

REFLECT SCIENTIFIC INC
Form 10QSB/A
June 11, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-QSB/A-1

**[X] QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF
1934**

For the quarterly period ended September 30, 2006

[] TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT

For the transition period from _____ to _____

Commission File No. 000-31377

REFLECT SCIENTIFIC, INC.

(Exact name of small business issuer as specified in its charter)

Utah
(State or Other Jurisdiction of
incorporation or organization)

87-0642556
(I.R.S. Employer Identification No.)

1270 South 1380 West

Orem, Utah 84058

(Address of Principal Executive Offices)

(801) 226-4100

(Issuer's Telephone Number)

N/A

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

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

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

Yes No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY

PROCEEDINGS DURING THE PRECEDING FIVE YEARS

Not applicable.

Check whether the Issuer filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act after the distribution of securities under a plan confirmed by a court. Yes No.

Not applicable.

APPLICABLE ONLY TO CORPORATE ISSUERS

Indicate the number of shares outstanding of each of the Issuer's classes of common equity, as of the latest practicable date: May 10, 2007: Common 34,886,149 shares of common stock.

Transitional Small Business Disclosure Format (Check one): Yes No

PART I - FINANCIAL INFORMATION

Item 1. Financial Statements.

REFLECT SCIENTIFIC, INC.

CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2006

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

REFLECT SCIENTIFIC, INC.

Consolidated Balance Sheet

ASSETS

| | September 30, 2006 (Unaudited) (Restated) |
|--------------------------|--|
| CURRENT ASSETS | |
| Cash | \$ 113,653 |
| Accounts receivable | 447,160 |
| Inventory | 377,105 |
| Prepaid assets | 14,363 |
| Total Current Assets | 952,281 |
| FIXED ASSETS, NET | 195,449 |
| OTHER ASSETS | |
| Intangible assets, net | 5,249,055 |
| Income tax receivable | 24,761 |
| Deposits | 5,350 |
| Total Other Assets | 5,279,166 |
| TOTAL ASSETS | \$ 6,426,896 |

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

REFLECT SCIENTIFIC, INC.

Consolidated Balance Sheet (Continued)

LIABILITIES AND SHAREHOLDERS' EQUITY

| | September 30, 2006 (Unaudited) (Restated) |
|--|--|
| CURRENT LIABILITIES | |
| Notes payable | \$ 303,765 |
| Accounts payable | 239,052 |
| Accrued expenses | 96,958 |
| Customer deposits | 36,504 |
| Income taxes payable | 400 |
| Total Current Liabilities | 676,679 |
| NON-CURRENT LIABILITIES | |
| Deferred income taxes | 32,676 |
| Total Liabilities | 709,355 |
| COMMITMENTS AND CONTINGENCIES | |
| SHAREHOLDERS' EQUITY | |
| Preferred stock, \$0.01 per value, authorized 5,000,000 shares; 10,000 shares issued and Outstanding | 100 |
| Common stock, \$0.01 par value, authorized 50,000,000 shares; 30,672,177 shares issued and outstanding | 306,722 |

| | |
|--|--------------|
| Additional paid in capital | 6,856,665 |
| Accumulated deficit | (1,445,946) |
| Total Shareholders' Equity | 5,717,541 |
| TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY | \$ 6,426,896 |

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

REFLECT SCIENTIFIC, INC.

Consolidated Statements of Operations

(Unaudited)

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|---------------------------------------|---|------------|--|--------------|
| | 2006 | 2005 | 2006 | 2005 |
| REVENUES | \$ 623,359 | \$ 573,572 | \$ 1,907,540 | \$ 1,628,313 |
| COST OF GOODS SOLD | 417,351 | 326,041 | 1,177,137 | 919,883 |
| GROSS PROFIT | 235,008 | 247,531 | 730,403 | 708,430 |
| OPERATING EXPENSES | | | | |
| Salaries and wages | 252,625 | 87,784 | 475,782 | 250,131 |
| Payroll taxes | 20,755 | 7,803 | 42,012 | 21,416 |
| Rent expense | 11,869 | 21,454 | 50,530 | 59,761 |
| General and administrative expense | 724,569 | 72,490 | 1,053,099 | 322,921 |
| Total Operating Expenses | 1,009,818 | 190,531 | 1,621,423 | 654,229 |
| OPERATING INCOME (LOSS) | (774,810) | 57,000 | (891,020) | 54,201 |
| OTHER INCOME (EXPENSE) | | | | |
| Interest expense | - | (1,583) | (25) | (9,961) |
| Total Other Expenses | - | (1,583) | (25) | (9,961) |
| NET INCOME (LOSS) | | | | |
| BEFORE INCOME TAXES | (774,810) | 55,417 | (891,045) | 44,240 |
| Income tax benefit (expense) | - | - | - | - |
| NET INCOME (LOSS) | \$ (774,810) | \$ 55,417 | \$ (891,045) | \$ 44,240 |

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| | | | | |
|---|--------------|-------------|--------------|--------------|
| Preferred distribution, dividends | - | (108,054) | - | (700,000) |
| NET LOSS APPLICABLE | | | | |
| TO COMMON | | | | |
| SHAREHOLDERS | \$ (774,810) | \$ (52,637) | \$ (891,045) | \$ (655,759) |
| BASIC AND FULLY DILUTED | | | | |
| INCOME(LOSS) PER SHARE | \$ (0.03) | \$ (0.00) | \$ (0.03) | \$ (0.03) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING | | | | |
| | 30,156,174 | 24,380,000 | 27,124,903 | 24,204,615 |

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

REFLECT SCIENTIFIC, INC.

Consolidated Statements of Shareholders Equity

| | Preferred Stock | | Common Stock | | Additional Paid-In Capital | Accumulated Deficit |
|---|-----------------|--------|--------------|------------|----------------------------------|------------------------|
| | Shares | Amount | Shares | Amount | | |
| Balance, December 31, | | | | | | |
| 2005 | 10,000 | \$ 100 | 25,530,002 | \$ 255,300 | \$ 1,210,337 | \$ (554,901) |
| Common stock issued for cash (unaudited) | - | - | 400,000 | 4,000 | 316,000 | - |
| Common stock issued pursuant to merger with Cryomastor (unaudited) | - | | 3,000,000 | 30,000 | 3,720,000 | - |
| Common stock issued pursuant to JM SciTech, LLC purchase (unaudited) (restated) | - | | 200,000 | 2,000 | 158,000 | - |
| Common stock issued for cash (unaudited) | - | | 1,073,500 | 10,735 | 1,062,765 | - |
| Common stock issued for services(unaudited) | - | | 415,000 | 4,150 | 390,100 | - |
| Common stock issued for Commissions (unaudited) | - | | 53,675 | 537 | 51,528 | - |
| Stock offering costs (unaudited) | - | | - | - | (52,065) | - |
| Net loss for the nine months ended September 30, 2006 (unaudited) | | | | | | |

| | | | | | | | | | | |
|---|--------|----|-----|------------|----|---------|----|-----------|----|-------------|
| | - | | - | | - | | - | (891,045) | | |
| Balances, September 30, 2006 (unaudited) (restated) | | | | | | | | | | |
| | 10,000 | \$ | 100 | 30,672,177 | \$ | 306,722 | \$ | 6,856,665 | \$ | (1,445,946) |

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

REFLECT SCIENTIFIC, INC.

Consolidated Statements of Cash Flows

(Unaudited)

For the Nine Months Ended September 30,

| | 2006 | 2005 |
|---|--------------|-----------|
| Net income (loss) | \$ (891,045) | \$ 44,240 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation | 33,891 | 2,474 |
| Amortization | 15,850 | 700 |
| Common stock issued for prepaid services | 394,250 | 9,056 |
| Changes in operating assets and liabilities: | | |
| Increase in accounts receivable | (129,886) | (54,129) |
| Increase in inventory | (71,421) | (93,133) |
| Decrease in income tax receivable | (24,761) | - |
| Increase in prepaid asset | (10,000) | - |
| Increase (decrease)in accounts payable and accrued expenses | 170,703 | 40,675 |
| Net Cash Provided (Used) by Operating Activities | (512,419) | (50,117) |
| CASH FLOWS FROM INVESTING ACTIVITIES | | |
| Cash paid for fixed assets | (208,390) | - |
| Cash paid for intangible assets | (1,354,905) | - |
| Net Cash Used by Investing Activities | (1,563,295) | - |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Change in long term line of credit | - | (296,036) |
| Notes payable | 303,765 | - |
| Proceeds from common stock issuance | 1,393,500 | - |
| Proceeds from preferred stock issuance | - | 700,000 |
| Net Cash Provided by Financing Activities | 1,697,265 | 430,964 |

| | | |
|---------------------------------|------------|------------|
| NET INCREASE (DECREASE) IN CASH | (378,449) | 380,847 |
| CASH AT BEGINNING OF PERIOD | 492,102 | 80,739 |
| CASH AT END OF PERIOD | \$ 113,653 | \$ 461,586 |

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

REFLECT SCIENTIFIC, INC.

Consolidated Statements of Cash Flows

(Unaudited)

For the Nine Months Ended September 30,

| | 2006 | 2005 |
|-------------------------------------|------------|----------|
| SUPPLEMENTAL CASH FLOW INFORMATION: | | |
| Cash Paid For: | | |
| Interest | \$ 25 | \$ 9,961 |
| Income taxes | \$ - | \$ - |
| NON-CASH FINANCING ACTIVITIES: | | |
| Common stock issued for services | \$ 394,250 | \$ 9,056 |

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

REFLECT SCIENTIFIC, INC.

Notes to the Consolidated Financial Statements

September 30, 2006 and December 31, 2005

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

The accompanying unaudited condensed financial statements have been prepared by the Company pursuant to accounting principles generally accepted in the United States of America. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted in accordance with such rules and regulations. The information furnished in the interim condensed financial statements includes normal recurring adjustments and reflects all adjustments, which, in the opinion of management, are necessary for a fair presentation of such financial statements. Although management believes the disclosures and information presented are adequate to make the information not misleading, it is suggested that these interim condensed financial statements be read in conjunction with the Company's most recent audited financial statements and notes thereto included in its December 31, 2005 financial statements. Operating results for the six months ended September 30, 2006 are not necessarily indicative of the results that may be expected for the year ending December 31, 2006.

NOTE 2 - ORGANIZATION AND DESCRIPTION OF BUSINESS

Cole, Inc. (the Company) was incorporated under the laws of the State of Utah on November 3, 1999. The Company was organized to engage in any lawful activity for which corporations may be organized under the Utah Revised Business Corporation Act. On December 30, 2003 the Company changed its name to Reflect Scientific, Inc.

Reflect Scientific, Inc. a California corporation, was incorporated on June 14, 1993, under the laws of California to engage in the manufacture of test kits for use in scientific studies.

On December 30, 2003, pursuant to an Agreement and Plan of Reorganization, the Company completed a reverse merger with the shareholders of Reflect Scientific, Inc. in which it acquired 100% of Reflect Scientific, Inc., a California corporation in exchange for 22,914,949 common shares of the Company. The terms of the acquisition are detailed in an 8-K filing dated December 31, 2003. Under the terms of the agreement, the President of Reflect Scientific, Inc. became the President of the Company and was elected to the Board of Directors the acquisition was accounted for as a recapitalization of Reflect Scientific, Inc. because the members of Reflect Scientific, Inc. controlled the Company after the acquisition. Reflect Scientific, Inc. was treated as the acquiring entity for accounting purposes and Cole, Inc. was the surviving entity for legal purposes. There was no adjustment to the carrying values of the assets or liabilities of Reflect Scientific, Inc. and no goodwill was recorded.

NOTE 3 ACQUISITION OF JMST TECHNOLOGY

On March 27, 2006, the Company completed a private placement of its securities pursuant to Section 4(2) of the Securities Act of 1933, as amended (the Securities Act), and/or Rule 506 of Regulation D, resulting in 400,000 shares being sold at \$.80 per share. These restricted securities were sold for the purpose of raising cash to purchase patents from an individual.

In a separate transaction, the Company issued 200,000 restricted securities to JM SciTech, LLC. (JMST) shareholders to acquire the JMST product technology and potential customers list. The Company originally valued these shares at \$1.70, which was the value of the shares as quoted on the OTC BB. The 200,000 shares of common stock issued in the JMST acquisition were restricted securities and similar in all respects to the 400,000 shares which had been sold days earlier for cash at \$.80 per share. Accordingly, management has now determined that the common stock issued in the JMST acquisition should have been valued at \$.80 per share, which was the fair value of the common stock at the time of issuance.

REFLECT SCIENTIFIC, INC.

Notes to the Consolidated Financial Statements

September 30, 2006 and December 31, 2005

NOTE 3 ACQUISITION OF JMST TECHNOLOGY (continued)

The effect of the restatement is as follows:

Consolidated Balance Sheet as of September 31, 2006:

| | As Originally | | |
|----------------------------|----------------|----------------|------------------|
| | Reported | As Adjusted | Effect of Change |
| Intangible assets | \$ 5,429,055 | \$ 5,249,055 | \$ (180,000) |
| Additional paid in capital | \$ (7,036,665) | \$ (6,856,665) | \$ 180,000 |

The September 30, 2006 balance sheet and footnotes reflect the above changes.

NOTE 4 ACQUISITION OF CRYOMASTOR, INC.

On June 27, 2006, the Company completed the acquisition of Cryomastor, Inc. pursuant to an Agreement and Plan of Merger (the Cryomastor Merger Agreement), under which Cryomastor became a wholly-owned subsidiary and changed its name to Cryometrix, Inc. The Company recorded goodwill in connection with the acquisition. Goodwill resulted primarily from our expectation of synergies from the integration of the acquired company's technology (Cryomastor) with the Company's technology and the acquired company's (Cryomastor) access to several important customers.

As consideration for the acquisition of Cryomastor, the Company issued 3,000,000 shares at \$1.25 of its common stock that are restricted securities to the shareholders of Cryomastor, as well as paying \$700,000 to the same shareholders. The value of the common stock was determined by the current market value of the Company's common stock as publicly traded on the OTCBB. The Company also provided \$300,000 to be utilized for the operations of Cryomastor and agreed to pay a \$300,000 debt of Cryomastor for a U.S. patent of Cryomastor systems. An Employment Agreement was also executed, and the Company will pay to the Cryomastor shareholders 2.5% of the gross annual revenue earned by the Company on this line of business. The results of operations of the acquired companies have been included in our operations from the date of acquisition.

As part of this merger, the Company received assets valued at the following:

| | | |
|----------------|----|-----------|
| Patents | \$ | 3,081,777 |
| Customer lists | | 480,000 |
| Goodwill | | 888,223 |
| | \$ | 4,450,000 |

The amounts allocated to acquire the patents and customer lists are being amortized over their useful lives of 10 to 12 years. The useful life was based upon the estimated life of the technology in the biotech market. We determined the fair value of the acquired patents based upon the appraised value of projected cash flows related to the freezers, and the value of the customer lists were based upon projected value of future sales.

The Cryomastor Merger Agreement also requires the Company to pay royalty payments based upon revenues associated with this product. The royalty cost will be expensed to operations when incurred. No other contingent consideration was associated with this acquisition.

REFLECT SCIENTIFIC, INC.

Notes to the Consolidated Financial Statements

September 30, 2006 and December 31, 2005

NOTE 5 SUBSEQUENT EVENTS

Effective August 3, 2006, the Company signed a Letter of Intent to purchase All Temp Engineering. As consideration for the purchase, the Company will issue 2,000,000 shares of its common stock that are restricted securities. As of September 30, 2006, the purchase has not been completed.

Effective August 23, 2006, the Company signed a Letter of Intent to purchase Smithgall & Associates, Inc., dba Image Labs International. As consideration for the purchase, the Company will issue 525,000 shares of its common stock that are restricted securities; pay \$200,000; pay certain royalties on certain of Image Labs business segments to this shareholder; and will employ Image Labs sole shareholder. Simultaneously, the Company signed another Letter of Intent to employ another person associated with a business segment of Image Labs; paid the associated person \$37,500 on the signing of that Letter of Intent; will pay that person certain royalties on another business segment of Image Labs; and has agreed to issue 500,000 shares of its common stock that are restricted securities. As of September 30, 2006, the purchase of Image Labs had not yet been completed.

The due date of the \$300,000 Note assumed by the Company in the Cryomastor acquisition was extended from September 25, 2006, to December 31, 2006.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Plan of Operation

For the next 12 months, we see:

(1) A continued expansion of our core business through the development and commercialization of new products that have already been identified to meet existing market opportunities. This plan of expansion will be supported by ongoing efforts to create strategic marketing alliances that are designed to increase net present value by optimizing cost and speed to market. Several new products are currently pending commercialization.

(2) The continuation of a complementary growth initiative, through strategic acquisitions, to improve our position with respect to tools, technologies and intellectual property as well as providing a near term increase in earnings.

(3) As part of an ongoing management process, our fund raising efforts and support for the above initiatives will be continuously reviewed and prioritized to ensure that returns are commensurate with levels of investment.

In the first quarter of 2007, the acquisitions of All Temp Engineering and Image Labs International were completed providing us with targeted technology and incremental share in the general Life Sciences markets.

All Temp Engineering Acquisition

All Temp Engineering, Inc., a California Corporation, which provides repair services, installation and engineering for environmental control systems, was acquired through a merger agreement on January 19, 2007, for 2,000,000 shares of our common stock. We believe that the services All Temp provides to its customers are an integral part of our strategic product and commercialization plan to gain rapid penetration into the \$1 Billion ultra low temperature storage market. Strong technical synergies exist between All Temp Engineering and our Cryometrix subsidiary (acquired in 2006) based on the Cryometrix Ultra Low Temperature (ULT) storage system and a shared customer segment. All Temp is recognized as one of the leaders in its field and is one of the largest companies of its kind in California.

Image Labs International Acquisition

Smithgall and Associates, Inc., a Georgia corporation, doing business as Image Labs International in Montana, was acquired on February 28, 2007. Image Labs shareholders were issued 525,000 shares of our common stock and paid \$200,000 in cash. Image Labs is engaged in the manufacture and sale of large scale industrial analytical inspection systems as well as possessing key technologies in machine vision, robotics and software. Image Labs is a leader in its market. We expect several engineering synergies that exist with our other businesses to have a positive bearing on future projects for new product development and improvement of existing product lines.

Management's Discussion and Analysis of Financial Condition and Results of Operations

Results of Operations.

Our revenues increased during the quarter ended September 30, 2006, to \$652,359, from \$573,572 for the quarter ended September 30, 2005, primarily as a result of a general improvement in sales across several product lines.

Our cost of goods increased in the quarter ended September 30, 2006, as compared to September 30, 2005, to \$417,351 from \$326,041, as a result of increased raw material costs and increased sales.

General and administrative expenses increased to \$724,569 during the quarter ended September 30, 2006, from \$72,490 during the quarter ended September 30, 2005. This increase was due to equity based non-cash employee compensation, acquisition related expenditures and increased employment levels.

Nine Months Ended September 30, 2006 compared to Nine Months Ended September 30, 2005

Our revenues increased during the nine months ended September 30, 2006, to \$1,907,540, from \$1,628,313 for the nine months ended September 30, 2005, also primarily as a result of a general improvement in sales across several product lines.

Our cost of goods increased in the nine months ended September 30, 2006, as compared to September 30, 2005, to \$1,177,137 from \$919,883, also as a result of increased raw material costs and increased sales.

General and administrative expenses increased to \$1,053,099 during the nine months ended September 30, 2006, from \$322,921 during the nine months ended September 30, 2005. This increase was due to equity based non-cash employee compensation, acquisition related expenditures and increased employment levels.

Liquidity and Capital Resources.

Our cash resources at September 30, 2006, were \$113,653, with accounts receivable of \$447,160. We sold 400,000 shares of our common stock that are restricted securities as defined in Rule 144 to accredited investors only, to finance the acquisition of JM SciTech, LLC. These shares were sold at a price of \$0.80 per share. None of these shares were accorded registration rights of any kind.

Subsequent to the quarter ended September 30, 2006, the Company sold 503,335 shares of its common stock that are restricted securities at \$0.75 per share for aggregate consideration of \$377,501.25. These funds should be adequate for the next 12 months for continuing operations; however, plans for expansion will require additional capital of approximately \$2,500,000.

Off-Balance Sheet Arrangements

We have no off balance sheet arrangements as of September 30, 2006.

Forward-looking Statements

The Private Securities Litigation Reform Act of 1995 (the Act) provides a safe harbor for forward-looking statements made by or on behalf of our Company. Our Company and our representatives may from time to time make written or

oral statements that are forward-looking, including statements contained in this Annual Report and other filings with the Securities and Exchange Commission and in reports to our Company's stockholders. Management believes that all statements that express expectations and projections with respect to future matters, as well as from developments beyond our Company's control including changes in global economic conditions are forward-looking statements within the meaning of the Act. These statements are made on the basis of management's views and assumptions, as of the time the statements are made, regarding future events and business performance. There can be no assurance, however, that management's expectations will necessarily come to pass. Factors that may affect forward-looking statements include a wide range of factors that could materially affect future developments and performance, including the following:

Changes in Company-wide strategies, which may result in changes in the types or mix of businesses in which our Company is involved or chooses to invest; changes in U.S., global or regional economic conditions, changes in U.S. and global financial and equity markets, including significant interest rate fluctuations, which may impede our Company's access to, or increase the cost of, external financing for our operations and investments; increased competitive pressures, both domestically and internationally, legal and regulatory developments, such as regulatory actions affecting environmental activities, the imposition by foreign countries of trade restrictions and changes in international tax laws or currency controls; adverse weather conditions or natural disasters, such as hurricanes and earthquakes, labor disputes, which may lead to increased costs or disruption of operations.

This list of factors that may affect future performance and the accuracy of forward-looking statements is illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

Item 3(a)T. Controls and Procedures.

Management's annual report on internal control over financial reporting

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of our President and Secretary, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on this evaluation, our President and Secretary concluded that information required to be disclosed is recorded, processed, summarized and reported within the specified periods and is accumulated and communicated to management, including our President and Secretary, to allow for timely decisions regarding required disclosure of material information required to be included in our periodic Securities and Exchange Commission reports. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our President and Secretary have concluded that our disclosure controls and procedures are effective to a reasonable assurance level of achieving such objectives. However, it should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. In addition, we reviewed our internal controls over financial reporting, and there have been no changes in our internal controls or in other factors in the last fiscal quarter that has materially affected our internal controls over financial reporting.

Changes in internal control over financial reporting

We have had no changes in internal control over financial reporting during the quarter ended September 30, 2006.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings.

None; not applicable.

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

Recent Sales of Unregistered Securities

Unregistered Securities sold during the quarter ended September 30, 2006:

| To whom | Date | Number of shares | Consideration |
|-------------------------------|------------|------------------|------------------|
| Sales to accredited investors | 09/30/2006 | 1,073,500 | \$1.00 per share |
| Employees | 08/28/2006 | 305,000 | Services |
| Kevin Cooksy | 08/28/2006 | 15,000 | Services |
| Keoki Williams | 08/28/2006 | 10,000 | Services |
| Craig Morrison | 08/28/2006 | 10,000 | Services |
| Tom Tait | 08/28/2006 | 75,000 | Services |
| Alpine Securities | 09/08/2006 | 53,675 | Commissions |

We issued all of these securities to persons who were either accredited investors, or sophisticated investors who, by reason of education, business acumen, experience or other factors, were fully capable of evaluating the risks and merits of an investment in our company; and each had prior access to all material information about us. We believe that the offer and sale of these securities were exempt from the registration requirements of the Securities Act of 1933, as amended (the Securities Act), pursuant to Sections 4(2) and 4(6) thereof, and Rule 506 of Regulation D of the Securities and Exchange Commission and from various similar state exemptions.

Use of Proceeds of Registered Securities

None; not applicable.

Purchases of Equity Securities by Us and Affiliated Purchasers

SMALL BUSINESS ISSUER PURCHASES OF EQUITY SECURITIES

| Period | (a) Total Number of Shares (or Units) Purchased | (b) Average Price Paid per Share (or Unit) | (c) Total Number of Shares (or Units) Purchased as Part of Publicly Announced Plans or Programs | (d) Maximum Number (or Approximate Dollar Value) of Shares (or Units) that may yet be Purchased Under the Plans or Programs |
|---|---|--|---|---|
| Month #1 July 1, 2006 through July 31, 2006 | None | None | None | None |
| Month #2 August 1, 2006 through August 31, 2006 | None | None | None | None |
| Month #3 September 1, 2006 through September 30, 2006 | None | None | None | None |
| Total | None | None | None | None |

Item 3. Defaults Upon Senior Securities.

None; not applicable.

Item 4. Submission of Matters to a Vote of Security Holders.

None; not applicable.

Item 5. Other Information.

(a) None; not applicable.

(b) Nominating Committee

During the quarterly period ended September 30, 2006, there were no changes in the procedures by which security holders may recommend nominees to our Board of Directors.

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Item 6. Exhibits

(a) Exhibits.

| Exhibit No. | Title of Document | Location if other than attached hereto |
|-------------|--|---|
| 3.1 | Articles of Incorporation | 10-SB Registration Statement* |
| 3.2 | Articles of Amendment to Articles of Incorporation | 10-SB Registration Statement* |
| 3.3 | By-Laws | 10-SB Registration Statement* |
| 3.4 | Articles of Amendment to Articles of Incorporation | 8-K Current Report dated December 31, 2003* |
| 3.5 | Articles of Amendment to Articles of Incorporation | 8-K Current Report dated December 31, 2003* |
| 3.6 | Articles of Amendment | September 30, 2004 10-QSB Quarterly Report* |
| 3.7 | By-Laws Amendment | September 30, 2004 10-QSB Quarterly Report* |
| 14 | Code of Ethics | December 31, 2003 10-KSB Annual Report* |
| 21 | Subsidiaries of the Company | December 31, 2004 10-KSB Annual Report* |
| 31.1 | 302 Certification of Kim Boyce | |
| 31.2 | 302 Certification of Kevin Cooksy | |
| 32 | 906 Certification | |

Exhibits**Additional Exhibits Incorporated by Reference**

| | | |
|---|-------------------------------------|---|
| * | Reflect California Reorganization | 8-K Current Report dated December 31, 2003 |
| * | JMST Acquisition | 8-K Current Report dated April 4, 2006 |
| * | Cryomastor Reorganization | 8-K Current Report dated June 27, 2006 |
| * | Image Labs Merger Agreement Signing | 8-K Current Report dated November 15, 2006 |
| * | All Temp Merger Agreement Signing | 8-K Current Report dated November 17, 2006 |
| * | All Temp Merger Agreement Closing | 8-KA Current Report dated November 17, 2006 |
| * | Image Labs Merger Agreement Closing | 8-KA Current Report dated November 15, 2006 |

* Previously filed and incorporated by reference.

SIGNATURES

In accordance with the requirements of the Exchange Act, the Registrant has caused this Quarterly Report to be signed on its behalf by the undersigned, thereunto duly authorized.

REFLECT SCIENTIFIC, INC.

Date: June 8, 2007

*By: /s/Kim Boyce
Kim Boyce, President and Director*

Date: June 8, 2007

*By: /s/Tom Tait
Tom Tait, Vice President and Director*

Date: June 8, 2007

*By: /s/Kevin Cooksy
Kevin Cooksy, Secretary/Treasurer*