ORALABS HOLDING CORP
Form 10QSB
November 22, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-QSB

|X| Quarterly Report under Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended: September 30, 2005

or

|_| Transition Report Pursuance to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from to

COMMISSION FILE NUMBER: 000-23039

ORALABS HOLDING CORP.

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

Colorado	14-1623047
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
18685 East Plaza Drive, Parker, Colorado	80134
(Address of principal executive offices)	(Zip Code)

(303) 783-9499
(Issuer's telephone number)

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 registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

|X| Yes |_| No

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Check whether the issuer filed all documents and reports required to be filed by Section 12, 13 or 15(d) of the Securities Exchange Act of 1934 after the distribution of securities under a plan confirmed by a court.

|_| Yes |_| No

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of September 30, 2005 Issuer had 4,693,015 shares of common stock, $.001 Par Value, outstanding.

Transitional Small Business Disclosure Format (check one)

Yes |_| |X| No

Table of Contents

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Balance Sheets

September 30,

	2005 Unaudited	December 31, 2
Assets		
Current Assets		
Cash and cash equivalents	$731,172	$ 866,432
Accounts receivable, net of allowance for doubtful accounts of $211,740 (2005)and $345,177 (2004)	1,348,210	1,275,820
Inventories	3,184,018	2,878,755
Deferred tax asset - current	239,488	285,117
Income taxes receivable		329,648
Prepaid expenses	150,607	264,451
Deposits and other assets	27,955	158,720
Total current assets	5,681,450	6,058,943
Non-current assets		
Deferred tax asset, long-term	122,795	45,336
Property and equipment, net	1,818,195	1,668,675
Total non-current assets	1,940,990	1,714,011
Total Assets	$7,622,440	$7,772,954
Liabilities and Stockholders' Equity		
Current liabilities		
Accounts payable - trade	$806,680	$ 850,157
Accrued liabilities	261,893	131,812
Reserve for returns	249,902	362,342
Income tax payable	0	0
Current portion of long-term debt	8,437	12,581
Total current liabilities	1,326,912	1,356,892
Non-current Liabilities		
Long-term debt, less current portion	7,350	12,075
Total non-current liabilities	7,350	12,075
Commitments and contingencies		
Stockholders' equity		
Preferred stock, $.001 par value, 1,000,000 shares authorized; none issued and outstanding	0	0
Common stock, $.001 par value; 25,000,000 shares authorized, 4,693,015 issued and outstanding (2005), 4,668,615 issued and outstanding (2004).	4,693	4,669
Additional paid -in capital	1,511,820	1,463,044
Retained earnings	4,771,665	4,936,274
Total stockholders' equity	6,288,178	6,403,987
Total liabilities and stockholders' equity	$7,622,440	$7,772,954

See Notes to Consolidated Financial Statements

2

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statements of Operations

Three Months and Nine Months ended September 30, 2005 and
September 30, 2004
Unaudited

	Three Months Ended		Ni
	09/30/05	09/30/04	09/30/0
Revenues:			
Product sales	$2,944,492	$2,831,826	$9,068,5
Total Revenues	2,944,492	2,831,826	9,068,5
Cost of Sales	1,920,431	2,173,430	5,898,9
Gross profit	1,024,061	658,396	3,169,6
Operating Expenses:			
Engineering	40,312	54,749	168,0
Selling and marketing costs	406,184	274,088	1,062,5
General and administrative	792,638	903,830	2,195,7
Other	12,768	2,901	38,6
Total operating expenses	1,251,902	1,235,568	3,465,0
Net operating (loss) income	(227,841)	(577,172)	(295,4
Other income (expense)			
Interest and other income	13,113	2,913	53,3
Total other income (expense)	13,113	2,913	53,3
Net (loss) income before provision for income taxes	(214,728)	(574,259)	(242,0
Income tax benefit (expense)	68,710	214,054	77,4
Net (loss) income	$ (146,018)	$(360,205)	$(164,6
Basic and diluted (loss) income per common share	$ (.03)	$ (.08)	$ (.
Weighted average shares outstanding	4,693,015	4,580,615	4,677,1

See Notes to Consolidated Financial Statements

3

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statement of Stockholders' Equity
For the Nine Months Ended September 30, 2005
Unaudited

	Preferred Shares	Stock Amount	Common Shares	Stock Amount	Addl. Pa Capita
Balance at Dec. 31, 2004			4,668,615	$4,669	$1,46
Stock options exercised			24,400	24	4
Net loss					
Balance at September 30, 2005			4,693,015	$4,693	$1,51

See Notes to Consolidated Financial Statements

4

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statements of
Cash Flow For the Nine months
Ended September 30, 2005 and 2004
Unaudited

	2005
Cash flows from operating activities	
Net loss	$ (164,6

Adjustments to reconcile net loss to net cash provided by operating activities	
Depreciation	420,0
Allowance for doubtful accounts	(133,4
Deferred tax asset	(31,8
Changes in assets and liabilities:	
Accounts receivable - trade	61,0
Inventories	(305,2
Prepaid expenses, deposits and other assets	244,6
Accounts payable - trade	(43,4
Accrued Liabilities	130,0
Reserve for returns	(112,4
Income taxes receivable (payable)	329,6
	558,9
Net cash provided by (used in) operating activities	394,3
Cash from investing activities	
Investment in property and equipment	(569,5
Net cash used in investing activities	(569,5
Cash from financing activities	
Payment on long term debt	(8,8
Stock options exercised	48,8
Net cash provided by (used in) financing activities	39,9
Net increase (decrease) in cash and cash equivalents	(135,2
Cash and cash equivalents, beginning of the period	866,4
Cash and cash equivalents, end of the period	$ 731,1

Cash paid for income taxes was $ 0.00 (2005) and $ 0.00 (2004)

See Notes to Consolidated Financial Statements

ORALABS HOLDING CORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

NOTE 1 - ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. This report should, therefore, be read in conjunction with the Annual Report on Form 10-KSB/A for the year ended December 31, 2004 (the "2004 Form 10-KSB/A") of OraLabs Holding Corp. and Subsidiaries (the "Company").

The information included in this report is unaudited but reflects all adjustments which, in the opinion of management, are necessary to a fair statement of the results of the interim periods covered thereby. All adjustments are of a normal and recurring nature except as described herein.

RECLASSIFICATIONS

Certain amounts in the prior period financial statements have been reclassified to conform to the 2005 presentation.

NOTE 2 - PROPERTY AND EQUIPMENT

Property and Equipment Property and Equipment Consisted of the following:

Property and Equipment:

	September 30, 2005
Machinery and equipment	$3,600,556
Construction in progress	128,656
Leasehold improvements	146,211
	3,875,423
Less accumulated depreciation	(2,057,228)
	$1,818,195

NOTE 3 - LINE-OF-CREDIT

The Company has a $2,000,000 line-of-credit agreement with a bank secured by substantially all of the Company's assets. The line of credit expires September 2006. As of September 30, 2005, the Company had no outstanding balance on this line-of-credit.

NOTE 4 - RESERVE FOR RETURNS AND ALLOWANCES

The Company previously had reserved 2.75% of revenues for returns and allowances of their product. The reserve is recorded as a reduction of revenues and as a liability on the balance sheet. Beginning with the quarter ended June 30, 2005, after an analysis of favorable historical trends, the Company reduced the reserve percentage to 1.82%. The amount recorded as a liability on the balance sheet at September 30, 2005 is $249,902.

NOTE 5- STOCK OPTIONS

The Company has determined the value of stock-based compensation arrangements under the provisions of APB Opinion No. 25 "Accounting for Stock Issued to Employees"; and makes pro forma disclosures required under SFAS No. 123, "Accounting for Stock-Based Compensation." SFAS No. 123 permits the use of either a fair value based method or the method defined in APB No. 25 which requires the disclosure of pro forma net income (loss) and earnings per share that would have resulted from the use of the fair value based method.

	3 months ended September 30,		
	2005	2004	2
Net (loss) available to common shareholders - as reported	$ (146,018)	$ (360,205)	$
Total stock-based employee compensation expense determined under fair market value method for an award	--	--	
Net loss available to common shareholders - pro forma	$ (146,018)	$ (360,205)	$
Basic and diluted loss per common share - as reported	$ (.03)	$ (.08)	$
Basic and diluted loss per common share - pro forma	$ (.03)	$ (.08)	$

The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. All options are granted at fair market value on the date of the grant. No options have been re-priced or had their maturities extended during 2005. In terms of the provisions of our 1997 Stock Plan, employees, with vested options, who leave the employment of the Company, are required to exercise or forfeit their options within 90 days after leaving employment regardless of the exercise period of the initial grant.

The following are the weighted-average assumptions used at September 30, 2005 and 2004 for all Black-Scholes calculations in the financial statements:

	2005
Approximate risk free rate	3.74%
Average expected life	5 years
Dividend yield	0%
Volatility	78%

NOTE 6 - CUSTOMER CONCENTRATIONS

The Company's revenues are generated from customers located in the United States. The following table summarizes sales to individual customers that comprised more than 10% of the Company's sales for the periods ended September 30.

3 months ended	9 months ended

Customer	9/30/05	9/30/04	9/30/05	9/30/04
A	16%	33%	15%	16%
B	10%	0%	3%	0%
C	6%	3%	12%	12%

NOTE 7 - COMMITMENTS AND CONTINGENCIES

The Company was a party to a legal proceeding that was brought in the Circuit Court of the First Judicial District of Heinz County, Mississippi that was served on the Company on February 26, 2004 as described in the Company's 2004 Annual Report on Form 10-KSB/A. This litigation matter has been setteled and dismissed.

ORALABS HOLDING CORP AND SUBSIDIARIES

ITEM 2 - Management's Discussion and Analysis of Financial Condition and Results of Operations

Special Note on Forward-Looking Statements

Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended, provide a safe harbor for certain forward-looking statements. This quarterly report contains statements that are forward-looking. Forward looking statements include those which are not historical facts, including without limitation statements about management's expectations for any period beyond the fiscal quarter ended September 30, 2005. Words such as "expect", "anticipate", "believe", "intend" and "estimate" and similar expressions are examples of words which identify forward looking statements. While these statements reflect the Company's beliefs as of the date of this report, they are subject to assumptions, uncertainties and risks that could cause actual results to differ materially and adversely from the results contemplated, forecast or estimated in the forward-looking statements included in this report. These factors include, but are not necessarily limited to, the impact of competitive products, the acceptance of new products or product lines in the marketplace, the Company's ability to manage growth, the availability of an adequate work force, and changes in market conditions.

Results of Operations. For the three month period ending September 30, 2005 as compared with the three month period ending September 30, 2004.

Product sales increased $112,666 or 4%. This increase in revenue was primarily a result of expanded distribution. Promotional sales to mass retail were higher in the third quarter of 2004 than in the same period in 2005. Conversely, the Company anticipates the reverse effect in the fourth quarter, as it is expected

that promotional sales will be higher in 2005 than 2004 The Company believes that the last quarter of the year will bring a higher level of sales than the fourth quarter of 2004. The Company believes that it can supply any orders that it would reasonably expect to receive during the fourth quarter. The Company cannot be sure that any increased level of sales will occur.

Gross profit increased $365,665. As a percentage of sales, gross profit increased 12%. A greater concentration of sales were to higher margin customers resulting in increased gross profit margin. The Company's capital investment in automation continues, as it did in the second quarter, to make a positive impact on labor costs. The Company anticipates continued improvements in costs of operations, which will be a positive factor in managing gross profit. However, lower selling prices and higher product packaging costs during the fourth quarter of 2005 will likely keep margins in the same range as second and third quarters of 2005.

Engineering costs decreased by $14,437 due to a decrease in variable labor costs to maintain and repair manufacturing equipment. This was partially offset by a decrease in the amount of engineering salaries being capitalized in 2005 towards production automation projects.

Selling and marketing increased by $132,096 due to an increase in the accrual of sales commissions. These accrual costs may decrease in the fourth quarter of 2005 should the Company move forward with a plan to restructure in-house sales compensation.

Administrative expenses decreased $111,192. In the third quarter of 2004, the Company had expenses of approximately $180,000 related to patent protection litigation, while in the third quarter of 2005 there were costs of approximately $80,000 associated with the proposed stock exchange with NVC Lighting Investment Holdings Limited ("NVC"). NVC terminated the agreement on November 9, 2005 and there will be some residual legal costs in the fourth quarter of 2005, but those costs should not cause a significant increase above normal legal costs in the fourth quarter of 2005.

Other expense increased $9,867, primarily caused by filing fees associated with the NVC agreement. The amount of other expenses is expected to remain consistent going forward.

The Company incurred a net loss from operations for third quarter 2004 of $577,172, and a net loss from operations for third quarter 2005 of $227,841, as explained by the above activities. As a percentage of sales, the net loss from operations for the third quarter of 2004 was 20%, while the third quarter of 2005 shows a loss from operations as a percentage of sales of 8%. The Company hopes, but cannot guarantee, to be profitable in the fourth quarter of 2005.

The Company had a net loss of $146,018 for third quarter 2005 compared to a net loss of $360,205 for third quarter 2004. The effective tax rate decreased from 37% to 32%. For the quarter ended September 30, 2005, the Company recognized the impact of previous tax credits related to enterprise zone credits and foreign territorial income exclusions not previously reflected.

Results of Operations. For the nine month period ending September 30, 2005 as compared with the nine month period ending September 30, 2004.

Product sales decreased $553,966 or 6%. This decrease in revenue was primarily a result of increased competition and slower sales at the retail level during the first six months of 2005, which was partially offset by an increase in sales during the third quarter. Promotional sales to mass retail were higher in the third quarter of 2004 than in the same period in 2005. Conversely, the Company anticipates the reverse effect in the fourth quarter, as it is expected that promotional sales will be higher in 2005 than 2004. The Company believes that the last quarter of the year will bring a higher level of sales than the fourth quarter of 2004. The Company believes that it can supply any orders that it would reasonably expect to receive during the fourth quarter. The Company cannot be sure that any increased level of sales will occur.

Gross profit increased $490,522. As a percentage of sales, gross profit increased by 7%. A greater concentration of sales were to higher margin customers. The Company's capital investment in automation continues, as it did in the second quarter, to make a positive impact on labor costs. The Company anticipates continued improvements in costs of operations, which will be a positive factor in managing gross profit. However, lower selling prices and higher product packaging costs during the fourth quarter of 2005 will likely keep margins in the same range as second and third quarters of 2005.

Engineering expenses decreased $69,705 due to a decrease in variable labor costs to maintain and repair manufacturing equipment. This was partially offset by a decrease in the amount of engineering salaries being capitalized in 2005 towards production automation projects.

Selling and marketing expenses increased $87,573 due to an increase in the accrual for sales commissions. These accrual costs may decrease in the fourth quarter of 2005 should the Company move forward with a plan to restructure in-house sales compensation.

Administrative expenses decreased $185,088. During 2004 the Company had expenses of approximately $250,000 related to patent protection litigation, while in third quarter of 2005 there were costs of approximately $80,000 associated with the proposed stock exchange with NVC. NVC terminated the agreement on November 9, 2005 and there will be some residual legal costs in fourth quarter of 2005, but those costs should not cause a significant increase above normal legal cost in the fourth quarter of 2005.

Other expense increased $7,837, primarily caused by filing related fees associated with the NVC agreement. The amount of other expenses is expected to remain consistent going forward.

The Company incurred a net loss from operations for the first nine months of 2004 of $945,344, and a net loss from operations for the first nine months of 2005 of $295,439, as explained by the above activities. As a percentage of sales, the net loss from operations for the first nine months of 2004 was 10%, while the first nine months of 2005 shows a net loss from operations as a percentage of sales of 3%. The Company hopes, but cannot guarantee, to be profitable in the fourth quarter of 2005.

The Company had a net loss of $164,609 in the first nine months of 2005 compared to a net loss of $603,317 for the same period in 2004. The effective tax rate for the first nine months of 2004 was 37%, while the rate for the first nine months of 2005 was 32%, consistent with management's expectations. For the nine months ended September 30, 2005, the Company recognized a tax benefit related to the completion of the Company's previous year's tax return and recognized the impact of previous tax credits related to enterprise zone credits and foreign territorial income exclusions not previously reflected.

Liquidity and Capital Resources. Balance Sheet as of September 30, 2005 compared to December 31, 2004.

At September 30, 2005, the Company had $731,172 of cash and its current ratio was 4 to 1. The Company believes its current capital resources are sufficient to fund operations for the next twelve months.

Net cash provided by operating activities during the nine months ended September 30, 2005 in the amount of $394,378 consists of the following:

Accounts receivable, net of allowance for doubtful accounts, increased $72,390. While A/R decreased by $61,048, the allowance for doubtful accounts decreased by $133,438. The Company reduced past due receivables by over $100,000 from December 31, 2004 to September 30, 2005 and is working towards comprehensive customer account reconciliations to reduce the amount of allowances against open past due balances. The Company anticipates the fourth quarter to have higher revenue than the third quarter and therefore expects accounts receivable may increase at the end of fourth quarter.

Inventory increased $305,263. This increase is due to a higher volume of finished product inventory made to contribute to fourth quarter projected sales.

Prepaid expenses and deposits decreased $244,608 due to first and second quarter receipt of goods for which deposits existed at year-end.

Accounts payable decreased $43,477 due to timing of payments.

Accrued liabilities increased $130,081 due to timing of accrued payroll.

Reserve for returns decreased $112,439. Beginning with the second quarter of 2005 and based on favorable historical trends, the Company lowered the amount it is accruing from 2.75% of revenues to 1.82%, on an annualized basis, for returns and allowances of their product. See Note 4 of the financial statements.

Cash from investing activities:

Investment in property and equipment increased $569,569. This is comprised of various automation projects designed to reduce production labor costs and increase capacity, and the addition of a new accounting software package. Equipment additions of approximately $100,000 are planned for the fourth quarter.

Trends. Revenues from sales of lip balm, the Company's major product line, were $7,229,202 in the first 9 months of 2005 compared to $7,874,100 for the same period in 2004, or an 8% decrease. As stated above in results of operations, this decrease in revenue was primarily a result of a drop off in sales due to increased competition and slower sales at the retail level. The Company believes that the last quarter of the year will bring a higher level of sales due to the seasonality of our primary product line. The Company cannot be sure that any increased level of sales will occur. The Company's promotional products business is trending upwards and is estimated to contribute significantly to additional sales in the final quarter of 2005.

Sales of sour drops and breath fresheners in the first 9 months of 2005 were $1,344,968 compared to $1,419,318 for the same period in 2004, or a 5% decrease. The Company continues to maintain a solid base of customers. However, the Company is uncertain about whether there will be opportunities to increase sales of this product line.

Sales of EYELIEVE, $258,834 in the third quarter represented 3% of the overall revenue, but the Company anticipates a material impact on its future business, as it has made a determination to move forward with this product category. A capital investment of approximately $200,000 will be made to purchase equipment and plant and equipment modification.

The nutritional supplements, on a relatively smaller scale, provided revenues of $223,014. Revenues were down $106,050 in the first nine months of 2005 compared to 2004, or a 32% decrease. The Company has discontinued the product line Cheat & Lean(TM). Revenues for the remaining supplements are expected to remain stable.

Impact of fuel increases. The Company has seen a continued increase in its cost of plastic components and an increase in fuel surcharges by freight companies. If these trends continue the Company could see further erosion on margins due to higher costs.

Impact of Inflation. The Company's financial condition has not been affected by the modest inflation of the recent past. The Company believes that revenues will not be materially affected by inflation. The Company's lip care and oral care products are primarily very low retail price points and impulse items. The nutritional supplements are a small part of revenues and could be negatively impacted by inflation.

The following table shows aggregated information about contractual obligations as of September 30, 2005:

	Payments Due by Period		
	Total	Less Than 1 Year	1-3 Years
Long-Term Debt	$15,787	$8,437	$7,350
Building Lease	$445,000	$445,000	
Vehicle Lease	$1,500	$1,500	
Total	$462,287	$454,937	$7,350

ITEM 3. CONTROLS AND PROCEDURES Control deficiencies have been identified by management in consultation with Ehrhardt Keefe Steiner & Hottman PC, the Company's prior independent registered public accounting firm. Certain matters involving internal control deficiencies considered to be material weaknesses under standards established by the American Institute of Certified Public Accountants have been reported to the audit committee of the board of directors. The material weaknesses relate to adjustments identified by the auditors to properly state certain inventory related balance sheet accounts that are a result of non-timely account reconciliations and lack of oversight over the accounting process, financial reporting and a lack of qualified accounting personnel.

The primary objective of the Company's Inventory Control Program is to continuously develop and implement systems by which the stated on-hand inventory levels are both controllable and predictable. This critical objective will be achieved through the utilization of quarterly physical inventories, regularly scheduled cycle counts, data processing auditing and Kanban system utilization. The Company believes the staff in place are capable of carrying out this objective through 2005 and beyond.

The lack of timely reconciliation of balance sheet accounts can be significantly attributed to inadequate human resources. The Company did commit significant, but not adequate, human resources to address this. Meanwhile internal daily review processes were not followed further impacting the timeliness of reconciling account balances. The Company has reinstated internal review requirements and timely monthly account reconciliations in the second quarter of

2005 with full compliance expected in the third quarter of 2005.

The lack of oversight over the accounting process, financial reporting and lack of qualified accounting personnel is also being addressed through the internal review process; utilization of improved software capabilities such as automated reports (Business Alerts) as to daily revenues, sales orders due to ship report, payroll report, cash flow, etc. that are being reviewed by management on a daily basis; and although accounting staff is qualified and trained to manage and process financial information necessary to prepare financial statements in accordance with generally accepted accounting principles (GAAP), training is required and planned during 2005 for more extensive education of financial accounting standards that focus more on proper disclosure and recognition of financial reporting information.

Evaluation of Disclosure Controls and Procedures. The Company's Chief Executive Officer and its Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-14(c) and 15d-14(c) as of a date within 90 days of the filing date of this quarterly report on Form 10-QSB (the "Evaluation Date")), have concluded that as of the Evaluation Date, and except as provided above, the Company's disclosure controls and procedures were adequate and effective to ensure that material information relating to the Company and its consolidated subsidiaries would be made known to them by others within those entities, particularly during the period in which this quarterly report on Form 10-QSB was being prepared.

PART II - OTHER INFORMATION

Item No. 1. Legal Proceedings. The Company is not a party, nor are its properties subject to, any material pending legal proceedings other than ordinary routine litigation incidental to the Company's business. The Mississippi litigation matter described in the Company's 2004 Annual Report on Form 10-KSB/A has been settled and dismissed.

Item No. 2. Changes in Securities. None.

Item No. 3. Defaults Upon Senior Securities. None.

Item No. 4. Submission of Matters to a Vote of Security Holders. None.

Item No. 5. Other Information.
The Company announced in its Form 8-K filed on November 10, 2005, that the Stock Exchange Agreement between OraLabs and NVC Lighting Investment Holdings Limited ("NVC") was terminated by NVC.

Item No. 6. Exhibits and Reports on Form 8-K.

(a) Exhibits required to be filed are listed below: Certain of the following exhibits are hereby incorporated by reference pursuant to Rule 12(b)-32 as promulgated under the Securities and Exchange Act of 1934, as amended, from the reports noted below:

Exhibit No.	Description
3.1(i)(1)	Articles of Incorporation

3.1(ii)(2)	Amended and Restated Bylaws
3.1(ii)(4)	Second Amended and Restated Bylaws
4(2)	Specimen Certificate for Common Stock
10.1(2)	1997 Stock Plan
10.2(2)	1997 Non-Employee Directors' Option Plan
10.3(3)	Amended and Restated Employment Agreement Between the Company's Subsidiary and Gary Schlatter
10.4(2)	Stock Option Grant under 1997 Non-Employee Directors' Option Plan
10.5(i)(5)	Business Lease between the Company's Subsidiary and Gary Schlatter (September 1, 2000)
10.5(iii)(8)	Amended Business Lease between the Company's Subsidiary and 2780 South Raritan, LLC effective October 15, 2000.
10.5(iv)(9)	Lease between the Company's Subsidiary and 18501 East Plaza Drive, LLC dated September 4, 2003
10.9(7)	Agreement (effective May 1, 2000, amending the Employment Agreement listed above as Exhibit 10.3).
10.10(10)	Amended and Restated Employment Agreement between the Company's Subsidiary and Gary Schlatter dated May 1, 2003
10.11(11)	Stock Exchange Agreement between the Company, NVC Lighting Investment Holdings Limited and others dated February 23, 2005
11	No statement re: computation of per share earnings is required since such earnings computation can be clearly determined from the material contained in this Quarterly Report on Form 10-QSB.
21(2)	List of Subsidiaries of the Company
31.1(12)	Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002
31.2(12)	Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002
32.1(12)	Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002
32.2(12)	Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002

1 Incorporated herein by reference to Exhibit C of the Definitive Information Statement filed by the Company's predecessor, SSI Capital Corp., on July 24, 1997.

2 Incorporated herein by reference to the Company's Form 10-K filed for fiscal year 1997.

3 Incorporated herein by reference to Exhibit B of the Form 8-K filed by the Company's predecessor, SSI Capital Corp., on May 14, 1997.

4 Incorporated herein by reference to the Company's Form 10-KSB filed for fiscal year 1998.

5 Incorporated herein by reference to the Company's Form 10-QSB filed for the quarter ended September 30, 2000.

6 N/A

7 Incorporated herein by reference to the Company's Form 10-QSB filed for the quarter ended March 31, 2000.

8 Incorporated herein by reference to the Company's Form 10-KSB filed for fiscal year 2000.

9 Incorporated herein by reference to the Company's Form 10-QSB filed for the quarter ended September 30, 2003.

10 Incorporated herein by reference to the Company's Form 10-QSB filed for the quarter ended June 30, 2003.

11 Incorporated herein by reference to the Company's Form 8-K filed February 24, 2005.

12 Filed herewith.

(b) A report on Form 8-K was filed by the Company on August 24, 2005, concerning Item 5.05 (amendments to the Company's Code of Ethics), 7.01 (Regulation FD disclosure) and Item 9.01 (financial statements for the quarter ended June 30, 2005).

12

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.

ORALABS HOLDING CORP.

By:/s/ Gary H. Schlatter

Gary H. Schlatter, President

By:/s/ Emile J. Jordan

Emile J. Jordan, Chief Financial Officer

Dated November 21, 2005

13

Exhibit Index

Exhibit No.	Description

31.1	Certification of President Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002
31.2	Certification of Chief Financial Officer Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002
32.1	Certification of President pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002