development of the issuer and material events during the last three years so that a potential investor can clearly understand the history and development of the business. If the issuer has not been in business for three years, provide this information for any predecessor company. This business development description must also include:

**Thresher Industries was formed to address a market need for a foundry providing castings of very high quality, having extensive value added, allowing the use of its proprietary technologies and metal matrix composite alloys. Current customers are high end users of low volume high margin aluminum castings. Our ability to give our customers a vast array of materials has lead to rapid sales growth.**

**Nature of Issuers Products or Services rendered: Thresher Industries produces permanent mold castings using conventional aluminum cast grades of materials, proprietary metal matrix composites (ceramic particulate of 5-60 micron various types) in various states of finish , including outside processes such as x-ray, machined, painted etc. Our composite material is needed where there is the requirement for added strength coupled with need for lightweight material. Applications range from agricultural, aerospace, defense, sporting goods, first tier automotive, transportation, aftermarket automotive, etc.**

**We also provide full engineering support, designs and prototype development. Customers such as MGM Brakes purchase conventional aluminum castings, Alto Products has placed an order for a prototype automotive transmission part using our ThermaLite metal matrix composite material, and Paccar Parts purchases conventional aluminum castings for service to Kenworth and Peterbilt. We also have quoted or are working on various applications for metal matrix alloys in electronics enclosures needing highly thermal conductive materials like ThermaLite and for its use in the automotive aftermarket on intake manifolds and cylinder heads. Our current customer, Marvin Land Systems, a defense contractor, has placed orders for conventional aluminum castings and tooling produce. These components have extensive value added and appear to be good business partners.**

1. the form of organization of the issuer (e.g., corporation, partnership, limited liability company, etc.);

**Thresher Industries, Inc. is a Delaware Corporation;**

2. the year that the issuer (or any predecessor) was organized;

**Thresher Industries, Inc. was organized in Delaware on October 3, 2005;**

3. the issuer's fiscal year end date;

**Thresher Industries, Inc. fiscal year end is December 31;**

4. whether the issuer (or any predecessor) has been in bankruptcy, receivership or any similar proceeding;

**Thresher Industries, Inc. has never been in bankruptcy, receivership or any similar proceeding;**

5. any material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets;

**Thresher Industries, Inc. purchased Talon Composites, LLC December 16, 2006 for 7,626,061 shares of restricted stock in Thresher Industries, Inc.;**

6. any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;

**Thresher Industries has not had any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments;**

7. any change of control;

**Thresher Industries, Inc. removed Robin Cardin as V.P. of Business Development and he was also resigned as a Director of the company.**

**Kevin Weeks has resigned as Director of the Company for work confliction reasons. Roger Rowell is not CFO for Thresher, however he remains as Director.**

**Tom Flessner-CEO/Chairman**

**Roger Rowell-Director**

**Ed Gardner-Director**

8. any increase of 10% or more of the same class of outstanding equity securities;

**Thresher Industries reduced the authorized share count to 5,000,000,000 shares on November 1, 2010.**

**The current outstanding common stock is 24,100,548.**

**The company did a 1-500 reverse split after the close of December 7, 2010.**

9. any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization;

**Thresher Industries, Inc. board of directors authorized a 1-for-500 shares reverse stock split of its common stock, following the approval by the company's stockholders owning a majority of its shares on November 1, 2010 and reduced the authorized shares to 5,000,000,000.**

10. any delisting of the issuer's securities by any securities exchange or deletion from the OTC Bulletin Board; and

**Thresher Industries, Inc. does has not had any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board; and**

11. any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator. State the names of the principal parties, the nature and current status of the matters, and the amounts involved.

**Thresher Industries, Inc. Robin Cardin and RAC Corporation filed a lawsuit in Orange County Superior Court on September 27, 2007 against Thresher Industries, Inc. for breach of contract/warranty. in which Thresher Industries, Inc. On February 28, 2007 Thresher Industries, Inc. filled a cross complaint with Robin Carden and RAC Corporation. The case was dismissed by both parties on a settlement agreement filed on September 19, 2008.**

**Thresher Industries is defending itself against BK Lighting, BK Lighting Inc., a California Corporation, which has loaned Thresher Industries \$600,000.**

**BK Lighting Inc.**

**Contact: Doug Hagen**

**40429 Brickyard Drive**

**Madera, Ca 93636**

**(559) 438-5800**

**(559) 438-5900 FAX**

**Thresher Industries, Inc. does not have any other past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator.**

- B. Business of Issuer. Describe the issuer's business so a potential investor can clearly understand it. To the extent material to an understanding of the issuer, please also include the following:

**Thresher manufactures conventional aluminum and metal matrix composite alloy castings. The Company's casting capabilities range from prototypes or low volume casting to permanent mold, low pressure and high pressure castings. THRR engineers materials from its extensive catalog of alloys as well as materials engineered to meet a customer's exact specifications. Thresher recently developed the Nautilus Core System, a proprietary bio-degradable process of producing cores for use in aluminum and magnesium casting. This system allows the core to easily be removed through high-pressure steam or water and can rest in areas not suitable for sand or foam core. The Nautilus Core can be used to generate internal shapes, passages, and runner shapes in virtually any cast metal process including die casting, permanent mold casting and plastic molding. *Management has shown that the Nautilus Core can reduce material costs by as much as 80% and waste by 100%.* The Nautilus Core has been successfully used in products for Chevrolet, Chrysler, and Ford, and has proven its ability to meet the demands of the golf industry in production of one piece driver heads when used with its ThermaLite product. Thresher continues to develop and refine the process in order to provide greater customer satisfaction, attract a broader client base and enhance its potential revenue streams. Patents are currently being developed for the Nautilus Core processes and equipment used.**

**ThermaLite/BC cast material is produced using proprietary melt stirring methods to incorporate B4C into various aluminum alloys. Since the strength and stiffness are increased compared to base aluminum, less**

material needs to be used to provide equivalent strength. *The combination of lower density and higher strength can result in potential weight savings of over 40% compared to conventional aluminum.* The Company is also developing applications for ThermaLite in electronics enclosures requiring thermal conductive materials. When ThermaLite/BC is used with the Nautilus Core, THRR's customers are offered unique capabilities and unprecedented freedom in design. The Direct Metal Induction Cast Process is a proprietary method of producing a high strength cast aluminum component. When used with the Nautilus Core Process, Thresher can provide a casting that is achieves an engineer's exact design specifications, which would otherwise be unattainable through conventional casting technology.

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

**Primary SIC Code: 3400**

2. if the issuer has never conducted operations, is in the development stage, or is currently conducting operations;

**The company is currently conducting operations.**

3. whether the issuer is or has at any time been a "shell company";<sup>3</sup>

*Instruction to paragraph B.3 of Item VIII:*

If the issuer discloses that it is or has at any time been a shell company, it must also include the following disclosure on the front page of its disclosure statement in boldface, 12 point type:

If the issuer is currently a shell company:

**The company is not now, nor has the company ever been considered a "shell company".**

4. the names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to this disclosure statement;

**Not applicable.**

5. the effect of existing or probable governmental regulations on the business;

**Thresher Industries is a zero emissions foundry and is in compliance with all local, state and federal regulations.**



6. an estimate of the amount spent during each of the last two fiscal years on research and development activities, and, if applicable, the extent to which the cost of such activities are borne directly by customers;

**Most of the technology was brought to the company by Mr. Flessner; about four or five weeks of the past year has been devoted to some type of R&D efforts. Procuring the metal matrix technology did take about two to three months.**

7. costs and effects of compliance with environmental laws (federal, state and local); and

**Minimal expense, the facility and processes are environmentally safe. Our proprietary core material is non-toxic unlike typical foundry cores with binders and toxins.**

8. the number of total employees and number of full-time employees.

**Fourteen (14) full time employees.**

For issuers engaged in mining, oil and gas production and real estate activities, substantial additional disclosure of the issuer's business is required. Contact Pink OTC Markets for more information.

#### **Item IX The nature of products or services offered.**

In responding to this item, please describe the following so that a potential investor can clearly understand the products and services of the issuer:

A. principal products or services, and their markets;

**Thresher Industries produces permanent mold castings using conventional aluminum cast grades of materials, proprietary metal matrix composites (ceramic particulate of 5-60 micron various types) in various states of finish , including outside processes such as x-ray, machined, painted etc. Our composite material is needed where there is the requirement for added strength coupled with need for lightweight material. Applications range from agricultural, aerospace, defense, sporting goods, first tier automotive, transportation, aftermarket automotive, etc.**

**We also provide full engineering support, designs and prototype development. Customers such as MGM Brakes purchase conventional aluminum castings, Alto Products has placed an order for a prototype automotive transmission part using our ThermaLite metal matrix composite material, and Paccar Parts purchases conventional aluminum castings for service to Kenworth and Peterbilt. We also have quoted or are working on various applications for metal**

**matrix alloys in electronics enclosures needing highly thermal conductive materials like ThermaLite and for its use in the automotive aftermarket on intake manifolds and cylinder heads. Our current customer, Marvin Land Systems, a defense contractor, has placed orders for conventional aluminum castings and tooling produce. These components have extensive value added and appear to be good business partners.**

B. distribution methods of the products or services;

**The products are produced using customer owned tooling. We currently have only one product line, bridge rail supports for highway systems. Another avenue of product development for the future is to sell bulk material of our metal matrix composite which will be shipped from our foundry directly to customers who have specialized processes that are not economically feasible to produce their product at our plant.**

C. status of any publicly announced new product or service;

**Mnemonics has been working with us on a potential application for an electronics enclosure cast with our highly thermal conductive version of ThermaLite alloy. FLIR (forward looking infra red) has also requested quotation for our thermally stable metal matrix material for use in night vision systems.**

D. competitive business conditions, the issuer's competitive position in the industry, and methods of competition;

**Thresher Industries is a unique foundry and materials company, we provide a variety of aluminum cast alloys, proprietary metal matrix composites, high ductility aluminum and a proprietary soluble core technology yielding very dimensionally stable, recyclable core technology unique in the foundry industry. We provide full design engineering with material strengths tailored to our customers needs, allowing us to create markets.**

E. sources and availability of raw materials and the names of principal suppliers;

**The base aluminum alloys we use are secondary alloys (recycled aluminum) manufactured by a variety of suppliers, Timco Metals in Los Angeles, Custom Alloys in Los Angeles being but two. We buy domestic aluminum because of our government / defense contracts. The ceramic materials used in our composites are from the US.**

F. dependence on one or a few major customers;

**We currently have a diverse business base and it is our intention to continue to remain diversified.**

G. patents, trademarks, licenses, franchises, concessions, royalty agreements or labor contracts, including their duration; and

**We have applied for two patents and both patents have been through the first review process for material and processes, manufacture of liquid method of metal matrix composite and our soluble core technology. We have no other issues listed above.**

H. the need for any government approval of principal products or services and the status of any requested government approvals.

**We are a sub-supplier to government contractors and are not required to meet these approvals although we do have certified outside contractors that we use for testing and calibration. Thresher Industries operates under a QS and ISO compliant quality system.**

**Item X The nature and extent of the issuer's facilities.**

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used or leased by the issuer.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties or facilities, clearly describe them as above and the terms of their leases.

**The company has leased 32,000 square feet at 13400 Hanford-Armona Road; Hanford, CA 93230. The location is an industrial and business park located in the heart of California it is in the last year of the lease, the current rent has been reduced and is \$5,000 per month. Thresher Industries is currently looking to move its operations to Fresno, California.**

**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.**

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant shareholders.

A. Officers and Directors. In responding to this item, please provide the following information for each of the issuer's executive officers, directors, general partners and control persons, as of the date of this information statement:

1. Full name;
2. Business address;
3. Employment history (which must list all previous employers for the past 5 years, positions held, responsibilities and employment dates);
4. Board memberships and other affiliations;
5. Compensation by the issuer; and
6. Number and class of the issuer's securities beneficially owned by each such person.

**Tom Flessner, CEO/President  
13400 Hanford Armona Road  
Hanford, Ca 93230**

**Currently the shares beneficially owned by Tom Flessner are 1,304,870 shares of restricted common stock.**

**Tom started his career in product design in the mid 1960's with Outboard Marine Corporation the parent company of Johnson and Evinrude outboard motors. His background is in the die-casting and foundry management business. He has been successful in the turn around of distressed manufacturing companies. In 1991 he successfully implemented a turnaround of Puget Cast Products Casting Division in Tacoma, Washington and later Allied Die Castings in Rutherfordton, North Carolina. In 1996 as Director of the Precision Pressure Cast Division of Alyn Corporation was instrumental in design and build of their casting department. He has worked with businesses attracting customers such as General Motors and Buell.**

**Directors:**

**Roger Rowell, Director  
13400 Hanford Armona Road  
Hanford, Ca 93230**

**Currently the shares beneficially owned by Roger Rowell are 583,139 shares of restricted common stock.**

**Roger holds a Bachelors degree in finance from the Sid Craig School of Business at Fresno State University. At the age of 24 he became Managing General Partner of The Rowell Company in Fresno, California. His direction took an office building with 27% occupancy to 100% at the time of its sale.**

**Roger was Managing General Partner of Temecula Ranchos, A California General Partnership. He was in charge of the financial and operational aspects of the farming organization. Temecula Ranchos was one of the largest Grapefruit producers in California. Roger was also President of Mahowell Services, a California Corporation. His duties include due diligence and real estate acquisitions. Roger ended his five year career as a financial advisor with Merrill Lynch where he focused on corporate financing to become CFO of Thresher Industries.**

**Ed Gardner, Director**

**Currently the shares beneficially owned by Ed Gardner are 15,351 shares of restricted common stock.**

**ED GARDNER, Chairman of the Board of Directors**

**Ed joins Thresher with more than 24 years of Quality, Continual improvement and manufacturing experience. Ed is currently the Vice President of Global Quality for Thermadyne and most recently Ed served as Corporate Quality Director at Greene Tweed and Global Quality Systems leader at Owens Corning. Ed also gained valuable insight into the Quality arena working with Holley Performance Products, Allied Signal, and Warn Industries. Ed holds a B.S. degree from Utah State University and a MBA from Willamette University in Oregon. Ed is a Certified Lean Six Sigma Master Belt.**

**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**

C. Disclosure of Family Relationships. Describe any family relationships among and between the issuer's directors, officers, persons nominated or chosen by the issuer to become directors or officers, or beneficial owners of more than five percent (5%) of the any class of the issuer's equity securities.

**None**

D. Disclosure of Related Party Transactions. Describe any transaction during the issuer's last two full fiscal years and the current fiscal year or any currently proposed transaction, involving the issuer, in which (i) the amount involved exceeds the lesser of \$120,000 or one percent of the average of the issuer's total assets at year-end for its last three fiscal years and (ii) any related person had or will have a direct or indirect material interest. Disclose the following information regarding the transaction:

**None**

1. The name of the related person and the basis on which the person is related to the issuer;
2. The related person's interest in the transaction;
3. The approximate dollar value involved in the transaction (in the case of indebtedness, disclose the largest aggregate amount of principal outstanding during the time period for which disclosure is required, the amount thereof outstanding as of the latest practicable date, the amount of principal and interest paid during the time period for which disclosure is required, and the rate or amount of interest payable on the indebtedness);
4. The approximate dollar value of the related person's interest in the transaction; and
5. Any other information regarding the transaction or the related person in the context of the transaction that is material to

investors in light of the circumstances of the particular transaction.

**None**

*Instruction to paragraph D of Item XI:*

1. For the purposes of paragraph D of this Item XI, the term “related person” means any director, executive officer, nominee for director, or beneficial owner of more than five percent (5%) of any class of the issuer’s equity securities, immediate family members of any such person, and any person (other than a tenant or employee) sharing the household of any such person.
2. For the purposes of paragraph D of this Item XI, a “transaction” includes, but is not limited to, any financial transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness) or any series of similar transactions, arrangements or relationships.
3. The “amount involved in the transaction” shall be computed by determining the dollar value of the amount involved in the transaction in question, which shall include:
  - a. In the case of any lease or other transaction providing for periodic payments or installments, the aggregate amount of all periodic payments or installments due on or after the beginning of the issuer’s last fiscal year, including any required or optional payments due during or at the conclusion of the lease or other transaction providing for periodic payments or installments; and
  - b. In the case of indebtedness, the largest aggregate amount of all indebtedness outstanding at any time since the beginning of the issuer’s last fiscal year and all amounts of interest payable on it during the last fiscal year.
4. In the case of a transaction involving indebtedness:
  - a. The following items of indebtedness may be excluded from the calculation of the amount of indebtedness and need not be disclosed: amounts due from the related person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business; and
  - b. Disclosure need not be provided of any indebtedness transaction for beneficial owners of more than five percent (5%) of any class of the issuer’s equity securities or such person’s family members.
5. Disclosure of an employment relationship or transaction involving an executive officer and any related compensation solely resulting from that employment relationship or transaction need not be provided. Disclosure of compensation to a director also need not be provided.
6. A person who has a position or relationship with a firm, corporation, or other entity that engages in a transaction with the issuer shall not be deemed to

have an indirect material interest for purposes of paragraph D of this Item XI where:

a. The interest arises only:

i. From such person's position as a director of another corporation or organization that is a party to the transaction; or

ii. From the direct or indirect ownership by such person and all other related persons, in the aggregate, of less than a ten percent (10%) equity interest in another entity (other than a partnership) which is a party to the transaction; or

iii. From both such position and ownership; or

b. The interest arises only from such person's position as a limited partner in a partnership in which the person and all other related persons have an interest of less than ten percent (10%), and the person is not a general partner of and does not hold another position in the partnership.

7. Disclosure need not be provided pursuant to paragraph D of this Item XI if:

a. The transaction is one where the rates or charges involved in the transaction are determined by competitive bids, or the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority;

b. The transaction involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services; or

c. The interest of the related person arises solely from the ownership of a class of equity securities of the issuer and all holders of that class of equity securities of the issuer received the same benefit on a pro rata basis.

8. Include information for any material underwriting discounts and commissions upon the sale of securities by the issuer where any of the specified persons was or is to be a principal underwriter or is a controlling person or member of a firm that was or is to be a principal underwriter.

E. Disclosure of Conflicts of Interest. Describe any conflicts of interest. Describe the circumstances, parties involved and mitigating factors for any executive officer or director with competing professional or personal interests.

## **Item XII Financial information for the issuer's most recent fiscal period.**

The issuer shall provide the following financial statements for the most recent fiscal period (whether fiscal quarter or fiscal year).

- 1) balance sheet;
- 2) statement of income;
- 3) statement of cash flows;
- 4) statement of changes in stockholders' equity;
- 5) financial notes; and
- 6) audit letter, if audited



The financial statements requested pursuant to this item shall be prepared in accordance with generally accepted accounting principles (GAAP)<sup>6</sup> by persons with sufficient financial skills.

Information contained in annual financial statements will not be considered current more than 90 days after the end of the issuer's fiscal year immediately following the fiscal year for which such statement are provided, or with respect to quarterly financial statements, more than 45 days after the end of the quarter immediately following the quarter for which such statements are provided.

**Item XIII Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence.**

Please provide the financial statements described in Item XII above for the issuer's two preceding fiscal years.

**The issuer has posted quarterly reports that are un-audited for the required periods on the OTC News and Disclosure section under their symbol THRR on [www.pinksheets.com](http://www.pinksheets.com).**

**Item XIV Beneficial Owners.**

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. To the extent not otherwise disclosed, if any of the above 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.

**Tom Flessner - 13400 Hanford Armona Road; Hanford, Ca 93230**

**Roger Rowell - 13400 Hanford Armona Road; Hanford, Ca 93230**

**Item XV The name, address, telephone number, and email address of each 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**

**Zouvas Law Group, LLP  
2368 Second Avenue  
San Diego, CA 92101  
United States**

4. Accountant or Auditor - the information shall clearly (i) describe if an outside accountant provides audit or review services, (ii) state the work done by the outside accountant and (iii) describe the responsibilities of the accountant and the responsibilities of management (i.e. who audits, prepares or reviews the issuer's financial statements, etc.). The information shall include the accountant's phone number and email address and a description of the accountant's licensing and qualifications to perform such duties on behalf of the issuer.

**None**

**5. Public Relations Consultant(s)**

**None**

**6. Investor Relations Consultant**

**None**

7. Any other advisor(s) that assisted, advised, prepared or provided information with respect to this disclosure statement - the information shall include the telephone number and email address of each advisor.

**None**

**Item XVI Management's Discussion and Analysis or Plan of Operation.**

A. Plan of Operation.

1. Describe the issuer's plan of operation for the next twelve months. This description should include such matters as:

- i. a discussion of how long the issuer can satisfy its cash requirements and whether it will have to raise additional funds in the next twelve months;
- ii. a summary of any product research and development that the issuer will perform for the term of the plan;
- iii. any expected purchase or sale of plant and significant equipment; and
- iv. any expected significant changes in the number of employees.

**i. The company is unsure it is able to satisfy its cash requirements for the next year with the revenue it is currently generating and for additional money, if needed, the company will seek debt or equity contributions from third parties.**

**ii. None**

**iii. Two Toshiba 350 ton high pressure casting machines.**

**iv. The company plans on additional manufacturing sometime during the course of the year.**

B. Management's Discussion and Analysis of Financial Condition and Results of Operations.

1. *Full fiscal years.* Discuss the issuer's financial condition, changes in financial condition and results of operations for each of the last two fiscal years. This discussion should address the past and future financial condition and results of operation of the issuer, with particular emphasis on the prospects for the future. The discussion should also address those key variable and other qualitative and quantitative factors that are necessary to an understanding and evaluation of the issuer. If material, the issuer should disclose the following:

- i. Any known trends, events or uncertainties that have or are reasonably likely to have a material impact on the issuer's short-term or long-term liquidity;

**None**

- ii. Internal and external sources of liquidity;

**None**

- iii. Any material commitments for capital expenditures and the expected sources of funds for such expenditures;

**Purchase of high pressure casting machines.**

iv. Any known trends, events or uncertainties that have had or that are reasonably expected to have a material impact on the net sales or revenues or income from continuing operations;

**Thresher is working with new sales groups to acquire new sales opportunities.**

v. Any significant elements of income or loss that do not arise from the issuer's continuing operations;

**None**

vi. The causes for any material changes from period to period in one or more line items of the issuer's financial statements; and

**None**

vii. Any seasonal aspects that had a material effect on the financial condition or results of operation.

**None**

2. *Interim Periods.* Provide a comparable discussion that will enable the reader to assess material changes in financial condition and results of operations since the end of the last fiscal year and for the comparable interim period in the preceding year.

**The company has seen an increase in quotes, and anticipates that a significant amount of those quotes will turn into contracts.**

**The company hopes to someday again work with Cal Poly San Louis Obispo's metallurgy department to develop and test new metal matrix composite aluminum alloys which will have specific industry interest.**

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

1. In a separately-captioned section, discuss the issuer's off-balance sheet arrangements that have or are reasonably likely to have a current or future

effect on the issuer's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that is material to investors. The disclosure shall include the items specified in paragraphs C(1)(i), (ii), (iii) and (iv) of this Item XVI to the extent necessary to an understanding of such arrangements and effect and shall also include such other information that the issuer believes is necessary for such an understanding.

- i. The nature and business purpose to the issuer of such off-balance sheet arrangements;

**None**

- ii. The importance to the issuer of such off-balance sheet arrangements in respect of its liquidity, capital resources, market risk support, credit risk support or other benefits;

**None**

- iii. The amounts of revenues, expenses and cash flows of the issuer arising from such arrangements; the nature and amounts of any interests retained, securities issued and other indebtedness incurred by the issuer in connection with such arrangements; and the nature and amounts of any other obligations or liabilities (including contingent obligations or liabilities) of the issuer arising from such arrangements that are or are reasonably likely to become material and the triggering events or circumstances that could cause them to arise; and

**None**

- iv. Any known event, demand, commitment, trend or uncertainty that will result in or is reasonably likely to result in the termination, or material reduction in availability to the issuer, of its off-balance sheet arrangements that provide material benefits to it, and the course of action that the issuer has taken or proposes to take in response to any such circumstances.

**None**

2. As used in paragraph C of this Item XVI, the term off-balance sheet arrangement means any transaction, agreement or other contractual arrangement to which an entity unconsolidated with the issuer is a party, under which the issuer has:
- i. Any obligation under a guarantee contract that has any of the characteristics identified in paragraph 3 of FASB Interpretation No. 45, Guarantor's Accounting and Disclosure Requirements for Guarantees, Including Indirect Guarantees of Indebtedness of Others (November 2002) ("FIN 45"), as may be modified or supplemented, and that is not excluded from the initial recognition and measurement provisions of FIN 45 pursuant to paragraphs 6 or 7 of that Interpretation;

**None**

- ii. A retained or contingent interest in assets transferred to an unconsolidated entity or similar arrangement that serves as credit, liquidity or market risk support to such entity for such assets;

**None**

- iii. Any obligation, including a contingent obligation, under a contract that would be accounted for as a derivative instrument, except that it is both indexed to the issuer's own stock and classified in stockholders' equity in the issuer's statement of financial position, and therefore excluded from the scope of FASB Statement of Financial Accounting Standards No. 133, Accounting for Derivative Instruments and Hedging Activities (June 1998), pursuant to paragraph 11(a) of that Statement, as may be modified or supplemented; or

**None**

- iv. Any obligation, including a contingent obligation, arising out of a variable interest (as referenced in FASB Interpretation No. 46, Consolidation of Variable Interest Entities (January 2003), as may be modified or supplemented) in an unconsolidated entity that is held by, and material to, the issuer, where such entity provides financing, liquidity, market risk or credit risk support to, or engages in leasing, hedging or research and development services with, the issuer.

None

*Instructions to paragraph C of Item XVI*

- i. No obligation to make disclosure under paragraph C of this Item XVI shall arise in respect of an off-balance sheet arrangement until a definitive agreement that is unconditionally binding or subject only to customary closing conditions exists or, if there is no such agreement, when settlement of the transaction occurs.
- ii. Issuers should aggregate off-balance sheet arrangements in groups or categories that provide material information in an efficient and understandable manner and should avoid repetition and disclosure of immaterial information. Effects that are common or similar with respect to a number of off-balance sheet arrangements must be analyzed in the aggregate to the extent the aggregation increases understanding. Distinctions in arrangements and their effects must be discussed to the extent the information is material, but the discussion should avoid repetition and disclosure of immaterial information. .
- iii. For purposes of paragraph C of this Item XVI only, contingent liabilities arising out of litigation, arbitration or regulatory actions are not considered to be off-balance sheet arrangements.
- iv. Generally, the disclosure required by paragraph C of this Item XVI shall cover the most recent fiscal year. However, the discussion should address changes from the previous year where such discussion is necessary to an understanding of the disclosure.

In satisfying the requirements of paragraph C of this Item XVI, the discussion of off-balance sheet arrangements need not repeat information provided in the footnotes to the financial statements, provided that such discussion clearly cross-references to specific information in the relevant footnotes and integrates the substance of the footnotes into such discussion in a manner designed to inform readers of the significance of the information that is not included within the body of such discussion.

**Part E Issuance History**

**Item XVII List of securities offerings and shares issued for services in the past two years.**

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer (1) within the two-year period ending on the last day of the issuer's most recent fiscal year and (2) since the last day of the issuer's most recent fiscal year.

The list shall include all offerings of securities, whether private or public, and shall indicate:

- (i) The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
- (ii) Any jurisdictions where the offering was registered or qualified;
- (iii) The number of shares offered;
- (iv) The number of shares sold;
- (v) The price at which the shares were offered, and the amount actually paid to the issuer;
- (vi) The trading status of the shares; and
- (vii) 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 restrictions on transferability and sale of the shares under the Securities Act.

The list shall also include all shares or any other securities or options to acquire such securities issued for services in the past two fiscal years and any interim periods, 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.

With respect to private offerings of securities, the list shall also indicate the identity of the persons who purchased securities in such private offering; *provided, however*, that in the event that any such person is an entity, the list shall also indicate (a) the identity of each natural person beneficially owning, directly or indirectly, more than five percent (5%) of any class of equity securities of such entity and (b) to the extent not otherwise disclosed, the identity of each natural person who controlled or directed, directly or indirectly, the purchase of such securities for such entity.

- 1. During the fourth quarter of 2008, an aggregate of 7,500,000 shares of restricted common stock were issued to 4 Directors and key personal for services rendered.**
- 2. During the first quarter of 2009, an aggregate of 289,500,000 shares of restricted common stock were issued to 2 Directors and key personal for services rendered.**
- 3. During the first quarter of 2009, an aggregate of 100,000,000 shares of common stock were issued to approximately 1 shareholder, pursuant to Regulation D, Rule 504.**
- 4. During the second quarter of 2009, an aggregate of 18,000,000 shares of restricted common stock were issued to 2 Directors and key personal for services rendered.**



5. During the second quarter of 2009, an aggregate of 59,789,505 shares of common stock were issued to approximately 3 shareholders, pursuant to Regulation D, Rule 504.
6. During the third quarter of 2009, an aggregate of 155,000,000 shares of restricted common stock were issued to 2 Directors and key personal for services rendered.
7. During the third quarter of 2009, an aggregate of 667,904,533 shares of common stock were issued to approximately 3 shareholders, pursuant to Regulation D, Rule 504.
8. During the fourth quarter of 2009, an aggregate of 490,909,063 restricted common shares were issued to 2 Directors for services rendered; 2,340,784,128 common shares were issued pursuant to note conversions; 1,079,292,930 shares were issued pursuant to Regulation D, Rule 504.
9. During 2010 an aggregate of 2,458,187,135 common shares were issued pursuant to Regulation D, Rule 504; 4,268,140,000 common shares were issued pursuant to note conversions.

## Part F Exhibits

The following exhibits must be either described in or attached to the disclosure statement:

### **Item XVIII Material Contracts.**

- A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure statement is posted through the OTC Disclosure and News Service or was entered into not more than two years before such posting. Also include the following contracts:
- 1) Any contract to which directors, officers, promoters, voting trustees, security holders named in the disclosure statement, or the Designated Advisor for Disclosure are parties other than contracts involving only the purchase or sale of current assets having a determinable market price, at such market price;
  - 2) Any contract upon which the issuer's business is substantially dependent, including but not limited to contracts with principal customers, principal suppliers, and franchise agreements;
  - 3) Any contract for the purchase or sale of any property, plant or equipment for consideration exceeding 15 percent of such assets of the issuer; or
  - 4) Any material lease under which a part of the property described in the disclosure statement is held by the issuer.

B. Any management contract or any compensatory plan, contract or arrangement, including but not limited to plans relating to options, warrants or rights, pension, retirement or deferred compensation or bonus, incentive or profit sharing (or if not set forth in any formal document, a written description thereof) in which any director or any executive officer of the issuer participates shall be deemed material and shall be included; and any other management contract or any other compensatory plan, contract, or arrangement in which any other executive officer of the issuer participates shall be filed unless immaterial in amount or significance.

C. The following management contracts or compensatory plans need not be included:

- 1) Ordinary purchase and sales agency agreements;
- 2) Agreements with managers of stores in a chain organization or similar organization;
- 3) Contracts providing for labor or salesmen's bonuses or payments to a class of security holders, as such; and
- 4) Any compensatory plan that is available to employees, officers or directors generally and provides for the same method of allocation of benefits between management and non-management participants

N/A

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:40 PM 12/19/2005  
FILED 04:31 PM 12/19/2005  
SKV 051037480 - 4039398 FILE

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

QUEE CORP.

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

**DOES HEREBY CERTIFY:**

**FIRST:** That at a meeting of the Board of Directors of \_\_\_\_\_

QUEE CORP.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

THE NAME OF THE CORPORATION SHALL BE AS FOLLOWS:

THRESHPR INDUSTRIES, INC.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That the capital of said corporation shall not be reduced under or by reason of said amendment.

**IN WITNESS WHEREOF**, said QUEE CORP.

has caused this certificate to be signed by

ROGER ROWELL, an Authorized Officer,  
this 19th day of December, 2005.

By: /s/ Roger Rowell

Authorized Officer

Title: President

Name: Roger Rowell

Print or Type

**BY-LAWS OF  
QUEE CORP.****ARTICLE I  
Offices**

The principal office of the corporation shall be located in the State of New York in the County of Monroe. The corporation may have such other offices, either within or outside the state, as the Board of Directors may designate or as the business of the corporation may require from time to time. The registered office of the corporation may be, but need not be, identical with the principal office, and the address of the registered office may be changed from time to time by the Board of Directors.

**ARTICLE II  
Shareholders**

Section 1. Annual Meeting. The annual meeting of the shareholders shall be held at 4:00 o'clock PM. on the Third Tuesday in the month of January in each year, beginning with the year 2006. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day.

Section 2. Special Meetings. Special meetings of the shareholders, for any purpose, unless otherwise prescribed by statute, may be called by the president or by the Board of Directors, and shall be called by the president at the request of the holders of not less than one-tenth of all the outstanding shares of the corporation entitled to vote at the meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place as the place for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place as the place for such meeting. If no designation is made, or if a special meeting shall be called otherwise than by the Board, the place of meeting shall be the registered office of the corporation.

Section 4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and, in case of a special meeting, the purposes for which the meeting is called, shall be delivered not less than ten nor more than fifty days before the date of the meeting, either personally or by mail, by or at the direction of the president, or the secretary, or the officer or persons calling the meeting, to each shareholder of record entitled to vote at such meeting, except that if the authorized capital stock is to be increased at least thirty days notice shall be given. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid. If requested by the person or persons lawfully calling such meeting, the secretary

shall give notice thereof at corporate expense.

**Section 5. Closing of Transfer Books or Fixing of Record Date.** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other proper purpose, the Board of Directors may provide that the stock transfer books shall be closed for any stated period not exceeding fifty days.

If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of or to vote at a meeting of shareholders, such books shall be closed for at least ten days immediately preceding such meeting. In lieu of closing the stock transfer books the Board of Directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than fifty days, and, in case of a meeting of shareholders, not less than ten days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.

If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof except where the determination has been made through the closing of the stock transfer books and the stated period of the closing has expired.

**Section 6. Voting Lists.** The officer or agent having charge of the stock transfer books for shares of the corporation shall make, at least ten days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, arranged in alphabetical order, with the address of and the number of shares held by each.

For a period of ten days prior to such meeting, this list shall be kept on file at the principal office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. The original stock transfer books shall be prima facie evidence as to who are the shareholders entitled to examine such list or transfer books or to vote at any meeting of shareholders.

**Section 7. Quorum.** Fifty One Percent (51%) of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a quorum of the outstanding shares are represented at a meeting, a majority of the shares so represented may

adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by law or the articles of incorporation.

**Section 8. Proxies.** At all meetings of shareholders, a shareholder may vote by proxy executed in writing by the shareholder or his or her duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**Section 9. Voting of Shares.** Each outstanding share, regardless of class, shall be entitled to one vote, and each fractional share shall be entitled to a corresponding fractional vote on each matter submitted to a vote at a meeting of shareholders. Cumulative voting shall not be allowed.

**Section 10. Voting of Shares by Certain Holders.** Neither treasury shares, nor shares of its own stock held by the corporation in a fiduciary capacity, nor shares held by another corporation if a majority of the shares entitled to vote for the election of Directors of such other corporation is held by this corporation, shall be voted at any meeting or counted in determining the total number of outstanding shares at any given time.

Shares standing in the name of another corporation may be voted by such officer, agent or proxy as the bylaws of such corporation may prescribe or, in the absence of such provision, as the Board of Directors of such corporation may determine.

Shares held by an administrator, executor, guardian or conservator may be voted by him or her, either in person or by proxy, without a transfer of such shares into his or her name. Shares standing in the name of a trustee may be voted by him or her, either in person or by proxy, but no trustee shall be entitled to vote shares held by him or her without a transfer of such shares into his or her name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his or her name if authority to do so be contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred.

Section 11. Informal Action by Shareholders. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the number of shareholders entitled to vote with respect to the subject matter thereof necessary to approve the matter being voted on if a meeting had been called. Such consent shall have the same force and effect as a vote of the shareholders.

### ARTICLE III Board of Directors

Section 1. General Powers. The business and affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided by statute or the articles of incorporation.

Section 2. Number, Tenure and Qualifications. The number of Directors of the corporation shall be not less than three nor more than five, unless a lesser number is allowed by statute. Directors shall be elected at each annual meeting of shareholders. Each director shall hold office until the next annual meeting of shareholders and thereafter until his or her successor shall have been elected and qualified.

Directors need not be residents of this state or shareholders of the corporation. Directors shall be removable in the manner provided by statute.

Section 3. Vacancies. Any director may resign at any time by giving written notice to the president or to the secretary of the corporation. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though not less than a quorum. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by the affirmative vote of a majority of the Directors then in office or by an election at an annual meeting or at a special meeting of shareholders called for that purpose, and a director so chosen shall hold office for the term specified in Section 2 above.

Section 4. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after and at the same place as the annual meeting of shareholders. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 6. Notice. Notice of any special meeting shall be given at least seven days previous thereto by written notice delivered personally or mailed to each director at his or her business address, or by notice given at least two days previously by telegraph. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

Section 7. Quorum. A majority of the number of Directors fixed by Section 2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Compensation. By resolution of the Board of Directors, any director may be paid any one or more of the following: expenses, if any, of attendance at meetings; a fixed sum for attendance at each meeting; or a stated salary as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the Directors.

#### ARTICLE IV Officers and Agents

Section 1. General. The officers of the corporation shall be a president, one or more vice presidents, a secretary and a treasurer. The salaries of all the officers of the corporation shall be fixed by the Board of Directors.

One person may hold any two offices, except that no person may simultaneously hold the offices of president and secretary.



Section 2. Election and Term of Office. The officers of the corporation shall be elected by the Board of Directors annually at the first meeting of the Board held after each annual meeting of the shareholders.

Section 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office, however occurring, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The president shall:

(a) subject to the direction and supervision of the Board of Directors, be the chief executive officer of the corporation;

(b) shall have general and active control of its affairs and business and general supervision of its officers, agents and employees; and

(c) the president shall have custody of the treasurer's bond, if any.

Section 6. Vice Presidents. The vice presidents shall:

(a) assist the president; and

(b) shall perform such duties as may be assigned to them by the president or by the Board of Directors.

Section 7. Secretary. The secretary shall:

(a) keep the minutes of the proceedings of the shareholders and the Board of Directors;

(b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;

(c) be custodian of the corporate records and of the seal of the corporation and affix the seal to all documents when authorized by the Board of Directors;

(d) keep at its registered office or principal place of business a record containing the names and addresses of all shareholders and the number and class of shares held by each, unless such a record shall be kept at the office of the corporation's transfer agent or registrar;

(e) sign with the president, or a vice president, certificates for shares of the corporation, the issuance of which shall have been authorized by resolution of the Board of Directors;

(f) have general charge of the stock transfer books of the corporation, unless the corporation has a transfer agent; and

(g) in general, perform all duties incident to the office as secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board of Directors.

Section 8. Treasurer. The treasurer shall:

(a) be the principal financial officer of the corporation;

(b) perform all other duties incident to the office of the treasurer and, upon request of the Board, shall make such reports to it as may be required at any time;

(c) be the principal accounting officer of the corporation; and

(d) have such other powers and perform such other duties as may be from time to time prescribed by the Board of Directors or the president;

#### ARTICLE V Stock

Section 1. Certificates. The shares of stock shall be represented by consecutively numbered certificates signed in the name of the corporation by its president or a vice president and the secretary, and shall be sealed with the seal of the corporation, or with a facsimile thereof. No certificate shall be issued until the shares represented thereby are fully paid.

Section 2. Consideration for Shares. Shares shall be issued for such consideration, expressed in dollars (but not less than the par value thereof, if any) as shall be fixed from time to time by the Board of Directors. Such consideration may consist, in whole or in part of money, other property, tangible or intangible, or in labor or services actually performed for the corporation, but neither promissory notes nor future services shall constitute payment or part payment for shares.

Section 3. Transfer of Shares. Upon surrender to the corporation or to a transfer agent of the corporation of a certificate of stock duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and such documentary stamps as may be required by law, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the

old certificate. Every such transfer of stock shall be entered on the stock book of the corporation which shall be kept at its principal office, or by its registrar duly appointed. Transfer Agent.

Section 4. Transfer Agents, Registrars and Paying Agents. The Board may at its discretion appoint one or more transfer agents, registrars and agents for making payment upon any class of stock, bond, debenture or other security of the corporation.

#### ARTICLE VI Indemnification of Officers and Directors

Each director and officer of this corporation shall be indemnified by the corporation against all costs and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his or her being or having been such director or officer, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

#### ARTICLE VII Miscellaneous


Section 1. Waivers of Notice. Whenever notice is required by law, by the articles of incorporation or by these bylaws, a waiver thereof in writing signed by the director, shareholder or other person entitled to said notice, whether before or after the time stated therein, or his or her appearance at such meeting in person or (in the case of a shareholders' meeting) by proxy, shall be equivalent to such notice.

Section 2. Fiscal Year. The fiscal year of the corporation shall be as established by the Board of Directors.

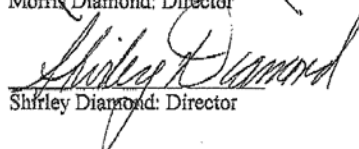
Section 3. Amendments. The Board of Directors shall have power to make, amend and repeal the bylaws of the corporation at any regular meeting of the Board or at any special meeting called for the purpose.

APPROVED:

Dated: October 3, 2005



Morris Diamond: Director



Shirley Diamond: Director

**Item XX Purchases of Equity Securities by the Issuer and Affiliated Purchasers.**

A. In the following tabular format, provide the information specified in paragraph (B) of this Item XX with respect to any purchase made by or on behalf of the issuer or any "Affiliated Purchaser" (as defined in paragraph (C) of this Item XX) of shares or other units of any class of the issuer's equity securities.

B. The table shall include the following information for each class or series of

1. The total number of shares (or units) purchased (Column (a)). Include in this column all issuer repurchases, including those made pursuant to publicly announced plans or programs and those not made pursuant to publicly announced plans or programs. Briefly disclose, by footnote to the table, the number of shares purchased other than through a publicly announced plan or program and the nature of the transaction (e.g., whether the purchases were made in open-market transactions, tender offers, in satisfaction of the company's obligations upon exercise of outstanding put options issued by the company, or other transactions).

N/A

2. The average price paid per share (or unit) (Column (b)).

N/A

3. The total number of shares (or units) purchased as part of publicly announced repurchase plans or programs (Column (c)).

N/A

4. The maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (Column (d)).

N/A

## Item XXI Issuers Certifications.

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles, but having the same responsibilities).

I, Tom Flessner, certify that:

1. I have reviewed this annual disclosure statement of Thresher Industries, Inc.
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 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 include or incorporate by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuers as of, and for the periods presented in this disclosure statement.

Date: December 9, 2010

Thresher Industries, Inc.

By: 

Name: TOM FLESSNER

Title: PRESIDENT / CEO