

REFLECT SCIENTIFIC INC
Form 10-Q
May 15, 2014

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 March 31, 2014

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-31377

REFLECT SCIENTIFIC, INC.

(Exact name of registrant as specified in its charter)

Utah

87-0642556

(State or other jurisdiction of
(IRS Employer Identification No.)
incorporation or organization)

1266 South 1380 West Orem, Utah 84058

(Address of principal executive offices) (Zip Code)

(801) 226-4100

(Registrant's telephone number, including area code)

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 12 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 90 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, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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

Yes [] No [X]

Applicable Only to Issuers Involved in Bankruptcy Proceedings During the Preceding Five Years:

Indicate by check mark whether the Registrant has filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Exchange Act of 1934 subsequent to the distribution of securities under a plan confirmed by a court.

Not applicable.

Applicable Only to Corporate Issuers:

Indicate the number of shares outstanding of each of the Registrant's classes of common equity, as of the latest practicable date.

Class

Outstanding as of May 14, 2014

53,726,967 shares of \$0.01 par value common stock on May 14, 2014

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Part I - FINANCIAL INFORMATION

Item 1. Financial Statements

Reflect Scientific, Inc.

CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

March 31, 2014

The financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. However, in the opinion of management, all adjustments (which include only normal recurring accruals) necessary to present fairly the financial position and results of operations for the periods presented have been made. These financial statements should be read in conjunction with the accompanying notes, and with the historical financial information of the Company.

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Balance Sheets

(Unaudited)

ASSETS

| | March 31, 2014 | December 31, 2013 |
|--------------------------|-------------------|----------------------|
| CURRENT ASSETS | | |
| Cash | \$ 326,813 | \$ 251,463 |
| Accounts receivable, net | 166,560 | 152,583 |
| Inventories | 294,423 | 313,092 |
| Prepaid assets | 3,100 | 3,100 |
| Total Current Assets | 790,896 | 720,238 |
| FIXED ASSETS, NET | 892 | 1,226 |
| OTHER ASSETS | | |
| Intangible assets, net | 63,399 | 73,184 |
| Goodwill | 60,000 | 60,000 |
| Deposits | 3,100 | 3,100 |
| Total Other Assets | 126,499 | 136,284 |
| TOTAL ASSETS | \$ 918,287 | \$ 857,748 |

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Balance Sheets (Continued)

(Unaudited)

LIABILITIES AND SHAREHOLDERS DEFICIT

| | March 31, 2014 | December 31, 2013 |
|---|-------------------|----------------------|
| CURRENT LIABILITIES | | |
| Accounts payable | \$ 70,602 | \$ 43,430 |
| Short-term lines of credit | 27,981 | 30,526 |
| Convertible debenture | 650,000 | 650,000 |
| Interest payable | 559,125 | 529,875 |
| Accrued expenses | 3,559 | 22,116 |
| Loan from related party | 80,000 | 80,000 |
| Customer deposits | 185 | 1,060 |
| Income taxes payable | 100 | 100 |
| Total Current Liabilities | 1,391,552 | 1,357,107 |
| Total Liabilities | 1,391,552 | 1,357,107 |
| SHAREHOLDERS DEFICIT | | |
| Preferred stock, \$0.01 par value, authorized | | |
| 5,000,000 shares; No shares issued and outstanding | - | - |
| Common stock, \$0.01 par value, authorized | | |
| 100,000,000 shares; 53,726,967 and 53,726,967 | | |
| issued and outstanding, respectively | 537,269 | 537,269 |
| Additional paid in capital | 18,391,300 | 18,391,300 |
| Accumulated deficit | (19,401,834) | (19,427,928) |
| Total Shareholders Deficit | (473,265) | (499,359) |
| TOTAL LIABILITIES AND SHAREHOLDERS DEFICIT | \$ 918,287 | \$ 857,748 |

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Statements of Operations

(Unaudited)

| | For the Three Months Ended | | | |
|--|----------------------------|------------|----|------------|
| | | March 31, | | |
| | | 2014 | | 2013 |
| REVENUES | \$ | 402,442 | \$ | 268,694 |
| COST OF GOODS SOLD | | 163,783 | | 141,691 |
| GROSS PROFIT | | 238,659 | | 127,003 |
| OPERATING EXPENSES | | | | |
| Salaries and wages | | 98,778 | | 92,750 |
| Rent expense | | 8,768 | | 9,412 |
| Research and development expense | | 5,763 | | 9,496 |
| General and administrative expense | | 68,173 | | 102,025 |
| Total Operating Expenses | | 181,482 | | 213,683 |
| OPERATING INCOME (LOSS) | | 57,177 | | (86,680) |
| OTHER EXPENSE | | | | |
| Interest expense - other | | (1,833) | | (1,972) |
| Interest on debentures | | (29,250) | | (22,500) |
| Total Other Expenses | | (31,083) | | (24,472) |
| NET INCOME (LOSS) BEFORE TAXES | | 26,094 | | (111,152) |
| Provision for income taxes | | - | | - |
| NET INCOME (LOSS) | \$ | 26,094 | \$ | (111,152) |
| NET INCOME (LOSS) PER SHARE - BASIC | \$ | 0.00 | \$ | (0.01) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC | \$ | 53,726,967 | \$ | 47,213,634 |
| NET INCOME (LOSS) PER SHARE - DILUTED | \$ | 0.00 | \$ | (0.01) |
| WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - DILUTED | | 53,726,967 | | 47,213,634 |

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

REFLECT SCIENTIFIC, INC.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

For the

Three Months Ended

March 31,

| | 2014 | | 2013 |
|---|-------------------|----|-----------------|
| CASH FLOWS FROM OPERATING ACTIVITIES | | | |
| Net income (loss) | \$ 26,094 | \$ | (111,152) |
| Adjustments to reconcile net income (loss) to net cash from operating activities: | | | |
| Depreciation | 334 | | 2,303 |
| Amortization | 9,785 | | 8,971 |
| Changes in operating assets and liabilities: | | | |
| (Increase)/decrease in accounts receivable | (13,977) | | 19,427 |
| (Increase)/decrease in inventory | 18,669 | | 13,414 |
| (Increase)/decrease in prepaid assets | - | | 28,000 |
| Increase/(decrease) in accounts payable | 8,615 | | (54,906) |
| and accrued expenses | | | |
| Increase (decrease) in interest payable | 29,250 | | 22,500 |
| Increase/(decrease) in customer deposits | (875) | | - |
| Net Cash from Operating Activities | 77,895 | | (71,443) |
| CASH FLOWS FROM FINANCING ACTIVITIES | | | |
| Proceeds from lines of credit | - | | 4,794 |
| Payments made on lines of credit | (2,545) | | (3,336) |
| Net Cash from Financing Activities | (2,545) | | 1,458 |
| NET INCREASE (DECREASE) IN CASH | 75,350 | | (69,985) |
| CASH AT BEGINNING OF PERIOD | 251,463 | | 260,575 |
| CASH AT END OF PERIOD | \$ 326,813 | \$ | 190,590 |
| SUPPLEMENTAL CASH FLOW INFORMATION: | | | |
| Cash Paid For: | | | |
| Interest | \$ 1,833 | \$ | 1,972 |
| Income taxes | \$ - | \$ | - |

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

REFLECT SCIENTIFIC, INC.

Notes to the Condensed Consolidated Financial Statements

(Unaudited)

NOTE 1 -

BASIS OF FINANCIAL STATEMENT PRESENTATION

The accompanying unaudited condensed consolidated 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 rules and regulations of the Securities and Exchange Commission. The information furnished in the interim condensed consolidated 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 consolidated financial statements be read in conjunction with the Company's most recent audited consolidated financial statements and notes thereto included in its December 31, 2013 financial statements. Operating results for the three months ended March 31, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014.

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.

NOTE 3 GOING CONCERN

The Company is currently in default on its issued and outstanding debentures (See note 4). While the Company is working diligently to secure funding to enable it to retire the debenture obligations, there can be no assurance that such funding will be available. The Company has also accumulated significant operating losses. These factors raise

substantial doubt about the Company's ability to continue as a going concern. The financial statements do not include any adjustments that might result from the outcome of these uncertainties.

Management has taken a number of actions to reduce expenses. Management continues to seek additional funding through the capital markets to facilitate the settlement of the remaining debentures and continue to commercialize its patented detector and refrigeration products, as well as to provide operating capital for its operations. However, there can be no assurance that additional funding will be available on acceptable terms, if at all.

NOTE 4 DEFAULT ON CONVERTIBLE DEBENTURES

At March 31, 2014, the remaining outstanding convertible debentures in default were \$650,000, including penalties. The debentures bear an 18% interest rate. The Company accrued an additional \$29,250 in interest during the quarter ended March 31, 2014. The total accrued interest on this remaining debenture was \$559,125 as of March 31, 2014. Assuming the debentures were converted, 1,000,000 shares of restricted common stock would be issued. The Company excluded these from its dilutive net (income) loss per share for as the inclusion would be anti-dilutive.

NOTE 5 RELATED PARTY TRANSACTIONS

As of March 31, 2014, two sons of the Company's president had loaned \$80,000 in the form of interest bearing notes to the Company. The notes issued during 2012, with a principal amount of \$40,000, bear interest at the rate of 7.75% per annum with the interest paid monthly. The notes issued during 2013, with a principal amount of \$40,000, bear interest at the rate of 6.00% per annum with the interest paid monthly. All notes are demand notes, with the principal and any unpaid interest payable upon seven days written notice from the note holder.

NOTE 6 FAIR VALUE OF FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, payables and notes payable. The carrying amount of cash and cash equivalents and payables approximates fair value because of the short-term nature of these items. The carrying amount of the notes payable approximates fair value as the individual borrowings bear interest at rates that approximate market interest rates for similar debt instruments.

NOTE 7 RECENT ACCOUNTING PRONOUNCEMENTS

Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity: In April 2014, the Financial Accounting Standards Board issued guidance that changes the threshold for reporting discontinued operations and adds new disclosures. The new guidance defines a discontinued operation as a disposal of a component or group of components that is disposed of or is classified as held for sale and represents a strategic shift that has (or will have) a major effect on an entity's operations and financial results. For disposals of individually significant components that do not qualify as discontinued operations, an entity must disclose pre-tax earnings of the disposed component. For public business entities, this guidance is effective prospectively for all disposals (or classifications as held for sale) of components of an entity that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years. Early adoption is permitted, but only for disposals (or classifications as held for sale) that have not been reported in financial statements previously issued or available for issuance. The Company does not expect the adoption of this guidance to have a material impact on the Company's financial position or results of operations.

The Company has reviewed all other recently issued, but not yet adopted, accounting standards in order to determine their effects, if any, on its consolidated results of operation, financial position and cash flows. Based on that review, the Company believes that none of these pronouncements will have a significant effect on its current or future

earnings or operations.

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

Special Note Regarding 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 are illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

Critical Accounting Policies and Estimates

The preparation of financial statements and related disclosures in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in the unaudited Financial Statements and accompanying notes. Management bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from these estimates under different assumptions or conditions. The Company believes there have been no significant changes during the three month period ended March 31, 2014, to the items disclosed as significant accounting policies in management's Notes to the Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2013.

Plan of Operation and Business Growth

Our focus over the coming months will be to increase the sales of our life science consumables and detectors while, at the same time, continuing to work on the commercialization of our liquid nitrogen refrigeration products. Of those liquid nitrogen refrigeration products, the refrigerated trailer, known as a reefer, is receiving highest priority. We have our first manufactured unit operational and are currently conducting road tests to collect data as to its efficiency and reliability.

We also continue to focus on the expansion of our detector line and developing alliances with contract manufacturers for our ultra-low temperature freezers and reefer units. Our new detector unit was introduced into the marketplace in late 2013 to very positive reviews, and sales for the first three months of 2014 have been very encouraging. We believe that its enhanced functionality, coupled with its low cost, will provide us with a competitive edge over products currently being sold in that specialized market.

Our revenues during the reporting period increased nearly 50% during 2014 compared to 2013 revenues.

Results of OperationsThree Months Ended March 31, 2014 and 2013

| | | For the three months ended March 31, | | |
|------------------------|----|--------------------------------------|--------------|----------|
| | | 2014 | 2013 | Change |
| Revenues | \$ | 402,442 \$ | 268,694 \$ | 133,748 |
| Cost of goods sold | | 163,783 | 141,691 | 22,092 |
| Gross profit | | 238,659 | 127,003 | 111,656 |
| Operating expenses | | 181,482 | 213,683 | (32,201) |
| Other income (expense) | | (31,083) | (24,472) | 6,611 |
| Net Income (loss) | \$ | 26,094 \$ | (111,152) \$ | 137,246 |

Revenues increased during the quarter ended March 31, 2014, to \$402,442 from \$268,694 for the quarter ended March 31, 2013, an increase of \$133,748. All of the revenues were generated from our specialized laboratory supplies and detector sales, as we work to continue to refine and commercialize the ultra low temperature freezer technologies. Sales were significantly higher for both our specialized laboratory supplies and our detectors. The completion and distribution of our catalog, coupled with the implementation of web site ordering capability resulted in the

significantly higher sales. The new detector has been very well received, showing strong sales for the three months ended March 31, 2014.

With increased sales during the reporting period, cost of goods sold increased in the quarter ending March 31, 2014, as compared to March 31, 2013 to \$163,783 from \$141,691, an increase of \$22,092. The gross profit percentage improved to 59% for the three months ended March 31, 2014, compared to 47% for the three months ended March 31, 2013. The increase in gross profit percentage relates primarily to the mix of product sales, with much of the revenue increase during the reporting period coming from the products which carry high profit margins. In addition, we continue to actively work to obtain more favorable pricing from our vendors in order to increase the margins realized on our product lines.

As a result of our continued focus on operating expenses we realized a reduction of operating expenses in the current period. Operating expenses for the three months ended March 31, 2014 were \$181,482, which represents a decrease of \$32,201 from the \$213,683 in operating expenses recorded for the three month period ended March 31, 2013. The decrease results primarily from reductions in consulting fees, with increases in salaries, payroll taxes, licensing offset by decreases in travel expenses and research and development costs. Operating expenses for the remaining reporting periods in 2014 are expected to remain close to the expense levels shown for the period of this report.

The net income for the three month period ended March 31, 2014 was \$26,094, a \$137,246 improvement from the \$111,152 net loss for the three month period ended March 31, 2013. Management is pleased that their work to increase sales and reduce expense levels has achieved a profit and will continue to look for opportunities to improve gross margins and reduce ongoing operating expenses in order to further enhance profitability.

The net profit for the three months ended March 31, 2014 was \$0.00 per share on both a basic and fully diluted basis. The net loss for the three months ended March 31, 2013 was \$0.01 per share. The outstanding convertible debt were not used in calculating the net (income) loss per share for the three months ended March 31, 2014 and 2013, as the inclusion would be anti-dilutive.

Seasonality and Cyclicity

We do not believe our business is cyclical.

Liquidity and Capital Resources

Our cash resources at March 31, 2014, were \$326,813, with accounts receivable of \$166,560 and inventory of \$294,423. To date we have relied on revenues and sales of equity and debt securities for our cash resources. Our working capital deficit on March 31, 2014, was \$600,656, due primarily to the \$650,000 in outstanding debentures and \$559,125 in accrued interest on those debentures. Working capital on December 31, 2013 was a deficit of \$636,869. Management is working to obtain financing to enable it to retire the remaining outstanding debentures and provide the capital needed to commercialize the low temperature freezer and refrigeration technology. There can be no assurance that funds will be available, or that terms of available funds will be acceptable to the Company. The inability of the Company to obtain funding at acceptable terms could negatively impact its ability to execute its business plan.

For the three month period ended March 31, 2014, net cash provided from operating activities was \$77,895 which compares to \$71,443 of net cash used for operating activities for the three month period ended March 31, 2013.

Off-Balance Sheet Arrangements

We lease office and warehouse space under a non-cancelable operating lease in Utah. Future minimum lease payments under the operating lease at March 31, 2014 are \$34,100 for that facility. In addition, we have automobile leases with future minimum lease payments of \$5,895.

Item 3. Quantitative and Qualitative Disclosure about Market Risk

Not required

Item 4. Controls and Procedures

(a)

Evaluation of Disclosure Controls and Procedures.

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 Chief Executive Officer and Principal Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based upon this evaluation, our Chief Executive Officer and Principal Financial Officer 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 Chief Executive Officer and Principal Financial Officer, 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 Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are not effective due to the material weaknesses in the Company's internal control discussed below. 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.

(b)

Changes in Internal Control Over Financial Reporting.

During the fourth quarter of 2013, we identified certain impairment indicators that led us to perform procedures to assess the possible impairment of our goodwill. While we correctly identified these impairment indicators, we did not have adequate procedures and controls in place to ensure that the requisite analysis to determine the amount of impairment could be conducted in a timely, accurate and complete manner. During the three months ended March 31, 2014 we have been implementing enhanced documentation, review and supervision processes and procedures over impairment-related testing and analysis. We anticipate that those changes will be fully implemented during the next three months, and that such implementation will provide reasonable assurance that the quality and frequency of

impairment testing is being properly monitored, and that those revised and implemented disclosure controls and procedures will be 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.

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

None; not applicable.

Use of Proceeds of Registered Securities

None; not applicable.

Purchases of Equity Securities by Us and Affiliated Purchasers

During the three months ended March 31, 2014, we have not purchased any equity securities nor have any officers or directors of the Company.

ITEM 3. Defaults Upon Senior Securities

At March 31, 2014, the remaining outstanding convertible debentures in default were \$650,000, including penalties. The debentures bear an 18% interest rate. The Company accrued an additional \$29,250 in interest during the quarter ended March 31, 2014. The total accrued interest on this remaining debenture was \$559,125 as of March 31, 2014. Assuming the debentures were converted, 1,000,000 shares of restricted common stock would be issued.

ITEM 4. Mine Safety Disclosure

Not applicable.

ITEM 5. Other Information.

None

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* |
| 4.1 | Debenture | 8-K Current Report dated June 29, 2007* |
| 4.2 | Form of Purchasers Warrant | 8-K Current Report dated June 29, 2007* |
| 4.3 | Registration Rights Agreement | 8-K Current Report dated June 29, 2007* |
| 4.4 | Form of Placement Agreement | 8-K Current Report dated June 29, 2007* |
| 10.1 | Securities Purchase Agreement | 8-K Current Report dated June 29, 2007* |
| 10.2 | Placement Agent Agreement | 8-K Current Report dated June 29, 2007* |
| 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 Keith Merrell | |
| 32 | 906 Certification | |

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 September 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 |

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- * 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.

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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.

Reflect Scientific, Inc.

(Registrant)

Date:

May 15, 2014

By: /s/ Kim Boyce

Kim Boyce, CEO, President and Director

Date:

May 15, 2014

By: /s/ Tom Tait

Tom Tait, Vice President and Director

Date:

May 15, 2014

By: /s/ Keith Merrell

Keith Merrell, CFO, Principal Financial

Officer

