

Edgar Filing: RELIABILITY INC - Form 10-Q

RELIABILITY INC
Form 10-Q
November 14, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

☒ QUARTERLY REPORT UNDER SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended September 30, 2016

☐ TRANSITION REPORT UNDER SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____.

Commission File Number 0-7092

RELIABILITY INCORPORATED
(Name of registrant in its charter)

TEXAS 75-0868913
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

53 Forest Avenue, First Floor, Old Greenwich, Connecticut 06870
(Address of principal executive offices) (Zip Code)

(203) 489-9500
(Issuer's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve 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 ninety days. ☒ YES ☐ NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☐ YES ☐ NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☐
Non-accelerated filer ☐ Smaller reporting company ☒

Edgar Filing: RELIABILITY INC - Form 10-Q

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.): ☒ YES ☐ NO

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: 16,914,693 shares of Common Stock, no par value, as of November 9, 2016.

RELIABILITY INCORPORATED
Quarterly Report on Form 10-Q
For the Nine Months Ended September 30, 2016

INDEX

PART I. FINANCIAL INFORMATION	2
Item 1. Unaudited Financial Statements	2
Balance Sheets as of September 30, 2016 and December 31, 2015	2
Statements of Operations for the Three Months Ended September 30, 2016 and 2015	3
Statements of Operations for the Nine Months Ended September 30, 2016 and 2015	4
Statements of Cash Flows for the Nine Months Ended September 30, 2016 and 2015	5
Notes to Unaudited Financial Statements	6-8
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	9-10
Item 3. Quantitative and Qualitative Disclosures About Market Risk	10
Item 4. Risk Controls and Procedures	10
PART II. OTHER INFORMATION	
Item 1. Legal Proceedings	11
Item 1a. Risk Factors	11
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	11
Item 3. Defaults Upon Senior Securities	11
Item 4. Mine Safety Disclosures	11
Item 5. Other Information	11
Item 6. Exhibits	11
Signatures	12
Exhibits	13

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RELIABILITY INCORPORATED
UNAUDITED BALANCE SHEETS

As of September 30, 2016 and December 31, 2015

	September 30, 2016	December 31, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	\$38,517	\$11,924
Total current assets	38,517	11,924
Total assets	\$38,517	\$11,924
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued liabilities	\$7,326	\$8,035
Total current liabilities	\$7,326	8,035
Long term liabilities:		
Loans from shareholder and affiliate	90,000	50,000
Accrued interest	12,262	7,863
Total long term liabilities	102,262	57,863
Total liabilities	109,588	65,898
Stockholders' equity (deficit):		
Preferred stock, without par value; 1,000,000 shares authorized, none issued and outstanding		
Common stock, without par value; 300,000,000 shares authorized; 17,268,993 shares issued	9,912,150	9,912,150
Accumulated deficit	(8,888,704)	(8,871,607)
Less treasury stock at cost, 354,300 shares	(1,094,517)	(1,094,517)
Total stockholders' deficit	(71,071)	(53,974)
Total Liabilities and stockholders' deficit	\$38,517	\$11,924

The accompanying notes are an integral part of these statements.

- 3 -

RELIABILITY INCORPORATED
 UNAUDITED STATEMENTS OF OPERATIONS
 FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

	Three months ended September 30,	
	2016	2015
Operating expenses:		
General and administrative	\$4,446	\$4,809
Interest expense	1,913	1,260
Total expenses	6,359	6,069
Operating loss	(6,359)	(6,069)
Loss before taxes	(6,359)	(6,069)
Taxes	250	-
Net loss	\$(6,609)	\$(6,069)
Basic and diluted loss per share	(0.00)	(0.00)
Weighted average shares:		
Basic	16,914,693	16,914,693
Diluted	16,914,693	16,914,693

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
 UNAUDITED STATEMENTS OF OPERATIONS
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

	Nine months ended September 30,	
	2016	2015
Operating expenses:		
General and administrative	\$ 12,448	\$ 15,949
Interest expense	4,399	3,740
Total expenses	16,847	19,689
Loss before taxes	(16,847)	(19,689)
Taxes	250	-
Net loss	\$(17,097)	\$(19,689)
Basic and diluted loss per share	(0.00)	(0.00)
Weighted average shares:		
Basic	16,914,693	16,914,693
Diluted	16,914,693	16,914,693

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
 UNAUDITED STATEMENTS OF CASH FLOWS
 FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016 AND 2015

	Nine months ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net loss	\$(17,097)	\$(19,689)
Adjustments to reconcile net loss to net cash used in operating activities:		
Accrued interest on loans from shareholder and affiliate	4,399	3,740
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	(709)	(7,001)
Net cash used in operating activities	(13,407)	(22,950)
Cash flows from financing activities:		
Loan from affiliate	40,000	-
Net cash provided by financing activities	40,000	-
Net (decrease) increase in cash and cash equivalents	26,593	(22,950)
Cash and cash equivalents:		
Beginning of period	11,924	37,735
End of period	\$38,517	\$14,785
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$-	\$-
Taxes	\$250	\$-

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2016

1. OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Nature of Operations

Reliability Incorporated (the "Company") was incorporated under the laws of the State of Texas in 1953, but the principal business of the Company started in 1971, and was closed down in 2007. The Company has no further operating activities and is now a shell company.

Going Concern

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. The Company has concluded that it should look for acquisitions or identify a merger partner. There can be no assurances that the Company will be successful in completing such a transaction or be able to maintain sufficient liquidity over a period of time that will allow it to carry out these actions, in which case the Company might be forced to liquidate or seek protection under the Federal bankruptcy statutes, or both.

The accompanying financial statements do not include any adjustments to reflect the possible future effects on the recoverability and classification of assets or the amounts and classifications of liabilities that may result from the possible inability of the Company to continue as a going concern.

The Company is quoted on the OTC Marketplace under the symbol "RLBY".

Basis of presentation

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q. Accordingly they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim periods ended September 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016.

For further information, refer to the financial statements and footnotes thereto included in the Company's annual report on Form 10-K for the year ended December 31, 2015.

Accounting Estimates

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

Cash Equivalents

For the purposes of the statements of cash flows, the Company considers all highly liquid cash investments that mature in three months or less when purchased, to be cash equivalents. Cash equivalents are stated at cost, which approximates fair value.

Stock Options

Compensation cost relating to stock-based payments, including grants of employee stock options, is recognized in financial statements based on the fair value of the equity instruments issued on the grant date. The Company recognized the fair value of stock-based compensation awards as compensation expense in its statement of operations on a straight line basis, over the vesting period.

- 7 -

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2016

Income Taxes

Income taxes are provided under the asset and liability method and reflect the net tax effects of temporary differences between the tax basis of assets and liabilities and their reported amounts in the financial statements. The Company establishes valuation allowances when the realization of specific deferred tax assets is subject to significant uncertainty. The Company records no tax benefits on its operating losses, as the losses will have to be carried forward and realization of any benefit is uncertain.

Earnings Per Share

Basic earnings (loss) per share is computed by dividing net income (loss) available to common stockholders by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the entity. Since the exercise price of the Company's outstanding stock options exceeded the average market price of its common shares during the periods presented and the Company reported losses, the options would have been anti-dilutive and were not considered in these calculations.

Fair Value of Financial Instruments

The carrying values of the Company's current assets and current liabilities approximated fair value due to their short maturity or nature. It is not practicable to estimate the fair value of the loans from shareholder and affiliates due to the related party nature of the amount.

Reclassifications

Certain amounts in the prior year financial statements have been reclassified to conform to the current year presentation.

Recently Issued Accounting Pronouncements

In August 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-15, Presentation of Financial Statements-Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern, which provides guidance under U.S. GAAP about management's responsibility to evaluate whether there is substantial doubt about an entity's ability to continue as a going concern and to provide related footnote disclosures. In doing so, the amendments should reduce diversity in the timing and content of footnote disclosures. The ASU is effective for all entities and for annual periods ending after December 15, 2016, and interim periods within annual periods beginning after December 15, 2016. Early adoption is permitted. The adoption of ASU No. 2014-15 is not expected to have a significant impact on the Company's financial statements and related disclosures.

2. INCOME TAXES

The Company has substantial U.S. net operating loss carryforwards that will expire in 2024 through 2034. These carryforwards are subject to certain limitations on annual utilization and in the event of a change in ownership, as defined by tax law. See Note 2 to the Company's financial statements in its Form 10-K for the year ended

December 31, 2015.

The Company's income tax returns remain subject to examination for the years 2012 through 2015 for federal and state purposes.

- 8 -

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
September 30, 2016

3. STOCKHOLDERS' EQUITY

On January 15, 2014, the Company issued 3,401,360 shares of unregistered common stock in a private placement to Lone Star Value Investors, LP (Lone Star Value), an entity controlled by a former director and officer of the Company, for cash proceeds of \$50,000. The proceeds of this issuance were used to assist in funding the Company's operating expenses.

4. LOANS FROM SHAREHOLDER AND AFFILIATE

On June 6, 2014, a shareholder issued a promissory note to the Company in the amount of \$50,000 (2014 Note). The proceeds of the 2014 Note are used for ongoing operating expenses. The 2014 Note bears interest at 10% per annum. Interest on the 2014 Note and the full amount of the principal is to be repaid on June 30, 2019.

On August 2, 2016, the Company issued a promissory note to an affiliate of a shareholder in the amount of \$40,000 (2016 Note). The proceeds of the 2016 Note will be used for ongoing operating expenses. The 2016 Note bears interest at 10% per annum. Interest and principal on the 2016 Note is to be repaid on August 31, 2021, and all payments are subordinate to the payment of all outstanding amounts due under the 2014 Note.

During the three and nine months ended September 30, 2016, the Company recognized interest expense on the 2014 and 2016 Notes in the amount of \$1,913 and \$4,399, respectively. Total accrued interest on the loans is \$12,262 as of September 30, 2016 and for this period is included as a long-term liability. Previously the interest was included a component of accounts payable and accrued expenses on the accompanying balance sheet.

5. SUBSEQUENT EVENTS

Effective November 11, 2016 Kyle Hartley resigned from his position as Chief Financial Officer, Secretary and Treasurer of the Company. Mr. Hartley's resignation was for personal reasons and not the result of any disagreement. Ms. Hannah Bible, a current director, was appointed, immediately following the effectiveness of Mr. Hartley's resignation, to the executive positions of Chief Financial Officer, Secretary and Treasurer of the Company, as well as Chairman of the Board of Directors.

Also effective November 11, 2016, Alexander Rosenbluth was appointed to the Company's board of directors to fill a vacancy on the board of directors.

On November 14, 2016, the Company submitted a Certificate of Amendment to the Restated Articles of Incorporation for filing with the Office of the Secretary of the State of Texas to identify the directors as Hannah Bible and Alexander Rosenbluth, each with an address c/o Reliability, Inc., 53 Forest Avenue, First Floor, Old Greenwich, Connecticut 06870. A copy of the Certificate of Amendment that was submitted to the Office of the Secretary of State of Texas is attached hereto as Exhibit 5.03

No other material subsequent events have occurred since September 30, 2016 that require recognition or disclosure in the financial statements.

RELIABILITY INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2016

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis and other parts of this report contain forward-looking statements that involve risks and uncertainties, as well as current expectations and assumptions. From time to time, the Company may publish forward-looking statements, including those that are contained in this report, relating to such matters as anticipated financial performance, business prospects, technological developments, new products, research and development activities and similar matters. The Private Securities Litigation Reform Act of 1995 provides a safe harbor for forward-looking statements. In order to comply with the terms of the safe harbor, the Company notes that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. The risks and uncertainties that may affect the operations, performance, development and results of the Company's business include, but are not limited to, its ability to maintain sufficient working capital, adverse changes in the economy, the ability to attract and maintain key personnel, its ability to identify or complete an acceptable merger or acquisition, and future results related to acquisition, merger or investment activities. The Company's actual results could differ materially from those anticipated in these forward-looking statements, including those set forth elsewhere in this report. The Company assumes no obligation to update any such forward-looking statements.

CRITICAL ACCOUNTING POLICIES AND COMMENTS RELATED TO OPERATIONS

This discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates under different assumptions or conditions.

There have been no material changes or developments in the Company's evaluation of the accounting estimates and the underlying assumptions or methodologies that it believes to be Critical Accounting Policies and Estimates as disclosed in its Form 10-K for the year ended December 31, 2015.

Management's Discussion included in the Form 10-K for the year ended December 31, 2015 includes discussion of various factors and items related to the Company's results of operations and liquidity. There have been no other significant changes in most of the factors discussed in the Form 10-K and many of the items discussed in the Form 10-K are relevant to 2016 operations; thus the reader of this report should read Management's Discussion included in Form 10-K for the year ended December 31, 2015.

RESULTS OF OPERATIONS

Revenues

Revenues for the three and nine months ended September 30, 2016 were zero, since all operations were discontinued as of September 30, 2007.

General and Administrative

General and administrative expenses for the three and nine months ended September 30, 2016 were \$4,446 and \$12,448, respectively, as compared to \$4,809 and \$15,949 in the comparable periods in 2015. The decrease over the nine month period is due to lower legal expenses in 2016 as compared to 2015.

Interest Expense

The Company recognized interest expense in the amount of \$1,913 and \$4,399 during the three and nine months ended September 30, 2016, respectively, compared to \$1,260 and \$3,740, respectively, during the prior year periods. The increase is due to the \$40,000 note from affiliate issued in August 2016.

LIQUIDITY AND CAPITAL RESOURCES

The Company has undertaken steps to reduce its expenses and improve the Company's liquidity, including the previous sale and discontinuance of all operations.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. However, the Company currently has no operating activities. There can be no assurances that the Company will be able to successfully complete a merger or acquisition or be able to maintain sufficient liquidity to continue to seek a merger or acquisition, in which case the Company might be forced to liquidate or seek protection under the Federal bankruptcy statutes, or both.

Net cash used by operating activities during the nine months ended September 30, 2016 was \$13,407 compared to \$22,950 in the comparable period of 2015. The decrease was attributable to a decrease in accounts payable and accrued liabilities during the nine months ended September 30, 2016 along with a lower net loss.

As previously reported, on January 15, 2014, the Company issued 3,401,360 shares of unregistered common stock in a private placement to Lone Star Value Investors, LP, an entity controlled by a former director and officer of the Company, for cash proceeds of \$50,000 and on June 6, 2014, Lone Star Value issued a promissory note to the Company in the principal amount of \$50,000, the 2014 Note. Under the terms of the 2014 Note, interest on the outstanding principal amount accrues at a rate of 10% per annum and all amounts outstanding under the 2014 Note are due and payable on or before June 30, 2019. The proceeds of the private placement and Note are used to assist in funding the Company's operating expenses. Additionally, on August 2, 2016, the Company issued a promissory note to an affiliate of a shareholder in the amount of \$40,000 (2016 Note). The loan bears interest at 10% per annum and interest and principal on the loan is to be repaid on August 31, 2021, and all payments are subordinate to the payment of all outstanding amounts due under the 2014 Note.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Not applicable.

Item 4. Risk Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures. The Principal Executive Officer and Principal Financial Officer evaluated the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, the Principal Executive Officer and Principal Financial Officer concluded that the disclosure controls and procedures as of the end of the period covered by this report were effective such that the information required to be disclosed in reports filed under the Securities Exchange Act of 1934 is (i) recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and

(ii) accumulated and communicated to the Principal Executive Officer and Principal Financial Officer to allow timely decisions regarding disclosure. A controls system cannot provide absolute assurance, however, that the objectives of the controls system are met, and no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within a company have been detected.

(b) Changes in Internal Control over Financial Reporting. There were no changes in the Company's internal controls over financial reporting, known to the Principal Executive Officer and Principal Financial Officer, that occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

RELIABILITY INCORPORATED
OTHER INFORMATION
September 30, 2016

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

None.

Item 1a. Risk Factors

In addition to the other information set forth in this Quarterly Report, stockholders should carefully consider the factors discussed in Item 1A, Risk Factors, of our Annual Report on Form 10-K for the year ended December 31, 2015, which could materially affect our business, financial condition or future results. The risks described in our Annual Report on Form 10-K are not the only risks facing the Company. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition and/or operating results.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not applicable.

Item 5. Other Information

None.

Item 6. Exhibits:

The following exhibits are filed as part of this report:

- 5.03 Certificate of Amendment to the Articles of Incorporation, dated November 14, 2016.
- 31.1 CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
- 31.2 CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
- 32.1 CEO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 CFO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Balance Sheets, (ii) the Statements of Operations, (iii) the Statements of Cash Flows and (iv) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail (XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RELIABILITY INCORPORATED
(Registrant)

November 14, 2016

/s/ Hannah Bible
Hannah Bible
President and Chief Executive Officer

/s/ Hannah Bible
Hannah Bible
Chief Financial Officer

INDEX TO EXHIBITS

- 5.03 Certificate of Amendment to the Articles of Incorporation, dated November 14, 2016.
 - 31.1 CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
 - 31.2 CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.
 - 32.1 CEO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 32.2 CFO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
 - 101 Interactive data files pursuant to Rule 405 of Regulation S-T: (i) the Balance Sheets, (ii) the Statements of Operations, (iii) the Statements of Cash Flows and (iv) the Notes to Consolidated Financial Statements, tagged as blocks of text and in detail (XBRL).
-

** XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections