

Disclosure Statement for the Quarter ended September 30, 2007
Amistar Corporation (“Issuer”)

Part A General Company Information

Item I The exact name of the issuer and its predecessor (if any).

Amistar Corporation

Item II The address of the issuer’s principal executive offices.

237 Via Vera Cruz
San Marcos, CA 92078

Item III The state and date of the issuer’s incorporation or organization.

California 1971

Item IV The name and address of the transfer agent.

U.S. Stock Transfer Corporation (Computershare)
1745 Gardena Ave
Glendale, CA 91204
91204-2991
(818) 502-1404 Contact Richard Brown

Registered S.E.C. agent since 1975

Item V The nature of the issuer’s business.

A. Business Development

1. Form of organization

Corporation

2. Year the issuer was organized

1971

3. Issuer’s fiscal year end date

12/31

4. Issuer has been in bankrupt, receivership or similar proceeding

None

5. Material reclassification, merger, consolidation, or purchase or sale of a significant amount of assets

April 6, 2007, sold APM product assets to Parata Systems.

6. Any default of the terms of any note, loan, lease, or other indebtedness or financing arrangement requiring the issuer to make payments

None outstanding

7. Any change in control

None

8. Any increase in 10% or more of the same class of outstanding equity securities

None

9. Any past, pending or anticipated stock split, stock dividend, recapitalization, merger, acquisition, spin-off or reorganization:

None

10. Any delisting of the issuer's securities by any securities exchange or NASDAQ or deletion from the OTC Bulletin Board

Delisted from NASDAQ Small Cap Market on September 12, 2005, for failure to meet the continuing listing requirement of a minimum equity amount.

Deleted from the OTC Bulletin Board on 3/30/07, upon filing Form 15 to voluntarily de-register common stock.

11. Any current, past, pending or threatened legal proceedings or administrative actions either by or against the issuer that could have a material effect on the issuer's business, financial condition, or operations and any current, past or pending trading suspensions by a securities regulator:

None

B. Business of Issuer

1. Issuer's primary SIC codes

35 and 36

2. If the issuer has never conducted operations, is in the development state, or is currently conducting operations

Currently conducting operations

3. If the issuer is considered a "shell company" pursuant to Securities ACT Rule 405

Not applicable

4. The names of any parent, subsidiary, or affiliate of the issuer, and its business purpose, its method of operation, its ownership, and whether it is included in the financial statements attached to the disclosure document

Wholly-owned consolidated subsidiary Distributed Delivery Networks. Not currently operating other than to collect earn-out payments related to an asset sale transaction that closed April 6, 2007.

5. The effect of existing or probable governmental regulations on the business:

No special regulations other than is common to businesses in general.

6. An estimate of the amount spent during each of the last two fiscal years on research and development activities, and if applicable, the extent to which the cost of such activities are borne directly by customers

990,000 in 2006 and \$1,210,000 in 2005. None is borne by customers

7. Costs and effect of compliance with environmental laws (federal, state and local)

Not material

8. The number of total employees and number of full-time employees

35 total and 33 full time

Item VI The nature of products or services offered.

A. Principal products or services and their markets

Provides automation solutions primarily for the industrial markets in the following areas of specialty: 1) Designs, manufactures and markets automatic machines used in electronics manufacturing, 2) Designs, manufactures and markets automation that prints and places label identification media to printed circuit boards and other products, 3) distributes automatic surface mount electronic component (SMD) placement machines and vision inspection machines for electronics manufacturing, and 4) provides design and manufacturing resources to create customized factory automation equipment according to customer's specifications in a broad range of industries including medical, biomedical, eyeglass and sports equipment manufacturing.

B. Distribution methods of the products or services

The Company distributes its products through a direct sales force and uses an European distributor for certain spare parts.

C. Status of any publicly announced new product or service

No recent new product or service announcements related to existing assets held by the Company.

D. Competitive business conditions, the issuer's competitive position in the industry and methods of competition

The Company competes with a number of domestic and foreign manufacturers of electronic component placement, label placement, or automation equipment, many of whom have more diverse product lines and greater financial and marketing resources than the Company. The Company's primary domestic label placement machine competitors are Nortek Automation, Inc. and Computype, Inc. The Company believes that the key factors affecting the choice of label placement, circuit board assembly, and custom factory and other automation machines are reliability, delivery speed, responsive service, ability to detect errors, range of products handled, ease of programming and/or operation, integration with ERP and other systems, and price.

There are numerous companies of various sizes and geographic reach, which provide contract design, machine manufacturing or assembly services to companies that sell electronic and other products, none of which the Company considers being a prime competitor.

E. Sources and availability of raw materials and the names of principal suppliers

Materials are readily available through a large variety of primarily domestic sources for proprietary products and custom factory automation equipment. Certain materials are available through one source, sole-sourced and others are available through several sources.

The Company distributes a line of electronic assembly and test equipment for i-Pulse, based in Japan, for which there is sole dependence.

F. Dependence on one or a few major customers

In 2006, sales to two customers represented 43% of total sales. In the first quarter of 2007, sales to one customer represented 54% of total sales. The Company's sales are sporadic among a wide customer base and does not have any ongoing dependence on any sole or several customers.

G. Patents, trademarks, licenses, franchises, concessions, royalty agreement or labor contracts, including their duration.

The Company relies on U.S. and foreign patents, copyrights, and trademarks to establish and maintain proprietary rights in its technology and products.

As of June 30, 2007, the Company has been issued and maintains two United States patents relating to mature products that expire in 2015 and 2016.

The Company has trademarks related to the Amistar name in the US and Europe for which the renewal date is 2015 and 2017, respectively.

- H. The need for any governmental approval of principal products or services and the status of any requested government approvals.

None

Item VII The nature and extent of the issuer's facilities.

The Company's headquarters, principal administration, automation machine manufacturing, contract manufacturing services, research and development and subsidiary's offices are located in 31,000 square feet of leased space, in good condition and located in San Marcos, California. The lease term is for five years ending September 2011.

Part B Share Structure and Issuance History

Item VIII The exact title and class of securities outstanding.

Amistar Common, CUSIP=031535 , AMTA.PK

Item IX Description of the security.

- A. Par or Stated Value

\$ 0.01

- B. Common or Preferred Stock

1. For common equity, describe any dividend, voting or preemption rights

Voting rights

2. For preferred stock, describe the dividend, voting, conversion and liquidation rights as well as redemption or sinking fund provisions

NA

3. Describe any other material rights of common or preferred stockholders

None

4. Describe any provision in issuer's charter or by-laws that would delay, defer or prevent a change in control of the issuer

None

Item X The number of shares or total amount of the securities outstanding for each class of securities outstanding.

- (i) Period end date
12/31
- (ii) Number of shares authorized
2,000,000 Preferred
20,000,000 Common
- (iii) Number of shares outstanding
3,307,544 issued and outstanding at 9/30/07
- (iv) Freely tradable shares (public float)
1,474,000 at 9/30/07
- (v) Total number of beneficial shareholders
Approximately 900
- (vi) Total number of shareholders of record
62

Item XI List of securities offerings and shares issued for services in the past two years.

March 30, 2006, 62,500 Common shares were issued to Gordon Marshall, a Director of the Company in exchange for \$4.00 per share. The shares were not registered with the SEC and are tradable, subject to securities law restrictions per the terms of a Stock Purchase Agreement.

March 30, 2006 62,500 Common shares were issue to the Company's law firm for in exchange for legal services and were valued at \$4.00 per share. The shares were not registered with the SEC and are tradable, subject to securities law restrictions per the terms of a Stock Purchase Agreement.

During 2005 and 2006, 27,000 and 12,000 shares, respectively were issued to employees upon exercise of stock options under an employee stock option plan.

No shares were issued upon exercise of stock options during the six-months ended June 30, 2007.

On December 31, 2006, there were 203,750 stock options outstanding to employees and directors.

Part C Management and Control Structure

Item XII The name of the chief executive officer, members of the board of directors, as well as control persons.

A. Officers and Directors

<u>Name</u>	<u>Age</u>	<u>Title</u>
Stuart C. Baker	76	Chairman of the Board and President, Director of Distributed Delivery Networks
Dr. Sanford B. Ehrlich	55	Director, (audit and compensation committees)
D. Mark Fowler	57	Director, (audit committee)
William W. Holl	76	Director
Gordon S. Marshall	87	Director (Compensation committee-Chair)
Howard C. White	66	Director, (audit-Chair and compensation committees)
Gregory D. Leiser	50	Vice President of Finance and Chief Financial Officer Secretary, Treasurer, Director of Distributed Delivery Networks

Mr. Baker, a founder of the Company, has served the Company as a Director and President since its inception in 1971, as Chairman of the Board since 1993 and as Director of Distributed Delivery Networks since April 2004.

Dr. Ehrlich, appointed Director in 2000, has held the position of Associate Professor of Management at the College of Business Administration at San Diego State University, and as the Executive Director of the school's Entrepreneurial Management Center since 1997. Dr. Ehrlich holds a Directorship at Deep Sky Software, Inc, a company that provides software solutions and consulting services for system validations in regulated industries. Dr. Ehrlich also provides management consulting services.

Mr. Fowler, appointed Director in 2005, is the President and CEO of Systech Corporation.

Mr. Holl, a founder of the Company, has served the Company as a Director, Secretary and Treasurer since its inception in 1971, and as Chief Financial Officer from 1978 until 2001. In 2001, Mr. Holl retired and serves the Company on a part-time basis.

Mr. Marshall, a director of the Company since 1974, has served the Company as the Chairman of the Board from 1974 to 1993. Mr. Marshall was the founder and former Chairman of the Board of Marshall Industries, an electronics distribution company that was acquired by Avnet Electronics Marketing in 1999.

Mr. White, appointed Director in 2000, was employed at Andersen from 1964 until 1991. Mr. White was formerly a partner in charge of the Metropolitan Southern California Region Accounting and Audit Practice and worldwide managing director of finance with Andersen Worldwide. Mr. White has held the position of President of White & White LLC, a financial and business consulting services company, since 1997. Mr. White serves as an independent director and is the designated “financial expert” on the Company’s audit committee.

Mr. Leiser has served the Company since 1995, as Vice-President Finance since 1999, as Chief Financial Officer since 2001 and as Vice-President, CFO and Director of Distributed Delivery Networks since April 2004.

Board members are paid \$10,000 per year plus travel expenses.

Officer Compensation

		Annual Compensation			Long-Term Compensation
Name and Principal Position	Year				Securities Underlying Options/SAR's #
		Salary (\$)	Bonus (\$)	Other	
Stuart C. Baker President	2006	150,000	-	7,200	-
	2005	150,000	-	7,200	-
	2004	150,000	-	7,200	-
Gregory D. Leiser VP Finance/CFO	2006	135,000	-	7,875	7,500
	2005	122,500	-	7,875	-
	2004	110,000	-	3,300	15,000
					-

Shares and stock options owned by officers and directors

Directors, Officers	Shares Directly and Beneficially Owned	Percent
Gordon S. Marshall	712,400	21.5%
Stuart C. Baker	409,800	12.4%
William W. Holl	154,050	4.6%
Gregory D. Leiser	21,925	*
Howard C. White	10,000	*
Dr. Sanford B. Ehrlich	7,000	*
Mark Fowler	5,000	*

* Less than 1% of the outstanding common stock.

B. Legal/Disciplinary History

None

C. Disclosure of Certain Relationships

On March 29, 2006, the Company and Mr. Marshall (a director with the Company), along with certain members of management who, as of January 5, 2007, withdrew as parties to the agreement, entered into a \$1,500,000 revolving line of credit agreement to provide working capital for the Company. The agreement has a term of 24 months. Advances on the revolving credit line agreement are secured by accounts receivable, accrue interest at prime plus 2%, payable monthly. The credit line has no financial covenants. As of January 5, 2007, collateral rights were subordinated to Bridge Bank. As of September 30, 2007, no amounts have been advanced on the line.

D. Disclosure of Conflicts in Interest

None

Item XIII Beneficial Owners

Directors, Officers And 5% Shareholders	Shares Directly and Beneficially Owned	Percent
Gordon S. Marshall (a)	712,400	21.5%
Stuart C. Baker (a)	409,800	12.4%
Carl C. Roecks	202,700	6.1%
William W. Holl (a)	154,050	4.6%
Gregory D. Leiser (a)	21,925	*
Howard C. White (a)	10,000	*
Dr. Sanford B. Ehrlich (a)	7,000	*
Mark Fowler (a)	5,000	*
(a) All directors and officers as a group	1,357,675	41.0%

* Less than 1% of the outstanding common stock.

Item XIV The name, address, telephone number, and email address of each of the following outside providers that advise the issuer on matters relating to the operations, business development and disclosure.

1. Investment Banker

None

2. Promoters

None

3. Counsel

Bingham and McCutchen LLP 355 South Grand Suite 4400
Los Angeles, CA 90071

4. Accountant or Auditor

Mayer Hoffman McCann
10616 Scripps Summit Court
San Diego, CA 92131

5. Public Relations Consultant

None

6. Investor Relations Consultant

None

7. Any other advisor (s) that assisted, advised, prepared or provided information with respect to this disclosure documentation

None

Part D Financial Information

Item XV Financial information for the issuer's most recent fiscal period.

Annual and interim financial statements and footnotes as posted on the Pink Sheet News Service and incorporated by reference.

Item XVI Similar financial information for such part of the two preceding fiscal years as the issuer or its predecessor has been in existence

Annual and interim financial statements and footnotes as posted on the Pink Sheet News Service and incorporated by reference.

Item XVII Managements Discussion and Analysis or Plan of Operation.

Annual and interim financial statements and footnotes including Managements Discussion and Analysis are posted on the Pink Sheet News Service and incorporated by reference.

Part E Exhibits

Item XVIII Material Contracts.

A. Every material contract, not made in the ordinary course of business, that will be performed after the disclosure document is posted on the Pink Sheets News Service or was entered into not more than two years before such positing.

Exhibit 1 Summary of Asset Purchase Agreement dated April 6, 2007

On April 6, 2007 (the "Close"), the Company entered into an Asset Purchase Agreement and other related agreements, to sell all the assets, excluding cash, of its subsidiary Distributed Delivery Networks and certain related assets consisting of machine design intellectual property, inventory and tooling held by Amistar to Parata Systems for \$3,000,000, at Close, and earn-out payments based on future sales of the APM ("Earn out").

The Earn-Out provides for the Company to receive a scheduled amount per APM sold and collected by Parata consisting of \$500.00 for the first 1,202 units, then \$291.47 for the next 798 units, then \$583.00 for the next 3,999 units and \$344.00 for the final unit. After the Earn out amounts for the first 1,202 units are earned, the terms provide that the Company pay 8.15% of the Earn out received, to one of the minority founders as partial consideration for shares sold to the Company. The total potential net Earn-Out that can be realized by the Company is \$2,956,464.

The Asset Purchase Agreement contains certain covenants requiring each party to not compete with each other for a stated period of time, transition services to be provided by Amistar to Parata, provisions in the event Parata abandons the market for the APM and customary language for indemnification and resolution of disputes.

The Company recognized a gain of \$2,664,00 on the asset sale transaction, which will be recorded in the second quarter of 2007.

Immediately preceding the transaction, the Company entered into Stock Purchase Agreements for shares representing 49% of Distributed Delivery Networks, formerly held by the Founders for \$395,791 in cash, and for one Founder, a portion of certain Earn out payments the Company receives in the future. The Company plans to operate Distributed Delivery Networks

post Close for the purposes of settling any remaining obligations and to collect and distribute any Earn out payments earned.

B. Any management contract or any compensatory plan, contract or arrangement

Amistar Employee Stock Option Plan

In 1994, the Company adopted an incentive stock option plan (the "1994 Plan") for employees. The Plan allows for grants of options to purchase up to 310,000 shares of authorized but un-issued common stock. Stock options are granted with an exercise price equal to the stock's fair market value at the date of grant, generally vest over four years from the date of grant, and expire five years after the date of grant. No further grants can be made from the 1994 plan due to expiration of the ten-year term of the plan.

In 2005, the Company adopted and the shareholders approved a new stock option plan (the "2005 Plan") for employees. The 2005 Plan allows for grants of incentive and non-qualified options to purchase up to 300,000 shares of authorized but un-issued common stock and has similar provisions as the 1994 Plan. The 2005 Plan provides for grants to directors and consultants.

Amistar Employee 401K Plan

The Company has established a 401(k) savings plan for the benefit of its employees. The plan permits eligible employees to contribute to the plan up to the limits set by the Internal Revenue Code. The Company made a matching contribution to the plan equal to 50% of the first 6% of compensation contributed by each participant until May 2006. Participants are fully vested in all of their contributions and attain a vested right to the Company's matching contributions at the rate of 20% for each full year of service after one year until participants are fully vested after six full years of service.

Item XIX Articles of Incorporation and Bylaws.

Incorporated by reference as posted on the Pink Sheets News Service

Item XX Issuer's Certifications.

I, Gregory Leiser, certify that I have reviewed this disclosure statement of Amistar Corporation and based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: 12/2/2007

\s\ Gregory Leiser
Gregory Leiser
Vice President Finance and CFO

I, Stuart Baker, certify that I have reviewed this disclosure statement of Amistar Corporation and based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

Date: 12/2/07

\s\ Stuart Baker
Stuart Baker
President

Part F Miscellaneous

Item XXI Purchases of Equity Securities by the Issuer and Affiliated Purchasers.

None