

**KREISLER MANUFACTURING CORPORATION
RULE 15C2-11 INFORMATION**

1. The exact name of the company and its predecessor (if any) is
Kreiser Manufacturing Corporation
2. The address of its principal executive offices is
**180 Van Riper Avenue
Elmwood Park, New Jersey 07407**
3. The state of incorporation of the company is
Delaware
4. The exact title and class of the security to be listed is
Common Stock
5. The par or stated value of the security is
\$0.125
6. The number of shares outstanding as of the end of the company's most recent fiscal year is
1,867,948
7. The name and address of the transfer agent is
**American Stock Transfer and Trust Company
40 Wall Street
New York, NY 10005**
8. The nature of the company's business is described below:
Kreiser Manufacturing Corporation and its wholly-owned subsidiaries, Kreiser Industrial Corporation and Kreiser Polska Sp. z o.o, manufactures precision metal components and assemblies primarily for use in military and commercial aircraft engines and in industrial gas turbines.
9. The nature of products or services offered;
The Company's products include tube assemblies of multiple sizes and configurations as well as machined components and are typically manufactured to the designs and specifications of the particular customer. The Company's products may be made of various materials, including titanium, nickel and stainless steel. These high-quality engineered tube assemblies transfer fuel, oil, water, air and hydraulic fluids. Orders are received through competitive proposals, which are made in response to request for bids from contractors who supply engine or engine components to various branches of the United States Department of Defense or to commercial businesses.
10. The nature and extent of the company's facilities are described below.

The Company's principal executive office is located at Kreisler Industrial's manufacturing facility in Elmwood Park, New Jersey. The Company's New Jersey location consists of a 52,000 square foot leased facility of which over 95% is committed to the operational requirements of Kreisler Industrial. The facility is approximately 60 years old and the current term under the existing lease agreement will expire on September 30, 2012.

The Company's Kreisler Polska subsidiary operates from an approximately 23,000 square foot leased facility (with approximately 4,200 additional square feet of leased land). Kreisler Polska's lease agreement has no lease end date but does require six months notice of cancellation by either part. In August 2009, construction began on an approximately 60,000 square facility to be purchased by Kreisler Polska located in Niepolomice, Poland (near Krakow). The Company has funded construction using internal cash and expects to arrange for external bank funding as well. Expected completion is June 2010.

11. The name of the chief executive officer and members of the board of directors are as follows :

Chairman of the Board & Chief Executive Officer..... Michael D. Stern

Director John W. Poling

Director Edward A. Stern

Director Richard T. Swope

12. The company's most recent balance sheet and profit and loss and retained earnings statements;

The most recent financial information for the three months ended September 30, 2009 is attached hereto as Exhibit A.

13. Similar financial information for such part of the 2 preceding fiscal years as the company or its predecessor has been in existence;

The Company's financial information for the last 2 fiscal years is attached hereto as Exhibit B.

14. Whether the broker or dealer or any associated person is affiliated, directly or indirectly with the company;

No.

15. Whether the quotation is being published or submitted on behalf of any other broker or dealer, and, if so, the name of such broker or dealer:

16. Whether the quotation is being submitted or published directly or indirectly on behalf of the company, or any director, officer or any person, directly or indirectly the beneficial owner of more than 10 percent of the outstanding units or shares of any equity security of the company, and, if so, the name of such person, and the basis for any exemption under the federal securities laws for any sales of such securities on behalf of such person.



EXHIBIT A – CONSOLIDATED FINANCIAL STATEMENTS

The following consolidated financial statements of the Company and its subsidiaries are included herein:

Consolidated Balance Sheets – Three Months ended September 30, 2009 and June 30, 2009

Consolidated Statements of Operations – Three Months ended September 30, 2009 and 2008

Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income – Three Months ended September 30, 2009

Consolidated Statements of Cash Flows – Three Months ended September 30, 2009 and 2008

Kreisler Manufacturing Corporation and Subsidiaries
Consolidated Balance Sheets

	Sept. 30, 2009 <i>(Unaudited)</i>	Jun. 30, 2009 <i>(Audited)</i>
Assets		
Cash and cash equivalents	\$ 4,764,654	\$ 6,463,894
Accounts receivable – trade (net of \$20,000 allowance for uncollectible accounts at September 30, 2009 and June 30, 2009)	1,449,727	1,790,145
Inventories	7,822,315	6,567,490
Deferred tax asset	39,713	39,713
Other current assets	266,554	261,277
Prepaid income taxes	164,759	158,886
Total current assets	14,507,722	15,281,405
Property and equipment, net	2,419,847	2,334,617
Deposits on property and equipment	1,376,001	292,508
Deferred tax asset	372,653	322,390
Total non-current assets	4,168,501	2,949,515
TOTAL ASSETS	\$ 18,676,223	\$ 18,230,920
Liabilities and Stockholders' Equity		
Liabilities		
Accounts payable – trade	\$ 1,903,013	\$ 1,363,217
Accrued expenses	721,818	551,135
Income taxes payable	-	43,466
Obligation under capital leases, current portion	54,727	80,152
Total current liabilities	2,679,558	2,037,970
Obligation under capital leases, net of current portion	1,574	18,869
Accrued environmental costs	467,919	463,246
Total long-term liabilities	469,493	482,115
Commitments and contingencies	-	-
Stockholders' equity		
1,867,948 shares issued and outstanding at September 30, 2009 and June 30, 2009	233,494	233,494
Additional paid-in capital	1,264,890	1,221,814
Retained earnings	14,044,710	14,332,950
Accumulated other comprehensive (loss)/income	(15,922)	(77,423)
Total stockholders' equity	15,527,172	15,710,835
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 18,676,223	\$ 18,230,920

Kreisler Manufacturing Corporation and Subsidiaries
Consolidated Statements of Operations (Unaudited)

Three Months Ended September 30,	2009	2008
Net sales	\$ 5,305,884	\$ 6,292,358
Cost of goods sold	5,042,796	5,325,670
Selling, general and administrative expenses	613,184	700,922
Total costs and expenses	5,655,980	6,026,592
(Loss)/Income from operations	\$ (350,096)	265,766
Interest and other income	9,363	32,738
Interest and other expenses	(12,773)	(10,544)
Realized gain on sale of asset	922	-
Foreign currency exchange adjustments	(34,836)	74,603
(Loss)/Income before income tax expense	\$ (387,420)	362,563
Income tax benefit/(expense)	99,180	(143,261)
Net (loss)/income	\$ (288,240)	\$ 219,302
<i>Net (loss)/income per common share:</i>		
Net (loss)/income – basic	(\$0.15)	\$0.12
Net (loss)/income – diluted	(\$0.15)	\$0.12
Weighted average common shares – basic	1,867,948	1,867,948
Weighted average common shares – diluted	1,867,948	1,867,948

Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income/(Loss)

Three Months ended September 30, 2009

	<u>Common Stock Outstanding</u>		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Stockholders' Equity
	Shares	Amounts				
Balances, June 30, 2009 (audited)	1,867,948	\$ 233,494	\$ 1,221,814	\$ 14,332,950	\$ (77,423)	\$ 15,710,835
Comprehensive income:						
Net loss				(288,240)		(288,240)
Foreign currency translation adjustment ⁽¹⁾					61,501	61,501
Total comprehensive income/(loss)						<u>(226,739)</u>
Stock-based compensation			43,076			43,076
Balances, September 30, 2009 (unaudited)	1,867,948	\$ 233,494	\$ 1,264,890	\$ 14,044,710	\$ (15,922)	\$ 15,527,172

⁽¹⁾ Net of tax expense of \$41,000

Kreiser Manufacturing Corporation and Subsidiaries
Consolidated Statements of Cash Flows

Three months ended September 30	2009	2008
Cash Flows From Operating Activities:		
Net (loss)/income	\$ (288,240)	\$ 219,302
Adjustments to reconcile net (loss)/income to net cash provided by operating activities:		
Depreciation and amortization	187,072	152,380
Realized (gain)/loss on disposition of fixed assets	(922)	-
Deferred tax (benefit)/expense	(91,263)	-
Stock-based compensation	43,076	35,141
Increase/(decrease) in cash attributable to changes in operating assets and liabilities		
Accounts receivable – trade, net	288,534	104,308
Inventories	(1,230,228)	(351,981)
Other current assets	12,436	478,069
Prepaid income taxes	(7,917)	-
Accounts payable – trade	536,775	22,902
Accrued expenses	155,063	(96,371)
Deferred revenue	-	(335,505)
Income taxes payable	(45,558)	83,768
Accrued environmental costs	4,673	4,673
Net Cash (Used In)/Provided By Operating Activities	(436,499)	316,686
Cash Flows From Investing Activities:		
Purchase of property and equipment	(135,260)	(232,647)
Deposits on property and equipment	(1,067,663)	(320,712)
Proceeds from sale of fixed asset	922	-
Net Cash Used In Investing Activities	(1,202,001)	(553,359)
Cash Flows From Financing Activities:		
Repayments of obligations under capital leases	(42,720)	(38,949)
Net Cash Used In Financing Activities	(42,720)	(38,949)
Effect of foreign currency translation	(18,020)	(89,152)
Decrease in cash and cash equivalents	(1,699,240)	(364,774)
Cash and cash equivalents, beginning of period	6,463,894	7,243,565
Cash and cash equivalents, end of period	\$ 4,764,654	\$ 6,878,791
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for:		
Income taxes	\$ -	\$ 59,493
Interest	\$ 1,894	\$ 50,939

EXHIBIT B - FINANCIAL INFORMATION FOR FISCAL YEARS ENDED JUNE 30, 2009 AND 2008*Kreisler Manufacturing Corporation and Subsidiaries***Consolidated Balance Sheets**

June 30,	2009	2008
Assets		
Cash and cash equivalents	\$ 6,463,894	\$ 7,243,565
Accounts receivable – trade (net of \$20,000 allowance for uncollectible accounts at June 30, 2009 and 2008)	1,790,145	2,052,124
Inventories	6,567,490	7,142,438
Deferred tax asset	39,713	31,271
Other current assets	261,277	620,614
Prepaid income taxes	158,886	-
Total current assets	15,281,405	17,090,012
Property and equipment, net	2,334,617	2,077,223
Deposits on property and equipment	292,508	456,989
Long-term investments	-	700,000
Deferred tax asset	322,390	-
Total non-current assets	2,949,515	3,234,212
TOTAL ASSETS	\$ 18,230,920	\$ 20,324,224
Liabilities and Stockholders' Equity		
Liabilities		
Accounts payable – trade	\$ 1,363,217	\$ 1,812,515
Accrued expenses	551,135	867,167
Deferred revenue	-	1,259,505
Income taxes payable	43,466	39,018
Obligation under capital leases, current portion	80,152	127,731
Total current liabilities	2,037,970	4,105,936
Obligation under capital leases, net of current portion	18,869	128,296
Deferred tax liability	-	95,884
Accrued environmental costs	463,246	444,707
Total long-term liabilities	482,115	668,887
Commitments and contingencies		
Stockholders' equity		
Common stock, \$.125 par value; 6,000,000 shares authorized; 1,867,948 shares issued and outstanding at June 30, 2009 and 2008	233,494	233,494
Additional paid-in capital	1,221,814	1,062,736
Retained earnings	14,332,950	13,794,746
Accumulated other comprehensive (loss)/income	(77,423)	458,425
Total stockholders' equity	15,710,835	15,549,401
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$ 18,230,920	\$ 20,324,224

Kreiser Manufacturing Corporation and Subsidiaries
Consolidated Statements of Operations

Years ended June 30,	2009	2008
Net sales	\$ 26,423,295	\$ 29,278,635
Cost of goods sold	22,913,399	23,374,081
Selling, general and administrative expenses	3,079,506	2,691,215
Total costs and expenses	25,992,905	26,065,296
Income from operations	430,390	3,213,339
Interest and other income	73,376	239,777
Interest and other expenses	(38,103)	(56,579)
Realized gain on sale of asset	7,319	-
Foreign currency exchange adjustments	219,756	(219,271)
Income before income tax expense	692,738	3,177,266
Income tax expense	(154,534)	(1,311,509)
Net income	\$ 538,204	\$ 1,865,757
<i>Net income per common share:</i>		
Net income – basic	\$0.29	\$1.00
Net income – diluted	\$0.29	\$0.99
Weighted average common shares – basic	1,867,948	1,867,948
Weighted average common shares – diluted	1,868,147	1,891,138

Consolidated Statements of Changes in Stockholders' Equity and Comprehensive Income

Years ended June 30, 2009 and 2008

	<u>Common Stock Outstanding</u>		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income/(Loss)	Total Stockholders' Equity
	Shares	Amounts				
Balances, July 1, 2008	1,867,948	\$ 233,494	\$ 909,625	\$ 11,928,989	\$ 71,023	\$ 13,143,131
Comprehensive income:						
Net income				1,865,757		1,865,757
Foreign currency translation adjustment ⁽¹⁾					387,402	387,402
Total comprehensive income						2,253,159
Stock-based compensation			153,111			153,111
Balances, June 30, 2008	1,867,948	233,494	1,062,736	13,794,746	458,425	15,549,401
Comprehensive income:						
Net income				538,204		538,204
Foreign currency translation adjustment ⁽²⁾					(535,848)	(535,848)
Total comprehensive income						2,356
Stock-based compensation			159,078			159,078
Balances, June 30, 2009	1,867,948	\$ 233,494	\$ 1,221,814	\$ 14,332,950	\$ (77,423)	\$ 15,710,835

⁽¹⁾ Net of tax expense of \$258,268

⁽²⁾ Net of tax benefit of \$357,231

Kreiser Manufacturing Corporation and Subsidiaries
Consolidated Statements of Cash Flows

Years ended June 30,	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 538,204	\$ 1,865,757
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	704,082	724,359
Realized (gain)/loss on disposition of equipment	(7,319)	1,427
Deferred tax (benefit)/expense	(69,486)	26,599
Stock-based compensation	159,078	153,111
Increase/(decrease) in cash attributable to changes in operating assets and liabilities		
Accounts receivable – trade, net	207,636	262,705
Inventories	522,125	(1,576,643)
Other current assets	344,672	(502,579)
Prepaid income taxes	(158,886)	-
Accounts payable – trade	(432,857)	759,261
Accrued expenses	(250,397)	326,605
Deferred revenue	(1,259,505)	759,505
Product warranties	-	(148,185)
Income taxes payable	4,448	39,018
Accrued environmental costs	18,539	18,590
Net Cash Provided By Operating Activities	320,334	2,709,530
Cash Flows From Investing Activities:		
Foreign grant for property and equipment placed in service	-	448,817
Purchases of property and equipment	(1,135,562)	(550,047)
Purchase of investments	-	(700,000)
Payment for deposit on property and equipment	(314,303)	(456,989)
Proceeds from sale of fixed asset	7,319	-
Proceeds from investments	700,000	550,000
Net Cash Used In Investing Activities	(742,546)	(708,219)
Cash Flows From Financing Activities:		
Repayments of obligations under capital leases	(157,006)	(118,047)
Net Cash Used In Financing Activities	(157,006)	(118,047)
Effect of foreign currency translation	(200,453)	291,976
(Decrease)/Increase in cash and cash equivalents	(779,671)	2,175,240
Cash and cash equivalents, beginning of period	7,243,565	5,068,325
Cash and cash equivalents, end of period	\$ 6,463,894	\$ 7,243,565
Supplemental Disclosure of Cash Flow Information		
Cash paid during the period for:		
Income taxes	\$ 375,153	\$ 1,466,000
Interest	\$ 60,563	\$ 25,532
Supplemental Disclosure of Non-cash Investing and Financing Activities:		
Deposits on property and equipment transferred to property and equipment	\$ 21,625	\$ -