

Edgar Filing: COLE INC - Form SC 13D

COLE INC
Form SC 13D
January 13, 2004

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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Cole, Inc.
(Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE.
(Title of Class of Securities)

193274 10 7
(CUSIP Number)

S.C.S., Inc.
455 East 500 South, #201
Salt Lake City, UT 84111
(801) 532-1763

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

December 31, 2003
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP NO. 193274 10 7

1. NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

S.C.S., Inc.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

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- (a)
- (b) X

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC and OO (Services).

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7. SOLE VOTING POWER

2,184,699

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH REPORTING
PERSON
WITH

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

2,184,699

10. SHARED DISPOSITIVE POWER

0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING
PERSON

2,184,699

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

9.1%

14. TYPE OF REPORTING PERSON

CO

* The reporting person expressly disclaims (i) the existence of any group and (ii) beneficial ownership with respect to any shares other than the shares owned of record by such reporting person.

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SCHEDULE 13D

ITEM 1. SECURITY AND ISSUER.

This statement relates to the common stock, par value \$.01 per share (the "Common Stock"), of Cole, Inc., a Utah corporation (the "Company"). The Company's principal executive offices are now located at 970 Terra Bella Avenue, Mountain View, California 94043.

ITEM 2. IDENTITY AND BACKGROUND.

- (a) This Schedule is being filed by S.C.S., Inc. ("S.C.S").
- (b) The business address of S.C.S. is 455 East 500 South, #201, Salt Lake City, Utah 84111.
- (c) S.C.S. is a stockholder of the Company.
- (d) During the last five years, S.C.S. has not been convicted in any criminal proceeding (excluding traffic violations and similar misdemeanors).
- (e) During the last five years, S.C.S. was not a party to a civil proceeding of a judicial or administrative body of competent jurisdiction which, as a result of such proceeding, made it subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect thereto.
- (f) S.C.S. is an entity of the United States of America.

ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Stock exchange pursuant to a reorganization and three subsequent private transactions that are detailed in Item 6 below.

ITEM 4. PURPOSE OF TRANSACTION.

Reorganization between the Company and Reflect Scientific, Inc., a California corporation ("Reflect"), whereby the Company agreed to acquire 100% of the issued and outstanding securities of Reflect. S.C.S. also acquired stock pursuant to three private stock purchases and/or exchanges detailed in Item 6 below.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

- (a) According to the Company, there were 24,000,000 shares of Common Stock outstanding as of December 31, 2003. S.C.S. is the beneficial owner of 2,184,699 shares of Common Stock, which represents approximately 9.1% of the outstanding shares of the Company's Common Stock.
- (b) S.C.S. has the sole power to direct the vote of the 2,184,699 shares of Common Stock beneficially owned by it and the sole power to direct the disposition of such shares.
- (c) Except as set forth in this Schedule 13D, or Item 6 below, there have been no sales or purchases with respect to the Company's shares effected during the past sixty days by S.C.S.
- (d) Not Applicable.

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(e) Not Applicable.

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

There are no contracts, arrangements, understandings or relationships (legal or otherwise) among S.C.S. and any other person with respect to any securities of the Company, except:

On January 8, 2004, S.C.S. agreed to exchange with Sharlene Doolin 74,750 "free trading" shares of the Company for 225,000 shares of "restricted securities" of the Company acquired in the reorganization with Reflect.

On January 8, 2004, S.C.S. also agreed to exchange with Quad "D" Partnership 74,750 "free trading" shares of the Company for 225,000 shares of "restricted securities" of the Company acquired in the reorganization with Reflect. Ms. Doolin is the general partner of Quad "D" Partnership.

On January 9, 2004, S.C.S. also agreed for the sum of five thousand dollars (\$5,000.00) to buy from Duane S. Jenson, a stockholder of the Company, 175,000 shares of the Company.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS.

None; not applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: 01/13/04

/s/ Karl Smith

S.C.S., Inc.