

RELIABILITY INC
Form 10-Q
August 14, 2018

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 June 30, 2018

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, a smaller reporting company or, an emerging growth company. See the definitions of "large accelerated filer,"

Edgar Filing: RELIABILITY INC - Form 10-Q

"accelerated filer", "smaller reporting company", and "emerging growth company", in Rule 12b-2 of the Exchange Act.

| | |
|---|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |
| (Do not check if smaller reporting company) | Emerging growth company |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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 August 4, 2018.

RELIABILITY INCORPORATED

Quarterly Report on Form 10-Q

As of and For the Three and Six Months Ended June 30, 2018

INDEX

| | |
|---|-----|
| PART I. FINANCIAL INFORMATION | 2 |
| Item 1. Unaudited Financial Statements | 2 |
| Balance Sheets as of June 30, 2018 and December 31, 2017 | 2 |
| Statements of Operations for the Three Months Ended June 30, 2018 and 2017 | 3 |
| Statements of Operations for the Six Months Ended June 30, 2018 and 2017 | |
| Statements of Cash Flows for the Six Months Ended June 30, 2018 and 2017 | 4 |
| Notes to Unaudited Financial Statements | 5-7 |
| Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations | 8-9 |
| Item 3. Quantitative and Qualitative Disclosures About Market Risk | 9 |
| Item 4. Risk Controls and Procedures | 9 |
| PART II. OTHER INFORMATION | |
| Item 1. Legal Proceedings | 10 |
| Item 1a. Risk Factors | 10 |
| Item 2. Unregistered Sales of Equity Securities and Use of Proceeds | 10 |
| Item 3. Defaults Upon Senior Securities | 10 |
| Item 4. Mine Safety Disclosures | 10 |
| Item 5. Other Information | 10 |
| Item 6. Exhibits | 10 |
| Signatures | 11 |
| Exhibits | 12 |

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

RELIABILITY INCORPORATED
 UNAUDITED BALANCE SHEETS
 As of June 30, 2018 and December 31, 2017

| | June 30, 2018 | December 31, 2017 |
|--|------------------|-------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$8,043 | \$8,043 |
| Total current assets | 8,043 | 8,043 |
| Total Assets | \$8,043 | \$8,043 |
| LIABILITIES AND STOCKHOLDERS' DEFICIT | | |
| Current liabilities: | | |
| Accounts payable and accrued liabilities | \$14,506 | \$7,670 |
| Total current liabilities | 14,506 | 7,670 |
| Long term liabilities: | | |
| Accrued interest on loans | 27,987 | 23,524 |
| Loans from stockholder and affiliate | 90,000 | 90,000 |
| Total long term liabilities | 117,987 | 113,524 |
| Total liabilities | 132,493 | 121,194 |
| 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 | (8,942,083) | (8,930,784) |
| Less treasury stock at cost, 354,300 shares | (1,094,517) | (1,094,517) |
| Total stockholders' deficit | (124,450) | (113,151) |
| Total liabilities and stockholders' deficit | \$8,043 | \$8,043 |

The accompanying notes are an integral part of these statements.

- 2 -

RELIABILITY INCORPORATED
 UNAUDITED STATEMENTS OF OPERATIONS
 FOR THE THREE MONTHS ENDED JUNE 30, 2018 AND 2017

| | Three months ended | |
|----------------------------------|--------------------|------------|
| | June 30, | |
| | 2018 | 2017 |
| Operating expenses: | | |
| General and administrative | \$3,850 | \$2,542 |
| Interest expense | 2,244 | 2,238 |
| Total expenses | 6,094 | 4,780 |
| Operating loss | (6,094) | (4,780) |
| Loss before taxes | (6,094) | (4,780) |
| Taxes | - | 250 |
| Net Loss | \$(6,094) | \$(5,030) |
| 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 SIX MONTHS ENDED JUNE 30, 2018 AND 2017

| | Six months ended | |
|----------------------------------|------------------|-------------|
| | June 30, | |
| | 2018 | 2017 |
| Operating expenses: | | |
| General and administrative | \$6,836 | \$6,069 |
| Interest expense | 4,463 | 4,451 |
| Total expenses | 11,299 | 10,520 |
| Operating loss | (11,299) | (10,520) |
| Loss before taxes | (11,299) | (10,520) |
| Taxes | - | 250 |
| Net Loss | \$(11,299) | \$(10,770) |
| 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 SIX MONTHS ENDED JUNE 30, 2018 AND 2017

| | Six months ended | |
|---|------------------|------------|
| | June 30, | |
| | 2018 | 2017 |
| Cash flows from operating activities: | | |
| Net loss | \$(11,299) | \$(10,770) |
| Adjustments to reconcile net loss to net cash used in operating activities: | | |
| Accrued interest on loans from stockholder and affiliate | 4,463 | 4,451 |
| Changes in operating assets and liabilities: | | |
| Accounts payable and accrued liabilities | 6,836 | (7,569) |
| Net cash used in operating activities | - | (13,888) |
| Net (decrease) in cash and cash equivalents | --0- | (13,888) |
| Cash and cash equivalents: | | |
| Beginning of period | 8,043 | 30,479 |
| End of period | \$8,043 | \$16,591 |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during the period for: | | |
| Income taxes | \$- | \$250 |
| Interest | \$- | \$- |

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
June 30, 2018

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 and is actively in discussions with interested parties. 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 June 30, 2018 are not necessarily indicative of the results that may be expected for the year ending December 31, 2018. 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, 2017.

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.

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
June 30, 2018

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, 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 stockholder and affiliate due to the related party nature of the amounts.

Reclassification

Certain amounts in the prior period financial statements have been reclassified to conform to the current period 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 did not 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 2023 through 2037. 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, 2017.

The Company's income tax returns remain subject to examination for the years 2014 through 2017 for federal and state purposes.

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
June 30, 2018

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, 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 STOCKHOLDER AND AFFILIATE

On June 6, 2014, a shareholder, Lone Star Value Investors, LP was issued a promissory note by the Company in the amount of \$50,000 (2014 Note). The proceeds of the note are being used for ongoing operating expenses. The loan bears interest at 10% per annum. Interest on the loan 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 Note will be used for ongoing operating expenses. The 2016 Note bears interest at 10% per annum. Interest and principal on the 2016 Note are 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 months ended June 30, 2018 and June 30, 2017, the Company recognized interest expense in the amount of \$2,244 and \$2,238, respectively. During the six months ended June 30, 2018 and June 30, 2017, the Company recognized interest expense in the amount of \$4,463 and \$4,451, respectively. Total accrued interest on the combined 2014 Note and 2016 Note is \$27,987 and \$23,524 as of the June 30, 2018 and December 31, 2017, respectively.

5. SUBSEQUENT EVENTS

On August 13, 2018, the Company entered into a material definitive agreement. The Company issued a promissory note to an affiliate of a shareholder, Lone Star Value Co-Invest I, LP in the amount of \$15,000 ("2018 Note"). The proceeds of the 2018 Note will be used for ongoing operating expenses. The loan bears interest at 10% per annum. 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. No other material subsequent events have occurred since June 30, 2018 that require recognition or disclosure in the financial statements.

RELIABILITY INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS
June 30, 2018

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, 2017.

Management's Discussion included in the Form 10-K for the year ended December 31, 2017 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 2018 operations; thus the reader of this report should read Management's Discussion included in Form 10-K for the year ended December 31, 2017.

RESULTS OF OPERATIONS

Revenues

Edgar Filing: RELIABILITY INC - Form 10-Q

Revenues for the three and six months ended June 30, 2018 and 2017 were zero, since all operations were discontinued as of September 30, 2007.

General and Administrative

General and administrative expenses for the three and six months ended June 30, 2018 were \$3,850 and \$6,836, respectively, as compared to \$2,542 and \$6,069 in the comparable periods in 2017. The increase is due to expenses accrued in an earlier period in 2018 as compared to 2017.

- 8 -

Interest Expense

The Company recognized interest expense in the amount of \$2,244 and \$4,463 during the three and six months ended June 30, 2018, respectively, related to the loans from stockholder and affiliate. The interest expense in the prior year was \$2,238 and \$4,451 for the corresponding periods through June 30, 2017.

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.

The Company is in preliminary active discussions with interested parties as to possible acquisitions and or mergers, for which the impact of a successful transaction would be significant, but for which there is currently a low probability of execution.

No cash used for operating activities during the six months ended June 30, 2018 was \$0 compared to \$13,888 in the comparable period of 2017. The decrease was attributable to an increase in accounts payable and accrued liabilities during the six months ended June 30, 2018.

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
March 31, 2018
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, 2017, 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.

- 10 -

Item 6. Exhibits:

The following exhibits are filed as part of this report:

| Exhibit No. | Description |
|-------------|--|
| 31.1 | <u>CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.</u> |
| 31.2 | <u>CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.</u> |
| 32.1 | <u>CEO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.2 | <u>CFO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 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)

August 14, 2018

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

/s/ Hannah Bible
Hannah Bible
Chief Financial Officer

INDEX TO EXHIBITS

| Exhibit No. | Description |
|-------------|--|
| 31.1 | <u>CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.</u> |
| 31.2 | <u>CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934.</u> |
| 32.1 | <u>CEO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 32.2 | <u>CFO Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u> |
| 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