TECH LABORATORIES INC
Form 10KSB
April 13, 2007

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006

[_] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES AND EXCHANGE ACT OF 1934.

COMMISSION FILE NUMBER 000-27592

TECH LABORATORIES, INC.
(Exact name of Small Business issuer in its charter)

New Jersey	22-1436279
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1818 N. Farwell Ave. Milwaukee, WI	53202
(Address of principal executive offices)	(zip code)

Issuer's telephone number, including area code: (973) 726-5240

Check whether the Issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. [X] Yes [ ] No

Check if there is no disclosure of delinquent filers pursuant to Item 405 of Regulation S-B contained in this form and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of the Form 10-KSB or any amendment to this Form 10-KSB. [ ]

Indicate by check mark whether the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act.

Yes [X] No [_]

State issuer's revenues for its most recent fiscal year: $0

State the aggregate market value of the voting stock held by non-affiliates computed by reference to the price at which the stock was sold, or the average bid and ask prices of such stock, as of a specified date within the last 60 days. On April 4, 2007, the aggregate market value of voting stock held by non-affiliates was $270,118, based on the closing price as quoted on the OTC Bulletin Board under the symbol "TLBT", was $0.028.

The number of shares of common stock outstanding as of December 31, 2006: 10,100,210

TECH LABORATORIES, INC.
FORM 10-KSB
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2006

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TECH LABORATORIES, INC.
FORM 10-KSB

FORWARD-LOOKING STATEMENTS

Statements made in this Form 10-KSB that are not historical or current facts are "forward-looking statements" made pursuant to the safe harbor provisions of federal securities laws. These statements often can be identified by the use of terms such as "may," "will," "expect," "anticipate," "estimate," or "continue," or the negative thereof. Such forward-looking statements speak only as of the date made. Any forward-looking statements represent management's best judgment as to what may occur in the future. However, forward-looking statements are subject to risks, uncertainties, and important factors beyond the control of Tech Labs that could cause actual results and events to differ materially from historical results of operations and events and those presently anticipated or projected. These factors include, but are not limited to, those discussed under the caption "Factors That May Affect Future Events" in Item 6 of this Form 10-KSB. Tech Labs disclaims any obligation subsequently to revise any forward-looking statements to reflect events or circumstances after the date of such statement or to reflect the occurrence of anticipated or unanticipated events.

PART I

ITEM 1. DESCRIPTION OF BUSINESS

GENERAL

We were incorporated in 1947 as a New Jersey corporation. Our focus has historically been the design, manufacture, and sale of rotary switches. Switches have been a significant part of our revenue for five decades. In 1995, to augment revenues, we sought business in transformers and contract manufacturing. In 1998, we made a shift to new product development. In 1998, we also made our first sales of the IDS product, and in April of 1999, we completed the acquisition of the DynaTraX(TM) switch and technology. DynaTraX(TM) is a high-speed digital switch matrix system, an electronic switching unit for network management and security. This equipment manages video and data transmissions on a network.

On July 11, 2005 (the "Effective Date"), we finalized a Settlement Agreement and Release (the "Agreement") with Bernard Ciongoli and Earl Bjorndal (the "Settlement Parties"). In connection with the Agreement, Mr. Ciongoli resigned from his positions as President, Chief Executive Officer, Chief Financial Officer, and member of the Board of Directors of the Company, and agreed to the cancellation of 17,931,806 of his shares of our common stock. Earl Bjorndal resigned from his positions as Vice President and member of the Board of Directors of the Company, and agreed to the cancellation of 8,044,445 of his shares of our common stock. The parties agreed to the transfer of all of the Company's assets, including all technologies and product lines, to the Settlement Parties in exchange for the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them, the cancellation of the above mentioned shares, and the assumption of certain liabilities of the Company and the lease by the Settlement

Parties. As part of the Agreement, we agreed to transfer of all of the issued and outstanding shares of common stock of Tech Logistics, Inc., our subsidiary to Bernard Ciongoli.

Pursuant to the Agreement, the Settlement Parties granted us a seven year license in the transferred technology, pursuant to which we shall have the right to sell the products developed from the DynaTraX technology as a dealer to its customers at a dealer price of 25% off list price. We will also receive a royalty of 5% of the profits per year for the sale of DynaTrax products. In exchange for all of the Company's assets, the Settlement Parties agreed to the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them; the cancellation of the above mentioned shares; and the assumption of certain liabilities of the Company and the lease by the Settlement Parties.

On July 11, 2005, Bernard Ciongoli resigned from his positions as President, Chief Executive Officer, Chief Financial Officer, and member of the Board of Directors of the Company. Also on July 11, 2005, Earl Bjorndal resigned from his positions as Vice President and member of the Board of Directors of the Company. Such resignation was in accordance with the terms of an Agreement and is not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practice. On July 11, 2005, Donna Silverman was appointed as the Company's President, Chief Executive Officer, and Chief Financial Officer and to the Board of Directors of the Company.

On February 22, 2007, the Board of Directors accepted the resignations of Peter Nasca and Craig Press as members of the Board of Directors of the Company and the resignation of Donna Silverman as President, Chief Executive Office and Chief Financial Officer. Neither Mr. Nasca, nor Mr.Press served on any committees of the Board of Directors. Subsequently, on February 22, 2007, Board of Directors of the Company appointed David Marks as a member of the Board of Directors and appointed John King as Chief Executive Office and Chief Financial Officer of the Company.

We are now currently seeking and reviewing potential merger candidates. We will attempt to locate and negotiate with a business entity for the combination of that target company with us. The combination will normally take the form of a merger, stock- for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that we will be successful in locating or negotiating with any target company.

In December 2007, we increased our authorized shares of common stock to 3,000,000,000, reverse split our outstanding shares of common stock on a one-for-30 basis and authorized 20 million shares of "blank check" preferred stock. All common share numbers contained in this Form 10-KSB have been revised to reflect the reverse stock split.

PERCEIVED BENEFITS

There are certain perceived benefits to being a reporting company with a class of publicly- traded securities. These are commonly thought to include the following:

o the ability to use registered securities to make acquisitions of assets or businesses;

- increased visibility in the financial community;
- the facilitation of borrowing from financial institutions;
- improved trading efficiency;
- shareholder liquidity;
- greater ease in subsequently raising capital;
- compensation of key employees through stock options for which there may be a market valuation;
- enhanced corporate image;
- a presence in the United States capital market.

POTENTIAL TARGET COMPANIES

A business entity, if any, which may be interested in a business combination with us may include the following:

- a company for which a primary purpose of becoming public is the use of its securities for the acquisition of assets or businesses;
- a company which is unable to find an underwriter of its securities or is unable to find an underwriter of securities on terms acceptable to it;
- a company which wishes to become public with less dilution of its common stock than would occur upon an underwriting;
- a company which believes that it will be able to obtain investment capital on more favorable terms after it has become public;
- a foreign company which may wish an initial entry into the United States securities market;
- a special situation company, such as a company seeking a public market to satisfy redemption requirements under a qualified Employee Stock Option Plan;
- a company seeking one or more of the other perceived benefits of becoming a public company.

A business combination with a target company will normally involve the transfer to the target company of the majority of our issued and outstanding common stock, and the substitution by the target company of its own management and board of directors.

No assurances can be given that we will be able to enter into a business combination, as to the terms of a business combination, or as to the nature of the target company.

EMPLOYEES

We have no employees at this time.

ITEM 2. DESCRIPTION OF PROPERTY

Our corporate headquarters is located at 1818 N. Farwell Ave., Milwaukee, WI 53202.

ITEM 3. LEGAL PROCEEDINGS

LITIGATION

On July 31, 2002, Tawfik Khalil and Amneh Khalil filed a lawsuit in the Superior Court of Passaic County, New Jersey, against Glen Venza, a Company part-time employee, Tech Labs, and certain other parties for property damages and personal injuries. The case arose from a car accident involving Mr. Venza and the plaintiffs, which occurred while Mr. Venza was performing certain duties for Tech Labs in a vehicle Mr. Venza borrowed from a third party. Tech Labs has only been named as a party to the personal injuries, and not for property damages, and believes it is covered for the accident by its insurance policy. The matter was settled for $5,000 during 2006.

On June 30, 2004, the law firm of Stursberg & Veith, former counsel to Tech Laboratories, Inc., filed a lawsuit in the United States District Court for the Southern District of New York claiming that the plaintiff delivered certain good and valuable services to Tech laboratories and is owed $161,179.26 plus interest, costs, and disbursements for each cause of action, and other and further relief as the Court may deem unnecessary. The complaint alleges four causes of action including an unpaid account, stated breach of contract, quantum meruit, and unjust enrichment. We disagree with the amount of the unpaid balance owed to the plaintiff. We have filed a counterclaim for overcharging by the plaintiff. On December 5, 2005, a judgment was rendered by the court to make payment of $204,834.10, including interest.

PART II

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITYHOLDERS

On October 31, 2006, our Board of Directors and a majority of the shareholders of record approved (i) a one for thirty reverse stock split of our outstanding shares of common stock and (ii) the adoption of an amendment to our Articles of Incorporation to authorize a class of "blank check" preferred stock consisting of 20,000,000 authorized shares. The action was approved by approximately 52% of the shareholders of record. A Definitive Information Statement describing such action was filed with the Securities and Exchange Commission on November 15, 2006.

At a meeting held on September 22, 2006, the Company's shareholders approved an increase in the authorized number of shares of common stock to 3,000,000,000.

ITEM 5. MARKET FOR COMMON EQUITY AND RELATED SHAREHOLDER MATTERS

Our common stock has been trading publicly on the OTC Bulletin Board under the symbol "TLBT" since 1994. The table below sets forth the range of quarterly high and low closing sales prices for our common stock on the OTC Bulletin Board during the calendar quarters indicated. The quotations reflect inter-dealer prices, without retail mark-ups, markdowns, or conversion, and may not represent actual transactions.

COMMON STOCK

2005

First Quarter	0.630	0.210
Second Quarter	0.480	0.240
Third Quarter	0.900	0.180
Fourth Quarter	0.750	0.180
2006		
First Quarter	0.390	0.027
Second Quarter	0.198	0.045
Third Quarter	0.072	0.030
Fourth Quarter	0.135	0.015

As of December 31, 2006, there were 473 holders of record of our common stock. The transfer agent for our common stock is:

Olde Monmouth Stock Transfer Co., Inc. Suite 101, 77 Memorial Parkway, Atlantic Highlands, NJ 07716.

ITEM 6. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

GENERAL

The company was incorporated in 1947 as a New Jersey corporation. Company focus has historically been the design, manufacture, and sale of rotary switches. Switches were a significant part of revenue for five decades. In 1995, to augment revenues, the Company sought business in transformers and contract manufacturing.

While previous management tried to shift out of the subcontracting and transformer business, and tried to gradually shift product offering from less profitable to more profitable proprietary products, these business strategies did not result in a sufficient increase in business prospects or revenue.

PLAN OF OPERATION

On July 11, 2005 (the "Effective Date"), we finalized a Settlement Agreement and Release (the "Agreement") with Bernard Ciongoli and Earl Bjorndal (the "Settlement Parties"). In connection with the Agreement, Mr. Ciongoli resigned from his positions as President, Chief Executive Officer, Chief Financial Officer, and member of the Board of Directors of the Company, and agreed to the cancellation of 17,931,806 of his shares of our common stock. Earl Bjorndal resigned from his positions as Vice President and member of the Board of Directors of the Company, and agreed to the cancellation of 8,044,445 of his shares of our common stock. The parties agreed to the transfer of all of the Company's assets, including all technologies and product lines, to the Settlement Parties in exchange for the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them, the cancellation of the above mentioned shares, and the assumption of certain liabilities of the Company and the lease by the Settlement Parties. As part of the Agreement, we agreed to transfer of all of the issued and outstanding shares of common stock of Tech Logistics, Inc., our subsidiary to Bernard Ciongoli.

Pursuant to the Agreement, the Settlement Parties granted us a seven year license in the transferred technology, pursuant to which we shall have the right to sell the products developed from the DynaTraX technology as a dealer to its customers at a dealer price of 25% off list price. We will also receive a royalty of 5% of the profits per year for the sale of DynaTrax products. In exchange for all of the Company's assets, the Settlement Parties agreed to the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them; the cancellation of the above mentioned shares; and the assumption of certain liabilities of the Company and the lease by the Settlement Parties.

The Company is continuing its efforts to locate a merger Candidate for the purpose of a merger. It is possible that the registrant will be successful in locating such a merger candidate and closing such merger. However, if the Company cannot effect a non-cash acquisition, the registrant may have to raise funds from a private offering of its securities under Rule 506 of Regulation D. There is no assurance the registrant would obtain any such equity funding.

We will attempt to locate and negotiate with a business entity for the combination of that target company with us. The combination will normally take the form of a merger, stock- for-stock exchange or stock-for-assets exchange. In most instances the target company will wish to structure the business combination to be within the definition of a tax-free reorganization under Section 351 or Section 368 of the Internal Revenue Code of 1986, as amended. No assurances can be given that we will be successful in locating or negotiating with any target company.

A business combination with a target company will normally involve the transfer to the target company of the majority of our issued and outstanding common stock, and the substitution by the target company of its own management and board of directors.

No assurances can be given that we will be able to enter into a business combination, as to the terms of a business combination, or as to the nature of the target company.

RESULTS OF OPERATIONS

Sales were $0 for 2006 as compared to $91,280 for the year ended 2005 for a decrease of 100%.

For the year ended 2006 cost of sales were $ 0 compared to $30,557 for the year ended 2005. The Company's gross profit percentage was zero in 2006 and negative in 2005 due to the fact the Company had no operations in 2006.

Selling, general, and administrative expenses increased by $6,696 in 2006 as compared to the prior period. This increase was due to having no active operations in 2006.

Losses from operations of $511,963 in 2006 were a direct result of administration costs of running a public company without any operating business.

LIQUIDITY AND CAPITAL RESOURCES

The Company's operating activities utilized cash of $212,390 during the year ended, December 31, 2006, as compared to $802,595 during the year ended, December 31, 2005.

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As a result of the continuing operating losses and negative cash flow experienced during 2005 and 2006, we have a tenuous liquidity position. If we are unable to find a suitable merger candidate or alternative financing is not obtained, substantial doubt exists about our ability to continue as a going concern.

On December 27, 2005, we completed a financing agreement for $300,000 with Montgomery Equity Partners, Ltd. (the "Investor"). Under the terms of the agreement, we issued to the Investor a $300,000 secured convertible debenture with a 15% interest rate and a maturity date of December 27, 2006. The debenture is convertible into shares of our common stock at a conversion price equal to the lesser of (a) $0.00525 per share or (b) ninety percent of the lowest Closing Bid Price of the common stock during the ten trading days immediately preceding the conversion date, as quoted by Bloomberg, LP. We were committed to filing an SB-2 Registration Statement with the SEC within 90 days of funding. There are penalty provisions should the filing not become effective within 150 days of filing. Such registration statement has not been filed.

Simultaneously with the financing agreement, we issued an Amended and Restated Convertible Debenture to the Investor in the amount of $537,220 to cure the default under the Debenture issued to the Investor on April 5, 2005 in the original amount of $420,514 for not filing a registration statement by the initial filing deadline (the "Amended Debenture"). The Amended Debenture bears a 15% interest rate and a maturity date of December 27, 2006. The debenture is convertible into shares of our common stock at a conversion price equal to the lesser of (a) $0.00525 per share or (b) ninety percent of the lowest Closing Bid Price of the common stock during the ten trading days immediately preceding the conversion date, as quoted by Bloomberg, LP. We were committed to filing an SB-2 Registration Statement with the SEC within 90 days of funding. There are penalty provisions should the filing not become effective within 150 days of filing. Such registration statement has not been filed.

On December 27, 2005, we entered into a Termination Agreement with Cornell Capital Partners, LP terminating the Standby Equity Distribution Agreement, Registration Rights Agreement, Escrow Agreement, and Placement Agent Agreement all of which are dated May 17, 2004.

FACTORS THAT MAY AFFECT FUTURE EVENTS

The following factors, among others, could cause actual events and financial results to differ materially from those anticipated by forward-looking statements made in this Annual Report on Form 10-KSB and presented elsewhere by management from time to time.

On July 11, 2005, we finalized a Settlement Agreement and Release (the "Agreement") with Bernard Ciongoli and Earl Bjorndal (the "Settlement Parties"). In connection with the Agreement, Mr. Ciongoli resigned from his positions as President, Chief Executive Officer, Chief Financial Officer, and member of the Board of Directors of the Company, and agreed to the cancellation of 17,931,806 of his shares of our common stock. Earl Bjorndal resigned from his positions as Vice President and member of the Board of Directors of the Company, and agreed to the cancellation of 8,044,445 of his shares of our common stock. The parties agreed to the transfer of all of the Company's assets, including all technologies and product lines, to the Settlement Parties in exchange for the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them, the cancellation of the above mentioned shares, and the assumption of certain liabilities of the Company and the lease by the Settlement Parties. As part of the Agreement, we agreed to transfer of all of the issued and outstanding shares of common stock of Tech Logistics, Inc., our subsidiary to Bernard Ciongoli.

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ITEM 7. FINANCIAL STATEMENTS

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and
Stockholders of Tech Laboratories, Inc.

We have audited the accompanying consolidated balance sheet of Tech Laboratories, Inc. as of December 31, 2006 and the related consolidated statements of operations, shareholders' equity (deficit) and cash flows for each of the years in the two-year period ended December 31, 2006. These financial statements are the responsibility of the company's management. Our responsibility is to express and opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tech Laboratories, Inc. as of December 31, 2006 and the results of its operations and its cash flows for each of the years in the two-year period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the

Company will continue as a going concern. As discussed in Note 8 to the financial statements, the Company's significant operating losses raise a substantial doubt about its ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Demetrius & Company, L.L.C.

Wayne, New Jersey
April 11, 2007

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TECH LABORATORIES, INC.
BALANCE SHEET

	December
	2006
Current Assets:	
Cash	$ -
Prepaid expense	9,375
Total Assets	$ 9,375
Current liabilities:	
Convertible notes	$ 1,349,715
Accounts payable and accrued expenses	358,014
Total current liabilities	1,707,729
Shareholders' Deficit	
Preferred stock, $.001 Par Value; 20,000,000 shares authorized, none outstanding	-
Common stock, $.01 Par Value; 3,000,000,000 (2006) 195,000,000 (2005) Shares Authorized 10,100,210 (2006) 4,714,896 (2005) Shares Issued	101,002
Less: 506 Shares Reacquired and held in Treasury	(113)
	100,889
Capital contributed in excess of par value	6,604,237
Accumulated deficit	(8,403,480)
	(1,698,354)

Total Liabilities and Shareholders' Deficit	$ 9,375

The accompanying notes are an integral part of these financial statements.

TECH LABORATORIES, INC.
STATEMENTS OF OPERATIONS

	Year End December
	2006
Sales	$ -
Costs and expenses:	
Cost of sales	-
Selling, general and administrative expenses	511,963
	511,963
Loss from operations	(511,963)
Other income (expenses):	
Interest income	710
Loss on settlement agreement	-
Interest expense	(146,055)
	(145,345)
Loss before income taxes	(657,308)
Income taxes (benefit)	1,000
Net loss	(658,308)
Accumulated deficit, beginning of year	(7,745,172)
Accumulated deficit, end of year	$ (8,403,480)

Loss per share, basic and diluted	$ (0.10)
Basic and diluted weighted average shares outstanding	6,702,639

The accompanying notes are an integral part of these financial statements.

TECH LABORATORIES, INC.
STATEMENT OF SHAREHOLDERS' EQUITY (DEFICIT)

	Common Stock		Capital in Excess of Par Value
	Shares	Amount	
Balance, December 31, 2004	2,938,720	$ 29,273	$ 6,269,792
Stock issued for services	304,517	3,045	88,290
Stock issued for debt conversion	670,462	6,705	182,871
Pledged shares	1,666,667	16,667	24,402
Canceled shares	(865,470)	(8,654)	(379,962)
Intrinsic value of beneficial conversion	-	-	149,902
Net loss	-	-	-
Balance, December 31, 2005	4,714,896	47,036	6,335,295
Stock issued for services	3,600,000	36,000	144,795
Stock issued for debt conversion	1,785,314	17,853	124,147
Net loss	-	-	-
Balance, December 31, 2006	10,100,210	$ 100,889	$ 6,604,237

The accompanying notes are an integral part of these financial statements.

TECH LABORATORIES, INC.
STATEMENTS OF CASH FLOWS

	December
	2006
Cash flows from operating activities:	
Net loss from operations	$ (658,308)
Depreciation/amortization	-
Loss on settlement agreement	-
Capitalized interest	146,053
Expenses paid with the issuance of common stock	180,795
Changes in operating assets and liabilities:	
Accounts receivable	-
Inventories	-
Accounts payable and accrued expenses	46,569
Prepaid expenses	72,501
Other assets and liabilities	-
Net cash used in operating activities	(212,390)
Cash flows from investing activities:	
Reduction in certificate of deposit	-
Net cash provided by investing activities	-
Cash flows from financing activities:	
Acquisition of debt	-
Net cash provided by financing activities	-
Net increase (decrease) in cash	(212,390)
Cash balance, beginning of year	212,390
Cash balance, end of year	$ -

The accompanying notes are an integral part of these financial statements.

TECH LABORATORIES, INC.
STATEMENTS OF CASH FLOWS

	2006
Supplemental schedule of noncash investing and financing activities:	
Intrinsic value of beneficial conversion	$ -
Conversion of debt to common stock	142,000
Settlement agreement	
Accounts receivable	-
Inventory	-
Certificate of deposit	-
Property plant and equipment, net	-
Other assets	-
Notes payable	-
Accounts payable	-
Common stock and paid in capital	-
	-

The accompanying notes are an integral part of these financial statements.

TECH LABORATORIES, INC.
NOTES TO FINANCIAL STATEMENTS

1. NATURE OF OPERATIONS

Tech Laboratories, Inc. ("Tech Labs" or the "Company") is currently seeking and reviewing candidate companies for merger and acquisition possibilities.

Potential Target Companies

A business entity, if any, which may be interested in a business combination with us may include the following:

- a company for which a primary purpose of becoming public is the use of its securities for the acquisition of assets or businesses;
- a company which is unable to find an underwriter of its securities or is unable to find an underwriter of securities on terms acceptable to it;
- a company which wishes to become public with less dilution of its

common stock than would occur upon an underwriting;

- a company which believes that it will be able to obtain investment capital on more favorable terms after it has become public;
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- a special situation company, such as a company seeking a public market to satisfy redemption requirements under a qualified Employee Stock Option Plan;
- a company seeking one or more of the other perceived benefits of becoming a public company.

A business combination with a target company will normally involve the transfer to the target company of the majority of our issued and outstanding common stock, and the substitution by the target company of its own management and board of directors.

No assurances can be given that we will be able to enter into a business combination, as to the terms of a business combination, or as to the nature of the target company.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

PRINCIPLES OF CONSOLIDATION

The financial statements include the accounts of the Company and its wholly owned subsidiary, Tech Logistics, Inc., formed in 1997. All of Tech Logistics' accounts and transactions are consolidated on the Tech Laboratories, Inc. financial statements through July 11, 2005.

EARNINGS PER SHARE

Basic EPS is computed by dividing net income or net loss by the weighted average number of common shares outstanding for the period. Diluted EPS reflects the potential dilution from the exercise or conversion of other securities into common stock, but only if dilutive.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

CASH AND CASH EQUIVALENTS

The Company considers all short-term deposits with a maturity of three months or less to be cash equivalents.

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 reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

REVENUE RECOGNITION

The Company recognizes product revenue at the time of shipment.

RESEARCH AND DEVELOPMENT

Research and development expenditures are expensed as incurred.

INCOME TAXES

The Company uses the liability method to determine its income tax expense as required under Statement of Financial Accounting Standards No. 109 (SFAS 109). Under SFAS 109, deferred tax assets and liabilities are computed based on differences between financial reporting and the tax basis of assets and liabilities, and are measured.

FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying values of cash, accounts receivable, accounts payable, accrued expenses and other current liabilities are representative of their fair value due to the short-term maturity of these instruments. The carrying value of the Company's long-term debt is considered to approximate its fair value, based on current market rates and conditions.

ADVERTISING COSTS

Advertising costs are reported in selling, general and administrative expenses, and include advertising, marketing and promotional programs. These costs are charged to expense in the year in which they are incurred. Advertising costs for the years ended, December 31, 2006 and 2005, respectively, were $-0- and $341.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

ACCOUNTING FOR STOCK BASED COMPENSATION

Effective January 1, 2006, the Company adopted SFAS 123(R), Share-Based Payment, using the modified prospective transition method. Under the accounting requirements of SFAS 123(R), the Company must now recognize compensation expense related to stock options outstanding based upon the fair value of such awards at the date of grant over the period that such awards are earned.

Prior to 2006, the Company's stock option plan was accounted for in accordance with the provisions of Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees and related interpretations. Accordingly no compensation expense was recognized for the stock option plan.

WARRANTIES

The Company offers warranties on all products, including parts and labor that ranges from one (1) to five (5) years depending on the type of product. The Company passes along any OEM warranty to the end user, if applicable. The Company charges operations with warranty expenses as incurred. As of July 11, 2005, the settlement agreement assigns the warranty expense to the prior management.

REVERSE STOCK SPLIT

On October 31, 2006, the Company effected a one-for-thirty reverse stock split. All share and per share information in these financial statements retroactively reflects such reverse stock split.

NEW AUTHORITATIVE ACCOUNTING PRONOUNCEMENTS

The Company does not anticipate the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position, or cash flows.

3. LEASE OBLIGATIONS

Lease expenses consisting principally of office and warehouse rentals, totaled $-0- and $12,403, for the years ended December 31, 2006 and 2005, respectively. On July 11, 2005, we finalized a Settlement Agreement and Release (the "Agreement") with Bernard Ciongoli and Earl Bjorndal (the "Settlement Parties"). Pursuant to the Agreement, the facility in North Haledon with all lease obligations were assumed by Bernard Ciongoli and Earl Bjorndal.

4. INCOME TAXES

The components of deferred tax accounts as of December 31, 2006 and 2005 are as follows:

	2006	2005
Deferred tax assets		
Net operating loss carryforward	$ 3,147,000	$ 2,864,000
Other	-	-
Subtotal	3,147,000	2,864,000
Valuation allowance	(3,147,000)	(2,864,000)
Net deferred tax assets	$ -	$ -

The net change in the valuation allowance was an increase of $283,000 and $626,000 in 2006 and 2005, respectively.

The reconciliation of estimated income taxes attributed to operations at the statutory tax rates to the reported income tax benefit is as follows:

	2006	2005
Expected federal tax benefit at statutory rate	$(223,825)	$(478,373)
State taxes, net of federal tax rate	(58,248)	(147,870)
Change in valuation allowance	283,073	626,243
	$ 1,000	$ -

At December 31, 2006 and 2005, the company had a net operating loss carryforward of $8,885,000 and $8,226,000, respectively, which can be utilized to offset future taxable income. These operating loss carry-forwards begin to expire in 2014.

5. LONG-TERM CONVERTIBLE DEBT

On May 18, 2004, the Company issued an additional $250,000 convertible debenture at a rate of 5.0% due on May 18, 2007. On April 22, 2005, the convertible debt of $250,000 was renegotiated with an additional $160,000 plus accrued interest for a total amount of $420,514. The interest rate is 5% per annum and is due upon demand. In connection with this transaction, the Company issued 50,000,000 shares of common stock to be held in escrow, as collateral, for the transaction. On April 22, 2005, the Company issued warrants to Montgomery Equity Partners, Ltd. to purchase 100,000 shares of common stock at the par value of $.0001 per share.

5. LONG-TERM CONVERTIBLE DEBT (CONT'D)

On December 27, 2005, we completed a financing agreement for $300,000 with Montgomery Equity Partners, Ltd. (the "Investor"). Under the terms of the agreement, we issued to the Investor a $300,000 secured convertible debenture with a 15% interest rate and a maturity date of December 27, 2006. The debenture is convertible into shares of our common stock at a conversion price equal to the lesser of (a) $0.00525 per share or (b) ninety percent of the lowest Closing Bid Price of the common stock during the ten trading days immediately preceding the conversion date, as quoted by Bloomberg, LP. We are committed to filing an SB-2 Registration Statement with the SEC within 90 days of funding. There are penalty provisions should the filing not become effective within 150 days of filing.

Simultaneously with the financing agreement, we issued an Amended and Restated Convertible Debenture to the Investor in the amount of $537,220 to cure the default under the Debenture issued to the Investor on April 5, 2005 in the original amount of $420,514 for not filing a registration statement by the initial filing deadline (the "Amended Debenture"). The Amended Debenture bears a 15% interest rate and a maturity date of December 27, 2006. The debenture is convertible into shares of our common stock at a conversion price equal to the lesser of (a) $0.00525 per share or (b) ninety percent of the lowest Closing Bid Price of the common stock during the ten trading days immediately preceding the conversion date, as quoted by Bloomberg, LP. We are committed to filing an SB-2 Registration Statement with the SEC within 90 days of funding. There are penalty provisions should the filing not become effective within 150 days of filing.

In accordance with EITF 98-5, the Company recognized an imbedded beneficial conversion feature present in the Notes. The Company recognized and measured an aggregate of $149,902 of the proceeds, which is equal to the intrinsic value of the imbedded beneficial conversion feature, to additional paid-in capital and a discount against the Notes.

As of December 31, 2006 and 2005, an aggregate of $1,236,884 and $1,094,884, respectively, of Convertible Long Term Debt was converted into Common Stock.

6. STOCK OPTIONS

On November 15, 2004, a three-year option to purchase common stock of Tech Laboratories, Inc. was granted by the majority members of the Board of Directors of Tech Laboratories, Inc. to certain directors and employees at $.005 per share. The total number of options granted was 12,500,000 and all of the options were vested immediately.

The Company measures compensation for these plans under APB Opinion No. 25. No compensation cost has been recognized as all options were granted at the fair market value of the underlying stock at the date of grant.

On July 11, 2005, the company finalized a settlement agreement and release therefore forfeiting all stock options.

6. STOCK OPTIONS

Stock option transactions for 2006 and 2005 are summarized as follows:

	Shares	Weighted Average Exercise Price
Outstanding, December 31, 2004	12,500,000	0.005
Forfeited	(12,500,000)	0.005
Outstanding, December 31, 2005	-	-
Exercisable, end of year	-	-

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7. SETTLEMENT AGREEMENT AND RELEASE

On July 11, 2005, (the "Effective Date"), the Company finalized a Settlement Agreement and Release (the "Agreement") with Bernard Ciongoli and Earl Bjorndal (the "Settlement Parties"). In connection with the Agreement, Mr. Ciongoli resigned from his positions as President, Chief Executive Officer, Chief Financial Officer and member of the Board of Directors of the Company, and agreed to the cancellation of 17,754,806 of his shares of our common stock. Earl Bjorndal resigned from his positions as Vice President and member of the Board of Directors of the Company, and agreed to the cancellation of 8,044,445 of his shares of our common stock. The parties agreed to the transfer of all of the

Company's assets, including all technologies and product lines, to the Settlement Parties in exchange for the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them, the cancellation of the above mentioned shares, and the assumption of certain liabilities of the Company and the lease by the Settlement Parties. The Agreement grants the Company a seven-year license in the transferred technology, pursuant to which the Company shall have the right to sell the products developed for the DynaTrax technology as a dealer to its customers at a dealer price of 25% off list price. The Company will also receive a royalty of 5% of the profits per year for the sale of DynaTrax products. The Company recorded a loss from this transaction in the amount of $884,574.

8. GOING CONCERN

As shown in the accompanying financial statements, the Company incurred a net loss of $658,308 during the current period and has incurred losses of $8,880,425 since 1997. Current economic conditions have limited the ability of the Company in acquiring additional equity capital.

In response to economic conditions, management has implemented expense reduction and revenue enhancements as well as initiated additional investor financing. Specifically, management has implemented staff reductions and reduced salaries of senior management.

Because it is unclear whether the Company will be successful in accomplishing these objectives, there is uncertainty about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

9. SUBSEQUENT EVENT

On January 10, 2007, the company recognized income of $73,916, related to the sale of its 2004 and 2005 New Jersey corporate tax net operating loss carryovers, totaling approximately $2,660,000. This sale was facilitated through the New Jersey Economic Development Agency.

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ITEM 8. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 8A. CONTROLS AND PROCEDURES

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our principal executive officer and principal financial officer evaluated our disclosure controls and procedures (as defined in rule 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended) as of a date within 90 days before the filing of this annual report (the Evaluation Date). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of the Evaluation Date, the disclosure controls and procedures in place were adequate to ensure that information required to be disclosed by us, including our consolidated subsidiaries, in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported on a timely basis in accordance with applicable rules and regulations. Although our principal executive officer and principal financial officer believes our existing disclosure controls and procedures are adequate to enable us to comply with our disclosure obligations, we intend to formalize and document the procedures already in place and establish a disclosure committee.

CHANGES IN INTERNAL CONTROLS

We have not made any significant changes to our internal controls subsequent to the Evaluation Date. We have not identified any significant deficiencies or material weaknesses or other factors that could significantly affect these controls, and therefore, no corrective action was taken.

ITEM 8B. OTHER INFORMATION

None.

PART III

ITEM 9. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

The executive officers and members of the Company's Board of Directors as of March 31, 2007, were:

NAME	AGE	TITLE
John King	41	Chief Executive Officer, Chief Financial Officer and Secretary
David Marks	39	Director
Donna Silverman	46	Director

Each director is elected for a period of one year and until his successor is duly elected by shareholders and qualified.

JOHN KING. Mr. King was appointed as our Chief Executive Office and Chief Financial Officer in February 2007. Mr. King was the Chief Executive Officer and a Director of NewGen Technologies, Inc., an alternative fuel developer, from June 2005 until September 2005 and was reassigned as Chief Executive Officer of International Operations from September 2005 until January 2006. Mr. King was involved with operations, engineering, marketing, and sales management over a 17-year career with the Procter & Gamble Company from 1987 to 2004. Most recently, from 2002 to 2004, Mr. King led the Client Services and Business Development functions in a non-traditional marketing services company within P&G. Prior to this, from 1998 to 2002, Mr. King was instrumental in the leadership of business expansion efforts for P&G's paper business in Europe. Mr. King earned a Bachelor of Science with Great Distinction in Chemical Engineering at Clarkson University.

DAVID MARKS. Mr. Marks was appointed as a member of our Board of Directors in February 2007. Mr. Marks has been the Chairman of Titan Global Holdings, Inc. ("Titan"), a diversified holding company, since May 2005 and previously served as the Chairman from September 2002 until May 2003. From May 2003 until May 2005, Mr. Marks served as one of the Directors of Titan. In addition, from November 2004 until November 2006, Mr. Marks served as the Chairman of the Board of Directors of Thomas Equipment, Inc., a manufacturer and distributor of skid steer loaders and pneumatic and hydraulic components and systems. Mr. Marks has served as Trustee of Irrevocable Children's Trust and Irrevocable Children's Trust No. 2 since 1994. Irrevocable Children's Trust and Irrevocable Children's Trust No. 2 currently have an ownership or investment interest in commercial properties, private residences, natural resources, telecommunications, and technology companies, and other business and investment ventures. Mr. Marks has the responsibility in overseeing all investments by Irrevocable Children's Trust and Irrevocable Children's Trust No. 2 with responsibilities beginning at acquisition and continuing through ownership. Mr. Marks generally acts in the capacity of officer or director for all of the operating companies that are vehicles for investments by the Trusts and is involved in strategic planning, and major decision-making. Mr. Marks is also a managing member of Farwell Equity Partners. Mr. Marks holds a BS in Economics from the University of Wisconsin.

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DONNA SILVERMAN. Ms. Silverman has served as a Director since October 21, 2005. From December 2005 through February 2007, Ms. Silverman served as the Company's President, Chief Executive Officer and Chief Financial Officer. Ms. Silverman also serves as President, Chief Executive Officer and Chief Financial Officer of Americana Distribution, Inc., and as a Director for Global IT Holdings, Inc., each of which are publicly traded companies. Ms. Silverman founded Stedman Walker, Inc. in 1996, a New York based firm which specializes in raising capital for businesses through debt and equity financing. Ms. Silverman is also a business consultant on a non exclusive basis for Knightsbridge Capital.

COMPLIANCE WITH SECTION 16(A) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's directors and officers and persons who own more than ten percent (10%) of its equity securities to file reports of ownership and changes in ownership with the Securities and Exchange Commission (the "SEC"). Directors, officers, and greater than ten percent (10%) shareholders are required by SEC regulations to furnish the Company with copies of all Section 16(a) reports filed.

To the best of the Company's knowledge, all filing requirements applicable to its officers, directors, and greater than ten percent (10%) shareholders were complied with in a timely manner.

CODE OF ETHICS

The company has adopted a Code of Ethics applicable to its Chief Executive Officer and Chief Financial Officer. This Code of Ethics is filed herewith as an exhibit.

ITEM 10. EXECUTIVE COMPENSATION

The following table summarizes the compensation paid to or earned by our president. No other officer has received compensation in excess of $100,000 in any recent fiscal year.

SUMMARY COMPENSATION TABLE

Name & Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($)	Option Awards ($)	Non-Equity Incentive Plan Compens-ation ($)	Change in Pension Val and Non-Qualifi Deferred Compensatio Earnings ($
Donna Silverman former President, Chief Executive Officer and Chief Financial Officer	2006	51,195*	0	0 *	0	0	0
	2005	91,355*	0	0 *	0	0	0

* Compensation amounts for 2005 and 2006 were paid through the issuance of 304,516 and 1,312,697 shares of post-split common stock, respectively.

OPTION GRANTS IN LAST FISCAL YEAR

The Company does not have an option plan and we did not grant any options to purchase our common stock during the year ended December 31, 2006.

LONG TERM INCENTIVE PLANS - AWARDS IN LAST FISCAL YEAR

The Company does not have any long term incentive plans.

BENEFIT PLANS

The Company does not have a long-term incentive plan nor do we have a defined benefit, pension plan, profit sharing or other retirement plan.

INDEMNIFICATION

The Company's Articles of Incorporation include an indemnification provision under which the Company has agreed to indemnify directors and officers of the Company to the fullest extent possible from and against any and all claims of any type arising from or related to future acts or omissions as a director or officer of the Company.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable.

We do not have employment agreements with any of our current named executive officers. Our directors are not presently compensated.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE.

	Option Awards					Stock Awards		
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)
Not applicable at this time								

As of December 31, 2006, the Company has no outstanding options, restricted stocks or similar awards.

DIRECTOR COMPENSATION

Name (a)	Fees Earned or Paid in Cash ($) (b)	Stock Awards ($) (c)	Option Awards ($) (d)	Non-Equity Incentive Plan Compensation ($) (e)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (f)	All Othe Compensa ($) (g)
Not applicable at this time						

Directors may receive compensation for their services and reimbursement for their expenses as shall be determined from time to time by resolution of the Board. As of December 31, 2006, none of the Company's directors currently receive any compensation for their service on the Board of Directors

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ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information, as of December 31, 2006 with respect to the beneficial ownership of the outstanding common stock by (i) any holder of more than five (5%) percent; (ii) each of our executive officers and directors; and (iii) our directors and executive officers as a group. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned.

NAME	NUMBER OF SHARES OWNED BENEFICIALLY	% OF COMMON STOCK*
John King	-	-
David Marks	-	-
Donna Silverman	1,617,214	16%
All officers and Directors as a group (3 persons)	1,617,214	16%

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Based on 10,100,210 shares outstanding as of December 31, 2006.

Pursuant to the rules and regulations of the Securities and Exchange Commission, shares of common stock that an individual or entity has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purposes of computing the percentage ownership of such individual or entity, but are not deemed to be outstanding for the purposes of computing the percentage ownership of any other person or entity shown in the table.

ITEM 12. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

On July 11, 2005 (the "Effective Date"), we finalized a Settlement Agreement and Release (the "Agreement") with Bernard Ciongoli and Earl Bjorndal (the "Settlement Parties"). In connection with the Agreement, Mr. Ciongoli resigned from his positions as President, Chief Executive Officer, Chief Financial Officer, and member of the Board of Directors of the Company, and agreed to the cancellation of 17,931,806 of his shares of our common stock. Earl Bjorndal resigned from his positions as Vice President and member of the Board of Directors of the Company, and agreed to the cancellation of 8,044,445 of his shares of our common stock. The parties agreed to the transfer of all of the Company's assets, including all technologies and product lines, to the Settlement Parties in exchange for the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them, the cancellation of the above mentioned shares, and the assumption of certain liabilities of the Company and the lease by the Settlement Parties. As part of the Agreement, we agreed to transfer of all of the issued and outstanding shares of common stock of Tech Logistics, Inc., our subsidiary to Bernard Ciongoli.

Pursuant to the Agreement, the Settlement Parties granted us a seven year license in the transferred technology, pursuant to which we shall have the right to sell the products developed from the DynaTraX technology as a dealer to its customers at a dealer price of 25% off list price. We will also receive a royalty of 5% of the profits per year for the sale of DynaTrax products. In exchange for all of the Company's assets, the Settlement Parties agreed to the cancellation of all outstanding obligations owed to the Settlement Parties, including past due salaries and loans due to them; the cancellation of the above mentioned shares; and the assumption of certain liabilities of the Company and the lease by the Settlement Parties.

ITEM 13. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

10.1 Settlement Agreement and Release with Bernard Ciongoli and Earl Bjorndal, dated July 11, 2005*

31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350

*Filed with Form 8-K with the Securities and Exchange Commission on July 18, 2005.

(b) Reports of Form 8-K filed in fourth quarter of the fiscal year:

None.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

AUDIT FEES

For the Company's fiscal years ended December 31, 2006 and 2005, fees billed or accrued were approximately $11,100 and $14,000 respectively for professional services rendered for the audit and review of its quarterly financial statements.

AUDIT RELATED FEES

There were no audit related fees for the Company's fiscal years ended December 31, 2006 and 2005.

TAX FEES

There were no tax fees for the Company's fiscal year ended December 31, 2006 and 2005.

ALL OTHER FEES

The Company did not incur any other fees related to services rendered by its principal accountant for the fiscal years ended December 31, 2006.

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TECH LABORATORIES, INC.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has caused this Form 10-KSB to be signed on its behalf by the undersigned, thereunto duly authorized.

TECH LABORATORIES, INC.

Dated: April 12, 2007 By: /s/ JOHN KING

John King
Chief Executive Officer and
Chief Financial Officer
(Principal Executive Officer and
Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ JOHN KING John King	Chief Executive Officer, Chief Financial Officer and Secretary (Principal Accounting Officer and Principal Financial Officer)	April 12, 2007
/s/ DAVID MARKS David Marks	Director	April 12, 2007

/s/ DONNA SILVERMAN Director
------------------------- April 12, 2007
Donna Silverman

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TECH LABORATORIES, INC.
CODE OF ETHICS

As a public company, it is of critical importance that Tech Laboratories, Inc. ("Tech Laboratories") filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with Tech Laboratories, employees may be called upon to provide information to assure that Tech Laboratories' public reports are complete, fair, and understandable. Tech Laboratories expects all of its employees to take this responsibility seriously and to provide prompt and accurate answers to inquiries related to Tech Laboratories' public disclosure requirements.

Tech Laboratories' Finance Department bears a special responsibility for promoting integrity throughout Tech Laboratories, with responsibilities to stakeholders both inside and outside of Tech Laboratories. The Chief Executive Officer (CEO), Chief Financial Officer (CFO), and Finance Department personnel have a special role both to adhere to the principles of integrity and also to ensure that a culture exists throughout Tech Laboratories as a whole that ensures the fair and timely reporting of Tech Laboratories' financial results and conditions. Because of this special role, the CEO, CFO, and all members of Tech Laboratories' Finance Department are bound by Tech Laboratories' Financial Code of Ethics, and by accepting the Financial Code of Ethics, each agrees that they will:

- - Act with honesty and integrity, avoiding actual or potential conflicts of interest in personal and professional relationships.

- - Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in the reports and documents that Tech Laboratories files with, or submits to, government agencies and in other public communications.

- - Comply with the rules and regulations of federal, state and local governments, and other appropriate private and public regulatory agencies.

- - Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.

- - Respect the confidentiality of information acquired in the course of one's work, except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.

- - Share job knowledge and maintain skills important and relevant to stakeholders needs.

- - Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and in the community.

- - Achieve responsible use of, and control over, all Tech Laboratories assets and resources employed by, or entrusted to yourself, and your department.

- - Receive the full and active support and cooperation of Tech Laboratories' Officers, Sr. Staff, and all employees in the adherence to this Financial Code of Ethics.

-- Promptly report to the CEO or CFO any conduct believed to be in violation of law or business ethics or in violation of any provision of this Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict. Further, to promptly report to the Chair of Tech Laboratories' Audit Committee such conduct if by the CEO or CFO or if they fail to correct such conduct by others in a reasonable period of time.