

RELIABILITY INC
Form 10-Q/A
May 10, 2012

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

FORM 10-Q/A*

QUARTERLY REPORT UNDER SECTION 13 or 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2012

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
(State or other jurisdiction of incorporation
or organization)

75-0868913
(I.R.S. Employer Identification Number)

410 Park Avenue - 15th Floor, New York,
NY
(Address of principal executive offices)

91362
(Zip Code)

(212) 231-8359
(Issuer's telephone number, including area code)

Check whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the past 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 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 13,513,333 shares of Common Stock, no par value, as of May 3, 2012.

* On May 3, 2012, Registrant filed Form 10-Q for the period ended March 31, 2012 prior to the completion of the review of its interim financial statements by its independent registered public accounting firm. The accompanying filing is intended to supersede the May 3, 2012 filing. Review of the interim financial statements has been completed, as evidenced by the Report of Independent Registered Public Accounting Firm that appears on Page 3.

RELIABILITY INCORPORATED

Quarterly Report on Form 10-Q
For the Three Months Ended March 31, 2012

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Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of Reliability Incorporated:

We have reviewed the accompanying balance sheets of Reliability Incorporated (Company) as of March 31, 2012 and December 31, 2011, and the related statements of operations and cash flows for the three months ended March 31, 2012 and 2011. These financial statements are the responsibility of the Company's management.

We conducted our reviews in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying interim financial statements for them to be in conformity with U.S. generally accepted accounting principles.

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 1 to the financial statements, the Company has no operating activities. It is now a shell company and its future plans are uncertain. These factors raise 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/ Ramirez Jimenez International CPA's

Irvine, California
May 8, 2012

Item 1. Financial Statements

RELIABILITY INCORPORATED

UNAUDITED BALANCE SHEETS

(In thousands, except share data)

	March 31, 2012	December 31, 2011
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 12	\$ 4
Total current assets	12	4
Total Assets	\$ 12	\$ 4
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 2	\$ 9
Loans from officers	0	5
Total current liabilities	2	14
Stockholders' equity (deficit):		
Common stock, without par value; 20,000,000 shares authorized; 13,867,633 and 12,367,633 shares issued respectively	9,862	9,838
Accumulated deficit	(8,758)	(8,754)
Less treasury stock at cost, 354,300 shares	(1,094)	(1,094)
Total stockholders' equity (deficit)	10	(10)
	\$ 12	\$ 4

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
UNAUDITED STATEMENTS OF OPERATIONS
(In thousands, except per share data)

	Three months ended March 31,	
	2012	2011
Operating expenses:		
General and administrative	\$ 4	\$ 3
Total cost and expenses	4	3
Operating loss	(4)	(3)
Provision for income taxes	0	0
Net Loss	\$ (4)	\$ (3)
Basic and diluted loss per share	\$ Nil	\$ Nil
Weighted average shares:		
Basic	12,396	11,284
Diluted	12,396	11,284

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
 UNAUDITED STATEMENTS OF CASH FLOWS
 (In thousands)

	(unaudited) Three months ended March 31,	
	2012	2011
Cash flows from operating activities:		
Net loss	\$ (4)	\$ (3)
Adjustments to reconcile net loss to net cash used in operating activities:		
Changes in operating assets and liabilities:		
Accounts payable and accrued liabilities	(7)	(8)
Net cash used by operating activities	(11)	(11)
Cash flows from financing activities:		
Issuance of stock for cash	19	13
Net cash provided by financing activities	19	13
Net increase in cash and cash equivalents	8	2
Cash and cash equivalents:		
Beginning of period	4	2
End of period	\$ 12	\$ 4
Supplemental disclosure of cash flow information:	-	
Cash paid during the period for:		
Interest	\$ -	\$ -
Income taxes	\$ -	\$ -
Supplemental disclosure of non-cash financing activity:		
Repayment of loans from officers through issuance of common stock	\$ 5	\$ -

The accompanying notes are an integral part of these statements.

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
March 31, 2012

1. OPERATIONS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Operations and Liquidity

The Company was incorporated under the laws of the State of Texas in 1953, but the principal business of the Company, as described in this report, started in 1971, but was closed down in 2007. The Company had two wholly owned subsidiaries, Reliability Singapore, Pte Ltd. and Reliability Contractors of Florida, neither of which is operating. The Company has no further operating activities and is now a shell company.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. However, the Company has no further 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 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. We are now quoted on the OTCQB of the OTC Marketplace under the symbol "REAL".

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 period ended March 31, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012.

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, 2011.

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.

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 Company generated net losses in each of the periods presented, outstanding stock options would have been anti-dilutive and were not considered in these calculations.

RELIABILITY INCORPORATED
NOTES TO UNAUDITED FINANCIAL STATEMENTS
March 31, 2012

2. INCOME TAXES

Deferred 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 has recorded no tax benefits on its operating losses, as the losses will have to be carried forward and realization of any benefit is uncertain.

The Company has substantial U.S. net operating loss carryforwards that will expire in 2023 through 2030. 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 in the Company's Form 10-K dated December 31, 2011.

3. STOCK OPTION PLAN

Under the Company's Amended and Restated 1997 Stock Option Plan (Option Plan), no further option grants are allowed after February 26, 2007, but options theretofore granted remain in effect until satisfied or terminated pursuant to the Option Plan.

At December 31, 2006, all options were fully vested; thus no further stock option expense has been recorded related to the Option Plan. The weighted-average remaining contractual term, as of December 31, 2011, was 4.80 years for outstanding and exercisable options. There were no options exercised and none that expired or were canceled during the years ended December 31, 2011 and 2010 or during the quarter ended March 31, 2012. As of March 31, 2012 and December 31, 2011, there were 370,000 options outstanding under the Company's Stock Option Plan which are exercisable at a weighted average price of \$.21 until July 18, 2016, when they expire.

4. STOCKHOLDERS' EQUITY

In January 2012, the Company issued 1,500,000 shares of common stock to its officers, Jay Gottlieb and Gregg Schneider, at \$0.016 per share, for a total of \$24,000. The issuance provided cash of \$19,000 and the repayment of \$5,000 of Loans from officers.

5. SUBSEQUENT EVENTS

No material subsequent events have occurred since March 31, 2012, that require recognition or disclosure in the financial statements.

RELIABILITY INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS
March 31, 2012

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 maintain sufficient working capital, adverse changes in the economy, the ability to attract and maintain key personnel, its ability to identify and complete mergers or acquisitions, and future results related to acquisitions, mergers 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

The Company has defined a critical accounting policy as one that is both important to the portrayal of the Company's financial condition and results of operations and requires the management of the Company to make difficult, subjective or complex judgments. Estimates and assumptions about future events and their effects cannot be perceived with certainty. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments. These estimates may change as new events occur, as more experience is acquired, as additional information is obtained and as the Company's operating environment changes. 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, 2011.

Management's Discussion included in the Form 10-K for the year ended December 31, 2011 includes discussion of various factors related to the decline in the Company's revenues 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 2012 operations; thus the reader of this report should read Management's Discussion included in Form 10-K for the year ended December 31, 2011.

RESULTS OF OPERATIONS

Three months ended March 31, 2012 compared to three months ended March 31, 2011.

Revenues and Gross Profit.

Revenues and gross profit for the three months ended March 31, 2012, and March 31, 2011 were both reported as zero, since all operations have been discontinued.

General and Administrative

General and administrative expenses decreased from \$4,000 for the three months ended March 31, 2012 to \$3,000 for the first quarter of 2011.

RELIABILITY INCORPORATED
MANAGEMENT'S DISCUSSION AND ANALYSIS
March 31, 2012

LIQUIDITY AND CAPITAL RESOURCES

The Company has undertaken steps to reduce its expenses and improve the Company's liquidity, including the 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 has 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 three months ended March 31, 2012 was \$11,000 compared to \$11,000 in the comparable period of 2011.

Item 3. Quantitative and Qualitative Disclosures
About Market Risk

Not applicable.

Item 4 and 4T. Controls and Procedures.

After current management gained control of the Company in April 2009, the Company appointed a Chief Financial Officer so that the respective duties of the principal executive officer and principal financial officer are segregated. There now being three people involved in any Company financial transactions. Specifically, all bills are sent to the bookkeeper and the President/CEO authorizes all expenditures, checks are then drawn by the bookkeeper for payment based on such authorization and, finally, the CFO signs the check and distributes. In fact, with regard to all expenditures, the President/CEO has never signed a check, the CFO cannot sign a check unless the bookkeeper has prepared and the bookkeeper has no check signing authority. With regard to revenues, since the Company has discontinued operations, its only function being to find a merger partner. Revenues are minimal and the foregoing internal process should be effective to fulfill its internal controls and financial reporting responsibilities.

a) Evaluation of Disclosure Controls and Procedures. The Chief Executive Officer and Principal Financial Officer, evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934, as of the end of the period covered by this report. Based on that evaluation, the CEO and CFO concluded that the disclosure controls and procedures as of the end of the period covered by this report were effective.

(b) Changes in Internal Control over Financial Reporting. There were no changes in the Company's internal controls over financial reporting, known to the CEO and CFO, 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

PART II - OTHER INFORMATION
March 31, 2012

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may be involved in various disputes and litigation matters arising in the normal course of business. We are not involved in any legal proceedings that are expected to have a material adverse effect on our financial position, results of operations or cash flows. However, litigation is subject to inherent uncertainties. Were an unfavorable ruling to occur, given the size of our Company, there exists the possibility of a material adverse impact on our results of operations of the period in which the ruling occurs. Our estimate of the potential impact on our financial position or overall results of operations for new legal proceedings could change in the future.

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, 2011, 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

As detailed more fully in the Form 8-K dated January 31, 2012, 1,500,000 shares were issued to the two principal officers of the Company in January, 2012.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

None

ITEM 6. Exhibits:

The following exhibits are filed as part of this report:

31.1 CEO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended

31.2 CFO Certification Pursuant to Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as Amended

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.INS ** XBRL Instance Document

101.SCH ** XBRL Taxonomy Extension Schema Document

101.CAL ** XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF ** XBRL Taxonomy Extension Definition Linkbase Document

101.LAB ** XBRL Taxonomy Extension Label Linkbase Document

101.PRE ** XBRL Taxonomy Extension Presentation Linkbase Document

** 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.

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)

May 9, 2012

/s/ Jay Gottlieb

Jay Gottlieb

President and Chief Executive Officer

May 9, 2012

/s/ Gregg Schneider

Gregg Schneider

Chief Financial Officer