

REESE CORP
Form 10QSB
May 12, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 10-QSB

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **March 31, 2006**

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number - **333-113296**

REESE CORP.

(Exact name of Small Business Issuer as specified in its charter)

Nevada

98-0409895

(State or other jurisdiction of

(IRS Employer

incorporation)

Identification No.)

Suite 1219, 1450 Chestnut Street, Vancouver, BC V6J 3K3

(Address of principal executive offices)

604-221-4988

(Issuer's telephone number)

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: **53,190,600 shares of Common Stock as at March 31, 2006.**

Transitional Small Business Disclosure Format (check one): Yes [] No [X]

PART I FINANCIAL INFORMATION

Item 1.

Financial Statements

GENERAL

Our unaudited financial statements for the three months ended March 31, 2006 are included with this Form 10-QSB. The unaudited financial statements for the six months ended March 31, 2006 include:

(a)

Balance Sheet as of March 31, 2006, and June 30, 2005;

(b)

Statement of Operations three and nine months ended March 31, 2006 and 2005 and November 20, 2002 (Date of Inception) to March 31, 2006;

(c)

Statement of Cash flows nine months ended March 31, 2006 and 2005 and November 20, 2002 (Date of Inception) to March 31, 2006;

(d)

Statement of Changes in Stockholders' Equity (Deficiency); and

(e)

Notes to Financial Statements.

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The unaudited financial statements have been prepared in accordance with the instructions to Form 10-QSB and, therefore, do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the nine months ended March 31, 2006 are not necessarily indicative of the results that can be expected for the fiscal year ending June 30, 2006.

REESE CORP.

(A Development Stage Company)

INTERIM CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2006

(Unaudited)

(Stated in US Dollars)

REESE CORP.

(A Development Stage Company)

INTERIM CONSOLIDATED BALANCE SHEETS

March 31, 2006 and June 30, 2005

(Unaudited)

(Stated in US Dollars)

	March 31, 2006	June 30 2005
<u>ASSETS</u>		
Current		
Cash	\$ 1,316	\$ 6,179
Amount receivable	321	-
	\$ 1,637	\$ 6,179
<u>LIABILITIES</u>		
Current		
Accounts payable and accrued liabilities	\$ 2,500	\$ 8,300

Due to related parties	Notes 4 and 5	136,809	105,452
		139,309	113,752

STOCKHOLDERS DEFICIENCY

Common stock, \$0.001 par value	Note 6		
	200,000,000 shares authorized		
	53,190,600 shares issued (June 30, 2005: 53,190,600)	53,190	53,190
Additional paid-in capital		83,590	53,590
Deficit accumulated during the development stage		(270,190)	(212,045)
Accumulated other comprehensive loss		(4,262)	(2,308)
		(137,672)	(107,573)
		\$ 1,637	\$ 6,179

SEE ACCOMPANYING NOTES

REESE CORP.

(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF OPERATIONS

for the three and nine months ended March 31, 2006 and 2005

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and for the period November 20, 2002 (Date of Inception) to March 31, 2006

(Unaudited)

(Stated in US Dollars)

	Three months ended		Nine months ended		November 30,
	March 31,		March 31,		2002 (Date of
	2006	2005	2006	2005	Inception) to
					March 31,
					2006
Revenue	\$ 1	\$ -	\$ 5	\$ 442	\$ 1,032
Expenses					
Accounting, audit and legal fees	3,609	9,226	12,092	20,287	67,882
Amortization	-	-	-	-	1,250
Computer consulting and development costs	2	108	42	412	4,899
Consulting fees Notes 4 and 5	10,000	11,843	39,700	42,717	173,197
Office and miscellaneous	1,764	1,677	4,374	9,659	19,491
Transfer agent	1,508	1,525	1,942	1,525	3,827
	16,883	24,379	58,150	74,600	270,546
Net loss before other item	(16,882)	(24,379)	(58,145)	(74,158)	(269,514)
Other item:					
Loss on disposal of capital assets	-	-	-	(676)	(676)
Net loss for the period	(16,882)	(24,379)	(58,145)	(74,834)	(270,190)
Comprehensive loss					
Foreign currency translation adjustment	205	725	(1,954)	(2,293)	(4,262)
Comprehensive loss for the period	\$(16,677)	\$(23,654)	\$(60,099)	\$(77,127)	\$(274,452)
Basic and diluted loss per share	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	

Weighted average number of shares outstanding	53,190,600	53,190,600	53,190,600	53,190,600
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SEE ACCOMPANYING NOTES

REESE CORP.

(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS

for the nine months ended March 31, 2006 and 2005,

and for the period November 20, 2002 (Date of Inception) to March 31, 2006

(Unaudited)

(Stated in US Dollars)

	Nine months ended March 31,		November 20, 2002 (Date of Inception) to March 31, 2006
	2006	2005	
Cash Flows used in Operating Activities			
Net loss for the period	\$ (58,145)	\$ (74,834)	\$ (270,190)
Add back non-cash items:			
Amortization	-	-	1,250
Consulting fees	30,000	30,000	112,000

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Loss on disposal of capital assets	-	676	676
Changes in non-cash working capital items			
related to operations			
Amount receivable	(321)	(286)	(321)
Accounts payable and accrued liabilities	(5,800)	(4,983)	2500
	(34,266)	(49,427)	(154,085)
Cash Flows from (used in) Investing Activities			
Purchase of equipment	-	-	(3,156)
Proceeds from disposal of equipment	-	1,262	1,262
	-	1,262	(1,894)
Cash Flows from Financing Activities			
Capital stock issued	-	-	24,780
Advances payable	-	5,600	-
Advances from related parties	31,357	46,199	136,809
	31,357	51,799	161,589
Effect of foreign currency translation on cash	(1,954)	(2,293)	(4,294)
Increase (decrease) in cash during the period	(4,863)	1,341	1,316
Cash, beginning of the period	6,179	4,126	-
Cash, end of the period	\$ 1,316	\$ 5,467	\$ 1,316

Non-cash transactions Note 5

SEE ACCOMPANYING NOTES

REESE CORP.

(A Development Stage Company)

INTERIM CONSOLIDATED STATEMENT OF STOCKHOLDERS DEFICIENCY

for the period November 20, 2002 (Date of Inception) to March 31, 2006

(Unaudited)

(Stated in US Dollars)

	Common Shares		Additional	Accumulated	Deficit	Total
	Number	Amount	Paid-in	Other	Accumulated	Stockholders
			Capital	Comprehensive	During the	Deficiency
				Loss	Development	
					Stage	
Issued for services on November 23, 2002 at \$0.0004 per share	28,800,000	\$ 28,800	\$ (16,800)	\$ -	\$ -	\$ 12,000
Issued for cash at \$0.0008 per share	24,300,000	24,300	(4,050)	-	-	20,250
Foreign currency translation adjustment	-	-	-	(374)	-	(374)
Net loss for the period ended June 30, 2003	-	-	-	-	(47,677)	(47,677)
Balance, June 30, 2003	53,100,000	53,100	(20,850)	(374)	(47,677)	(15,081)
Issued for cash at \$0.05 per share	90,600	90	4,440	-	-	4,530
Contributed services Note 4	-	-	40,000	-	-	40,000
Foreign currency translation adjustment	-	-	-	(229)	-	(229)
Net loss for the year ended June 30, 2004	-	-	-	-	(80,605)	(80,605)
Balance, June 30, 2004	53,190,600	53,190	23,590	(603)	(128,282)	(52,105)
Contributed services	-	-	30,000	-	-	30,000
Foreign currency translation adjustment	-	-	-	(1,705)	-	(1,705)
Net loss for the period ended June 30, 2005	-	-	--	-	(83,763)	(88,763)
Balance, June 30, 2005	53,190,600	53,190	53,590	(2,308)	(212,045)	(107,573)

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Contributed services Note 4	-	-	30,000	-	-	30,000
Foreign currency translation adjustment	-	-	-	(1,954)	-	(1,954)
Net loss for the period ended March 31, 2006	-	-	-		(58,145)	(58,145)
Balance, March 31, 2006	53,190,000	\$ 53,190	\$ 83,590	\$ (4,262)	\$(270,190)	\$(137,672)

The number of shares issued and outstanding has been restated to give retroactive effect for three forward stock splits, on a six for one basis, a two for one basis and a two for one basis effective April 29, 2003, March 1, 2006 and May 3, 2006, respectively. The par value and additional paid-in capital were adjusted in conformity with the number of shares then issued.

SEE ACCOMPANYING NOTES

REESE CORP.

(A Development Stage Company)

NOTES TO THE INTERIM CONSOLIDATED FINANCIAL STATEMENTS

March 31, 2006

(Unaudited)

(Stated in US Dollars)

Note 1

Interim Reporting

While the information presented in the accompanying interim nine month consolidated financial statements is unaudited, it includes all adjustments which are, in the opinion of management, necessary to present fairly the financial position, results of operations and cash flows for the interim period presented. All adjustments are of a normal recurring nature. It is suggested that these interim consolidated financial statements be read in conjunction with the company's June 30, 2005 annual consolidated financial statements.

Note 2

Continuance of Operations

These financial statements have been prepared in accordance with generally accepted accounting principles applicable to a going concern, which assumes that the Company will be able to meet its obligations and continue its operations for its next twelve months. Realization values may be substantially different from carrying values as shown and these financial statements do not give effect to adjustments that would be necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern. At March 31, 2006, the Company had not yet achieved profitable operations, has accumulated losses of \$270,190 since its inception, has a working capital deficiency of \$137,672 and expects to incur further losses in the development of its business, all of which casts substantial doubt about the Company's ability to continue as a going concern. The Company's ability to continue as a going concern is dependent upon its ability to generate future profitable operations and/or to obtain the necessary financing to meet its obligations and repay its liabilities arising from normal business operations when they come due. Management has no formal plan in place to address this concern but considers that the Company will be able to obtain additional funds by equity financing and/or related party advances, however there is no assurance of additional funding being available.

Note 3

Principles of Consolidation

The consolidated financial statements include the accounts of the company and its wholly owned subsidiary, Oasis Wireless Inc., a Canadian corporation. All inter-company transactions have been eliminated.

Reese Corp.

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

March 31, 2006

(Unaudited)

(Stated in US Dollars) Page 2

Note 4

Related Party Transactions

The Company was charged the following expenses by the director of the Company and a manager of the Company:

	Three months ended		Nine months ended		November 20,
	March 31,		March 31,		2002 (Date of
	2006	2005	2006	2005	Inception) to
					March 31,
					2006
Consulting fees	\$ 10,000	\$ 1,500	\$ 32,000	\$ 12,200	\$ 164,875

During the nine months ended March 31, 2006, the Company's sole director contributed services having a fair value of \$30,000 (2005: \$30,000).

The amounts due to related parties are advances from a director and a manager of the Company and are unsecured, non-interest bearing and have no specific terms of repayment.

Included in consulting fees are the value of contributed services from the director of the Company as follows:

November 20,

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	Three months ended		Nine months ended		2002 (Date of
	March 31,		March 31,		Inception) to
	2006	2005	2006	2005	March 31,
					2006
Contributed services	\$ 10,000	\$ -	\$ 30,000	\$ -	\$ 100,000

Note 5

Non-cash Transactions

Investing and financing activities that do not have a direct impact on current cash flows are excluded from the statements of cash flows.

a)

During the nine months ended March 31, 2006, the Company's sole director contributed services having a fair value of \$30,000 (2005: \$30,000). These contributed services are credited to additional paid-in capital. These non-cash transactions were excluded from the statement of cash flows for the nine months then ended and the period from November 22, 2002 (Date of Inception) to March 31, 2006.

Reese Corp.

(A Development Stage Company)

Notes to the Interim Consolidated Financial Statements

March 31, 2006

(Unaudited)

(Stated in US Dollars) Page 3

Note 5

Non-cash Transactions (con t)

b)

In November 2002, the Company issued 7,200,000 shares to the sole director of the Company in exchange for consulting services having a fair value of \$12,000. This transaction is excluded from the statement of cash flows for the periods from November 22, 2002 (Date of Inception) to March 31, 2006.

c)

During the year ended June 30, 2005, the Company s sole director contributed consulting services having a fair value of \$30,000 (2004: \$40,000). These contributed services are credited into additional paid-in capital. These non-cash transactions were excluded from the statements of cash flows for the period from November 22, 2002 (Date of Inception) to March 31, 2006.

Note 6

Commitment

By agreement dated July 20, 2005, the Company entered into a corporate finance and regulatory advisory services agreement for the assistance in compiling and preparing of the Form 211. The Company shall pay the following as compensation:

i)

\$5,000 upon execution of the agreement, (paid);

ii)

\$2,500 upon filing of the Form 211 with the National Association of Securities Dealers (NASD) for listing on the Over the Counter Bulletin Board (OTCBB), (paid);

iii)

\$2,500 upon receipt of the second comment letter with regards to the Form 211 filing with the NASD, or if second comment letter is not forthcoming due to listing upon or before the first comment letter, the payment due under this section shall be due and payable; and

iv)

8,000 shares of common stock of the Company upon NASD's clearance for quotation

for the Company's common stock to be traded on the OTCBB.

Item 2.

Management's Discussion and Analysis or Plan of Operation

Forward Looking Statements

This report on Form 10-QSB contains certain forward-looking statements within the meaning of section 21e of the *Securities Exchange Act of 1934*, as amended, and other applicable securities laws. All statements other than statements of historical fact are *forward-looking statements* for purposes of these provisions, including any projections of earnings, revenues, or other financial items; any statements of the plans, strategies, and objectives of management for future operation; any statements concerning proposed new products, services, or developments; any statements regarding future economic conditions or performance; statements of belief; and any statement of assumptions underlying any of the foregoing. Such forward-looking statements are subject to inherent risks and uncertainties, and actual results could differ materially from those anticipated by the forward-looking statements.

OVERVIEW

We were incorporated on November 20, 2002 under the laws of the state of Nevada. Our principal offices are located at Suite 1219, 1450 Chestnut Street, Vancouver, BC V6J 3K3. Our Phone number is 604-221-4988.

Reese Corp. through its subsidiary Oasis Wireless ("*Oasis*") aspires to provide secure high speed wireless internet access to the public via public hot spots. It should be noted that the companies success has been minimal to this point. A hot spot is a location that is typically positioned in an area of high public traffic such as a downtown core; train, bus, ferry, or subway locations; hotel lobbies; coffee shops and similar venues. A subscriber can access the internet with his or her wireless device when located at one of these hot spots. This is a prepaid service and the subscriber has a choice of paying with a credit card online through a secure server or with a pre-paid card with an access code. The latter method is more convenient for the user. These cards are made available to the hot spot venue for sale to their customers. Oasis owns a proprietary access solution that consists of an access point which is located at a venue and software hosted at our server which handles billing, security, authentication and merchant account services. The hardware device communicates with the end users' laptop or PDA with a wireless protocol commonly known as Wi-Fi. The end users' wireless device must be equipped with the appropriate Wi-Fi network interface cards. This is a card that fits in a slot in a laptop or other device and allows the user to actually communicate with our server and use the service.

PLAN OF OPERATION

Our business plan calls for the on-going development of the hot spot or Wi-Fi service offering. This will involve operations primarily in the areas of business development, marketing and sales. It should be noted the success of our company in erecting hotspot locations has been very limited.

Projected cash outlays over the next 12 months are expected to be the following:

<i>Item</i>	<i>Cost</i>	<i>Description</i>
Salaries (which to this point have been irregularly paid)	\$139,000 per annum	<i>For Mr. Machula and Mr. Lepage and two marketing people (Should financing allow).</i>
Sharing of ADSL high speed internet facility.	\$840 per annum	<i>This is the medium by which high speed internet service is delivered to a given location between an Internet Service Provider and the hot spot.</i>
	\$70 per month	<i>This is the rented cable in which the WiFi service is delivered which is also called band width.</i>

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Purchase new hot spot hardware.	\$34,500	<i>Based on 75 new access points. (This is a purely speculative number of new hot spots for the year.)</i>
		<i>Nagasaki MS2100 Thin Client Computers at US\$450 per unit and 2 more SuperMicro Servers at US\$1500 per unit. These items are used to transmit Wi-Fi service.</i>
Web hosting and gateway fees	\$1,076	<i>Allows us to host our website and process credit card payments respectively.</i>
	\$500 per annum and	
	\$48 per month	
Larger office space	\$40,000 per annum	
Production of airtime cards.	\$2,100	<i>For printing costs per 3,000 cards, which cards are used by customers to access our service.</i>
Accounting	\$8,200 per annum	<i>Accounting cost supports our application to attain reporting status in the United States.</i>
Legal	\$12,000 per annum	<i>Legal expenses for the year will primarily support our application to attain reporting status and apply for quotation on the Over-the-Counter OTC Bulletin Board. There is no assurance that this will ever occur.</i>
Total projected 1 year Cash Outlays	\$237,716	

Our cash needs have been met to this point by loans from Mr. Boris Machula and prior to that by equity financing via private placements. Mr. Boris Machula has been providing financing to us to meet our needs to make it to the next equity or debt financing, although there is no assurance that funds of this kind will appear ever. All loans from directors or employees are non-interest bearing with no specific terms of repayment. It is expected that these loans will be repaid when further debt or equity financing or revenues from operations allows the possibility of repayment.

It is our goal to raise \$260,000 over the next 12 months. This money would be used primarily to purchase equipment, pay salaries, and to do marketing and get a more significant office space. The equipment we will purchase during the next 12 months depends upon the amount of access points we are able to sign up. This is hard to estimate. Likewise it is hard to estimate what type of revenue will be created through these access points should they exist.

RESULTS OF OPERATIONS

We incurred a loss \$58,145 for the nine months ended March 31, 2006 compared to a loss of \$74,834 for the nine months ended March 31, 2005. Professional fees decreased from \$20,287 for the nine months ended March 31, 2005 to \$12,092 for the nine months ended March 31, 2006. Consulting expenses did not fluctuate to a large degree as they totalled \$39,700 for the nine months ended March 31, 2006 from \$42,717 for the nine months ended March 31, 2005. We are engaged in business for profit, but cannot predict future profitability.

LIQUIDITY AND CAPITAL RESOURCES

We had cash of \$1,316 as of March 31, 2006. We anticipate that we will operate at a loss for the foreseeable future. We hope to expand our team as soon as possible but there is no indication that this is inevitable. Our management is currently providing capital through debt financing. We have no agreements for additional financing and we can provide no assurance that additional funding will be available to us on acceptable terms in order to enable us to complete any plan of operations.

We have limited assets and will require significant capital to complete any future research and development programs. We do not know the specific financial requirements of the projects, products or ventures in which we may eventually participate, and therefore do not know what our exact capital needs will be. In addition, we may incur substantial costs in connection with any research and/or negotiations for business opportunities, which may deplete our assets.

Item 3.

Controls and Procedures

(a)

Evaluation of disclosure controls and procedures. Based on the evaluation of our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the *Securities Exchange Act of 1934*) as of a date within 90 days of the filing date of this Quarterly Report on Form 10-QSB, our principal executive officer and principal financial officer has concluded that our disclosure controls and procedures are designed to ensure that the information we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and are operating in an effective manner.

(b)

Changes in internal controls. There were no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of their most recent evaluation.

PART II OTHER INFORMATION

Item 1.

Legal Proceedings

None

Item 2.

Changes in Securities and Use of Proceeds

None

Item 3.

Defaults Upon Senior Securities:

None

Item 4.

Submission of Matters to a Vote of Security Holders:

None

Item 5.

Other Information:

None

Item 6.

Exhibits and Reports on Form 8-K.

(a)

Exhibits

31.1

Certification of the Chief Executive Officer and Chief Financial Officer pursuant to Rule 13a-14 Or 15d-14 of the *Securities Exchange Act of 1934*, as adopted pursuant to Section 302 of the *Sarbanes-Oxley Act of 2002*

32.1

Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the *Sarbanes-Oxley Act of 2002*

(a)

Reports on Form 8-K:

None

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: May 5, 2006

Reese Corp.

By:

/s/ Boris Machula

Boris Machula, President

(Principal Executive Officer,

Principal Financial Officer, and

Exhibit 31.1

CERTIFICATION OF THE CHIEF FINANCIAL OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO
RULE 13A-14 OR 15D-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO
SECTION 302 OF THE *SARBANES-OXLEY ACT OF 2002*

I, Boris Machula, certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of Reese Corp;

2.

Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3.

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4.

The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:

a)

designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b)

evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "*Evaluation Date*"); and

c)

presented in this quarterly report my conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5.

The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

a)

all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b)

any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6.

The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 5, 2006

/s/ Boris Machula

Boris Machula, President

Principal Executive Officer,

Principal Financial Officer

Exhibit 32.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE *SARBANES-OXLEY ACT OF 2002*

I, Boris Machula, President and Principal Executive Officer and Principal Financial Officer of Reese Corp. certify that:

1.

I have reviewed this quarterly report on Form 10-QSB of Reese Corp;

2.

Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; and

3.

Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report.

Date: May 5, 2006

By:

/s/ Boris Machula

Boris Machula

President and Principal

Executive Officer and

Principal Financial Officer