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ORALABS HOLDING CORP
Form 10QSB/A
December 20, 2005

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

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

For the quarterly period ended: March 31, 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.

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:

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As of March 31, 2005 Issuer had 4,668,615 shares of common stock, \$.001 Par Value, outstanding.

Transitional Small Business Disclosure Format (check one)

Yes No

EXPLANATORY NOTE: The only change in this amendment is to the text of the section entitled "Evaluation of Disclosure Controls and Procedures" in Item 3. Except as otherwise expressly stated by reference to a specific later date, the disclosure in this Form 10-QSB/A has not been updated to reflect events occurring after the original filing or to modify or update those disclosures affected by subsequent events. Accordingly, except as otherwise expressly stated, this Form 10-QSB/A continues to describe conditions as of the date of the original filing, and we have not updated the disclosures contained herein to reflect events that occurred at a later date. Updated certifications of our Chief Executive Officer and our Chief Financial Officer are attached to this Form 10-QSB/A as exhibits.

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ORALABS HOLDING CORP AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

| | March 31, 2005 Unaudited | December 31, 2004 |
|---|--------------------------------|----------------------|
| | ----- | ----- |
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 1,186,402 | \$ 866,432 |
| Accounts receivable, net of allowance for doubtful accounts of \$317,129 (2005) and \$345,177 (2004) | 1,524,544 | 1,275,820 |
| Inventories | 2,754,660 | 2,878,755 |
| Deferred tax asset - current | 285,117 | 285,117 |
| Income taxes receivable | 194,081 | 329,648 |
| Prepaid expenses | 222,313 | 264,451 |
| Deposits and other assets | 8,774 | 158,720 |
| | ----- | ----- |
| Total current assets | 6,175,891 | 6,058,943 |
| Non-current assets | | |
| Deferred tax asset, long-term | 52,702 | 45,336 |
| Property and equipment, net | 1,816,881 | 1,668,675 |
| | ----- | ----- |
| Total non-current assets | 1,869,583 | 1,714,011 |
| | ----- | ----- |
| Total Assets | \$ 8,045,474 | \$ 7,772,954 |
| | ===== | ===== |
| Liabilities and Stockholders' Equity | | |
| Current liabilities | | |
| Accounts payable - trade | \$ 1,031,245 | \$ 850,157 |
| Accrued liabilities | 231,019 | 131,812 |
| Reserve for returns | 375,938 | 362,342 |
| Income tax payable | 0 | 0 |
| Current portion of long-term debt | 8,437 | 12,581 |
| | ----- | ----- |
| Total current liabilities | 1,646,639 | 1,356,892 |
| | ----- | ----- |
| Non-current Liabilities | | |
| Long-term debt, less current portion | 10,500 | 12,075 |
| | ----- | ----- |
| Total non-current liabilities | 10,500 | 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, 4,668,615 issued (2005 and 2004), 4,668,615 (2005) and 4,580,615 (2004) outstanding | 4,669 | 4,669 |
| Additional paid -in capital | 1,463,044 | 1,463,044 |
| Retained earnings | 4,920,622 | 4,936,274 |
| | ----- | ----- |
| Total stockholders' equity | 6,388,335 | 6,403,987 |
| | ----- | ----- |
| Total liabilities and stockholders' equity | \$ 8,045,474 | \$ 7,772,954 |

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See Notes to Consolidated Financial Statements

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ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statements of Operations
 Three Months Ended March 31, 2005 and March 31, 2004 Unaudited

| | 03/31/05 | 03/31/04 |
|---|--------------|--------------|
| | ----- | ----- |
| Revenues: | | |
| Product sales | \$ 3,580,849 | \$ 3,780,175 |
| | ----- | ----- |
| Total Revenues | 3,580,849 | 3,780,175 |
| | ----- | ----- |
| Cost of Sales | 2,380,514 | 2,610,756 |
| | ----- | ----- |
| Gross profit | 1,200,335 | 1,169,419 |
| | ----- | ----- |
| Operating Expenses: | | |
| Engineering | 92,872 | 101,482 |
| Selling and marketing costs | 406,462 | 392,383 |
| General and administrative | 715,015 | 725,503 |
| Other | 20,353 | 17,491 |
| | ----- | ----- |
| Total operating expenses | 1,234,702 | 1,236,859 |
| | ----- | ----- |
| Net operating loss | (34,367) | (67,440) |
| Other income (expense) | | |
| Interest and other income | 11,350 | (247) |
| | ----- | ----- |
| Total other income (expense) | 11,350 | (247) |
| | ----- | ----- |
| Net loss before provision for income taxes | (23,017) | (67,687) |
| | ----- | ----- |
| Income tax benefit | 7,365 | 25,140 |
| | ----- | ----- |
| Net loss | \$ (15,652) | \$ (42,547) |
| | ===== | ===== |
| Basic and diluted loss per common share | \$.00 | \$ (.01) |
| | ===== | ===== |
| Weighted average shares outstanding | 4,668,615 | 4,580,615 |
| | ===== | ===== |
| Diluted loss per share | .00 | (.01) |
| | ===== | ===== |
| Diluted weighted average shares outstanding | 4,668,615 | 4,582,926 |
| | ===== | ===== |

See Notes to Consolidated Financial Statements

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ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statement of Stockholders' Equity For the Three Months Ended March 31, 2005 Unaudited

| | Preferred Shares | Stock Amount | Common Shares | Stock Amount | Addl. Pa Capit |
|---------------------------|---------------------|-----------------|------------------|-----------------|-------------------|
| Balance at Dec. 31, 2004 | | | 4,668,615 | \$ 4,669 | \$ 1,463 |
| Net loss | | | | | |
| Balance at March 31, 2005 | | | 4,668,615 | \$ 4,669 | \$ 1,463 |

See Notes to Consolidated Financial Statements

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ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statements of
Cash Flow For the Three months
Ended March 31, 2005 and 2004
Unaudited

| | 2005 | 2004 |
|--|-------------|-------------|
| Cash flows from operating activities | | |
| Net loss | \$ (15,652) | \$ (42,547) |
| Adjustments to reconcile net loss to net cash provided by operating activities | | |
| Depreciation | 133,822 | 75,525 |
| Allowance for doubtful accounts | (28,048) | |
| Deferred tax asset | (7,365) | (25,140) |
| Changes in assets and liabilities: | | |
| Accounts receivable - trade | (220,676) | (216,780) |
| Inventories | 124,095 | 97,354 |
| Prepaid expenses and deposits | 192,084 | 48,404 |
| Accounts payable - trade | 181,088 | (46,403) |
| Accrued Liabilities | 99,207 | 200,358 |

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| | | |
|--|--------------|--------------|
| Reserve for returns | 13,596 | (14,186) |
| Income taxes receivable (payable) | 135,566 | (1,021) |
| | ----- | ----- |
| | 623,369 | (502,626) |
| | ----- | ----- |
| Net cash provided by operating activities | 607,717 | 75,564 |
| | ----- | ----- |
| Cash from investing activities | | |
| Investment in property and equipment | (282,028) | (299,705) |
| | ----- | ----- |
| Net cash used in investing activities | (282,028) | (299,705) |
| | ----- | ----- |
| Cash from financing activities | | |
| Payment on long term debt | (5,719) | (5,718) |
| | ----- | ----- |
| Net cash used in financing activities | (5,719) | (5,718) |
| | ----- | ----- |
| Net increase (decrease) in cash and cash equivalents | 319,970 | (229,859) |
| Cash and cash equivalents, beginning of the period | 866,432 | 2,561,108 |
| | ----- | ----- |
| Cash and cash equivalents, end of the period | \$ 1,186,402 | \$ 2,331,249 |
| | ===== | ===== |

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

See Notes to Consolidated Financial Statements

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ORALABS HOLDING CORP AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 Consisted of the following:

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Property and Equipment:

=====

March 31, 2005

| | |
|-------------------------------|--------------|
| Machinery and equipment | \$ 3,251,058 |
| Construction in progress | 210,005 |
| Leasehold improvements | 126,819 |
| | ----- |
| | 3,587,882 |
| Less accumulated depreciation | (1,771,001) |
| | ----- |
| | \$ 1,816,881 |
| | ===== |

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 2005. As of March 31, 2005, the Company had no outstanding balance on this line-of-credit.

NOTE 4 - RESERVE FOR RETURNS AND ALLOWANCES

The company reserves 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. The amount recorded as a liability on the balance sheet at March 31, 2005 is \$375,938.

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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 March, 31, 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 workforce and changes in market conditions.

Results of Operations. For the three month period ending March 31, 2005 as compared with the three month period ending March 31, 2004.

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Product sales decreased \$199,326 or 5%. This modest decrease in revenue was primarily a result of a small drop off in sales to the dollar store market. The Company does not see this as a trend and conversely is positioning itself to increase business and hopes to show growth in dollar store business through the course of 2005, but can not be sure that this growth will occur.

Gross profit increased \$30,916. As a percentage of sales, gross profit increased by 3%. The increase in gross profit is primarily due to decreased costs of labor and overhead. The Company's capital investment in automation has made a positive impact on labor costs during first quarter of 2005. The Company experienced higher cost of overhead in the first quarter 2004 due to higher rent commitments and costs related to getting the new facility operating efficiently. The Company anticipates continued cost improvements in operations and is hopeful that gross profit will continue to make small incremental improvement.

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Engineering, selling and marketing, and administrative expenses remained stable, with a small net decrease of \$5,019. The Company expects these costs to remain consistent.

Other expense increased \$2,862 remaining consistent from 2004 to 2005. Other expenses are expected to remain consistent going forward.

The Company incurred a net loss for first quarter 2004 of \$42,547, and a net loss for first quarter 2005 of \$15,652, as explained by the above activities. As a percentage of sales, the net operating loss for the first quarter of 2004 was 1%, while the first quarter of 2005 shows a net operating loss of less than 1%. The loss for first quarter 2005 is different from the disclosure in the amount of income in form 12b-25 due to an adjustment in the cost of goods sold.

The Company had an after tax loss of \$15,652 for first quarter 2005 compared to an after tax loss of \$42,547 for 1st quarter 2004. The effective tax rate decreased from 37% to 32%. For the quarter ended March 31, 2005, the Company recognized a tax benefit related to 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 March 31, 2005 compared to March 31, 2004.

At March 31, 2005, the Company had \$1,186,402 of cash and its current ratio was nearly 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 in the amount of \$607,717 consists of the following:

Accounts receivable, net of allowance for doubtful accounts, increased \$248,724. As a result of increased sales in March 2005, compared to December, 2004 caused the increase in accounts receivable. The Company reduced past due receivables by over \$200,000 from December 31, 2004 to March 31, 2005 and is working towards comprehensive customer account reconciliations to reduce the amount of allowances against open past due balances. Because the second quarter has typically less revenue the company expects accounts receivable will be less at the end of second quarter.

Inventory decreased \$124,095 due to lower volumes of raw materials and work in process.

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Prepaid expenses and deposits decreased \$192,084 due to first quarter receipts of goods for which deposits existed at year-end.

Accounts payable increased \$181,088 due to timing of payments.

Accrued liabilities increased \$99,207 due to increases in accrued commissions and accrued payroll. Accrued commission increased from year-end due to higher receivables in March compared to December.

Reserve for returns increased \$13,596. The company reserves 2.75% of revenues, 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 was \$282,028. This is comprised of various automation projects designed to reduce production labor costs and the addition of new a new accounting software package. Additional equipment additions are planned for the second quarter.

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Trends. Lip balm revenues were down to \$2,969,566 in the first three months of 2005 as compared to \$3,223,468 in the first three months of 2004. As stated above in results of operations, "This modest decrease in revenue was primarily a result of a small drop off in sales to the dollar store market. The Company does not see this as a trend and conversely is positioning itself to increase business and hopes to show growth in dollar store business through the course of 2005, but cannot be sure that this growth will occur."

Sales of sour drops and breath fresheners were \$525,864 in the first three months of 2005 as compared to \$429,450 in the first three months of 2004, or a 22% increase. The Company continues to maintain a solid base of customers. The Company remains uncertain about opportunities which would likely come from dollar stores or convenience stores.

The nutritional supplements, on a relatively smaller scale, showed a nominal decline in revenue. Revenues were \$85,419 in the first three months of 2005 as compared to \$127,257 in the first three months of 2004, or a 33% decrease.

The Company is planning to introduce eye drops under the name EYELIEVE and has filed for trademark registration under this name. The Company plans to sell these products items on a limited basis and expects to generate some revenue during the second quarter of 2005.

Impact of fuel increases. The Company has seen an 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 (approximately 2%) of revenues and could be negatively impacted by inflation.

The following table shows aggregated information about contractual obligations as of December 31, 2004:

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Payments Due by Period

| | Total | Less Than 1 Year | 1-3 Years | 4-5 Years | After 5 Years |
|----------------|-------------------|---------------------|-------------------|-----------|---------------|
| Long-Term Debt | \$ 18,937 | \$ 8,437 | \$ 10,500 | | |
| Building Lease | \$ 670,000 | \$ 335,000 | \$ 335,000 | | |
| Vehicle Lease | \$ 4,500 | \$ 4,500 | | | |
| Total | \$ 693,437 | \$ 347,937 | \$ 345,500 | | |

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ITEM 3. CONTROLS AND PROCEDURES

Control deficiencies have been identified by management in consultation with Ehrhardt Keefe Steiner & Hottman PC, the Company's independent auditors. 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 made 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 is capable of carrying out this objective through 2005 and beyond.

The lack of timely reconciling of balance sheet accounts can be significantly attributed to problems with data conversion to a new accounting program and staff getting acclimated to the new software, which is not unusual in a change of this magnitude. The Company did commit significant, but not adequate, human resources to address this. Meanwhile internal daily audit processes were not followed further impacting the timeliness of reconciling account balances. The Company expects to reinstate internal audit requirements and timely monthly account reconciliations in the second quarter of 2005 with full compliance 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 audit 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 using generally accepted accounting practices (GAAP), training is required and planned during 2005 for more extensive learning of financial accounting standards that more focus on proper disclosure and recognition of financial reporting information.

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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 the end of the period covered by this quarterly report on Form 10-QSB (the "Evaluation Date")), have concluded that as of the Evaluation Date, 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.

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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 and the matters described in the Company's 2004 Annual Report on Form 10-KSB/A.

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.

As previously announced by the Company in its Form 8-K filed on February 23, 2005, OraLabs entered into a Definitive Agreement with NVC Lighting Investment Holdings Limited under which OraLabs will acquire NVC and convey its ownership of OraLabs, Inc. to OraLabs' President, Gary H. Schlatter. Control of the Company would change from Mr. Schlatter to the owners of NVC. Closing under the Definitive Agreement is conditioned upon many requirements and there can be no assurance that the closing will occur. If the parties do not otherwise terminate the Definitive Agreement, then OraLabs, in anticipation of a meeting of its shareholders called to approve the transactions, will file with the Securities and Exchange Commission a Proxy Statement that will include more detailed information about the Definitive Agreement and the proposed transactions.

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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 |

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| | |
|--------------|--|
| 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 Annual Report on Form 10-KSB. |
| 14.1(12) | Code of Ethics |
| 21(2) | List of Subsidiaries of the Company |
| 31.1(13) | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002 |
| 31.2(13) | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002 |
| 32.1(13) | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002 |
| 32.2(13) | Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002 |

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(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

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quarter ended June 30, 2003.

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

(12) Incorporated herein by reference to the Company's form 10-KSB/A filed for the fiscal year 2004.

(13) Filed herewith.

(b) A report on Form 8-K was filed by the Company on February 24, 2005, concerning the Definitive Agreement described in Item no. 5, Other Information, above.

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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.

ORALABS HOLDING CORP.

BY: /S/ GARY H. SCHLATTER

GARY H. SCHLATTER, PRESIDENT

BY: /S/ EMILE J. JORDAN

EMILE J. JORDAN, CHIEF FINANCIAL OFFICER

DATED DECEMBER 19, 2005

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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 |

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18 U.S.C. Section 1350, as adopted pursuant to Section 906
of the Sarbanes-Oxley Act of 2002