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ORALABS HOLDING CORP
Form 10QSB/A
November 20, 2002

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: September 30, 2002
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.) |
| 2901 South Tejon, Englewood, Colorado | 80110 |
| ----- (Address of principal executive offices) | ----- (Zip Code) |

(303) 783-9499

(Issuer's telephone number)

(Former name, former address and former fiscal
year, if changed since last report)

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.

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Yes No

APPLICABLE ONLY TO CORPORATE ISSUERS:

As of September 30, 2002 Issuer had 9,160,755 shares of common stock, \$.001 Par Value, outstanding. Transitional Small Business Disclosure Format (check one)

Yes No

Table of Contents

| | | |
|----------|---|--------------|
| Part I. | Financial Information | |
| Item 1. | Financial Statements | Page ---- |
| | Consolidated Balance Sheets as of September 30, 2002 (Unaudited) And December 31, 2001..... | 2 |
| | Consolidated Statements of Operations Three Months And Nine Months Ended September 30, 2002 and 2001 (Unaudited)..... | 3 |
| | Consolidated Statement of Stockholders' Equity from December 31, 2001 Through September 30, 2002 (Unaudited)..... | 4 |
| | Consolidated Statements of Cash Flows, Nine Months Ended September 30, 2002 and 2001 (Unaudited)..... | 5 |
| | Notes to Consolidated Financial Statements..... | 6 - 8 |
| Item 2. | Management's Discussion and analysis of Financial Conditions And Results of Operations..... | 9 -10 |
| Item 3. | Controls and Procedures..... | 11 |
| Part II. | Other Information | 12-17 |

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Balance Sheets

===== September 30, December

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| | 2002 Unaudited | 2001 Unaudited |
|---|-------------------|-------------------|
| ----- | | |
| Assets | | |
| Current Assets | | |
| Cash and cash equivalents | \$2,683,298 | \$2,273,100 |
| Accounts receivable, net of allowance for doubtful accounts of \$110,735 and 184,169, respectively | 1,665,569 | 1,937,100 |
| Inventory | 1,743,874 | 1,719,100 |
| Deferred income taxes | 223,780 | 223,100 |
| Prepaid expenses | 151,234 | 156,100 |
| Deposits | 296,411 | 298,100 |
| | ----- | ----- |
| Total Current Assets | 6,764,166 | 6,610,100 |
| Property and equipment at cost, net | 1,232,224 | 1,270,100 |
| Long Term Deferred Taxes | 44,993 | 44,100 |
| Total Assets | 8,041,383 | 7,925,100 |
| | ===== | ===== |
| Liabilities and Stockholders' Equity | | |
| Current Liabilities | | |
| Accounts Payable | 316,535 | 645,100 |
| Accrued liabilities | 461,577 | 378,100 |
| Reserve for Returns | 392,814 | 425,100 |
| Income taxes payable | 104,180 | 182,100 |
| | ----- | ----- |
| Total current liabilities | 1,275,106 | 1,631,100 |
| Long Term Liabilities | 43,047 | |
| Total liabilities | 1,318,153 | 1,631,100 |
| | ----- | ----- |
| Commitments and contingencies | | |
| Stockholders' equity | | |
| Preferred stock, \$.001 par value, 1,000,000 shares authorized; none issued and outstanding | | |
| Common stock, \$.001 par value; 25,000,000 shares authorized, 9,160,755 issued and outstanding at the end of both periods | 9,160 | 9,100 |
| Additional paid in capital | 1,216,905 | 1,216,100 |
| Retained Earnings | 5,497,165 | 5,068,100 |
| | ----- | ----- |
| Total stockholders' equity | 6,723,230 | 6,294,100 |
| | ----- | ----- |
| Total liabilities and stockholders' equity | \$8,041,383 | \$7,925,100 |
| | ===== | ===== |
| ----- | | |

See Notes to Consolidated Financial Statements

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statements of Operations

Three Months and Nine Months ended September 30, 2002 and September 30, 2001
Unaudited

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|--------------|-------------------|--------------|
| | 09/30/02 | 09/30/01 | 09/30/02 | 09/30/01 |
| Revenues: | | | | |
| Product sales | \$ 3,452,786 | \$ 3,499,435 | \$10,381,963 | \$11,373,000 |
| Total Revenues | 3,452,786 | 3,499,435 | 10,381,963 | 11,373,000 |
| Cost of Sales | 2,231,573 | 2,342,717 | 6,871,820 | 6,455,000 |
| Gross profit | 1,221,213 | 1,156,718 | 3,510,143 | 4,918,000 |
| Operating Expenses: | | | | |
| Engineering | 96,530 | 97,638 | 297,042 | 288,000 |
| Selling and marketing costs | 389,025 | 340,270 | 1,226,018 | 1,209,000 |
| General and administrative | 469,703 | 470,110 | 1,402,407 | 1,727,000 |
| Other | 1,805 | 633 | 20,567 | 16,000 |
| Total operating expenses | 957,063 | 908,651 | 2,946,034 | 3,242,000 |
| Net Operating Income | 264,150 | 248,067 | 564,109 | 1,675,000 |
| Other Income (expense) | | | | |
| Interest and other income | 17,082 | 24,459 | 65,142 | 850,000 |
| Total other income (expense) | 17,082 | 24,459 | 65,142 | 850,000 |
| Net income before provision for income taxes | 281,232 | 272,526 | 629,251 | 2,526,000 |
| Provision for income taxes | | | | |
| Current | 73,192 | 65,398 | 200,315 | 902,400 |
| Deferred | --- | --- | --- | --- |
| Net Income | \$ 208,040 | \$ 207,128 | \$ 428,936 | \$1,624,100 |
| Basic income per common share | \$.02 | \$.02 | \$.05 | \$.05 |
| Weighted average shares outstanding | 9,160,755 | 9,160,755 | 9,160,755 | 9,160,755 |

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| | | | | |
|---|-----------|-----------|-----------|---------|
| Diluted income per share | \$.02 | \$.02 | \$.05 | \$ |
| | ===== | ===== | ===== | ===== |
| Diluted weighted average shares outstanding | 9,160,755 | 9,280,513 | 9,198,370 | 9,289,7 |
| | ===== | ===== | ===== | ===== |

See Notes to Consolidated Financial Statements

3

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statement of Stockholders' Equity
For the Nine months ended September 30, 2002
Unaudited

| | Preferred Shares | Stock Amount | Common Shares | Stock Amount | Addl. Paid-In Capital |
|----------------------------------|---------------------|-----------------|------------------|-----------------|-----------------------------|
| ----- | ----- | ----- | ----- | ----- | ----- |
| Balance at Dec. 31, 2001 | | | 9,160,755 | \$ 9,160 | \$1,216,905 |
| Net Income | | | | | |
| Balance at September 30, 2002 | | | 9,160,755 | \$ 9,160 | \$1,216,905 |

See Notes to Consolidated Financial Statements

4

ORALABS HOLDING CORP AND SUBSIDIARIES

Consolidated Statements of Cash Flow For
the Nine months ended September 30, 2002 and 2001
Unaudited

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| | N Months Ende 2002 |
|--|--------------------------|
| ===== | |
| Cash flows from operating activities | |
| ----- | |
| Net Income | \$ 428,936 |
| | ----- |
| Adjustments to reconcile net income to net cash provided by (used in) operating activities | |
| Depreciation | 317,019 |
| Deferred Taxes | |
| Changes in assets and liabilities: | |
| Other current assets | 7,346 |
| Accounts receivable | 272,056 |
| Prepaid taxes | |
| Inventory | (24,004) |
| Accounts payable | (329,032) |
| Accrued expenses | 83,457 |
| Reserve for returns | (32,783) |
| Income taxes payable | (78,047) |
| | ----- |
| Net cash (used in) provided by operating activities | 644,948 |
| | ----- |
| Cash from investing activities | |
| Investment in property and equipment | (231,344) |
| Deposit | |
| | ----- |
| Net Cash (used in) investing activities | (231,344) |
| | ----- |
| Cash flows from financing activities | |
| Payments on Long Term Debt | (4,144) |
| | ----- |
| Net cash (used in) provided by financing activities | (4,144) |
| | ----- |
| Net Increase (decrease) in cash and cash equivalents | 409,460 |
| Cash and cash equivalents, beginning of the period | 2,273,838 |
| | ----- |
| Cash and cash equivalents, end of the period | \$2,683,298 |
| | ===== |
| Supplemental disclosures of cash flow information: | |
| Cash paid for income taxes was \$278,362 (for 2002) and \$1,083,100 (2001) | |
| During the second quarter 2002, the Company obtained a vehicle through a capitalized lease in the amount of \$49,722. | |
| ===== | |

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 for the year ended December 31, 2001 (the "2001 Form 10-KSB") 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.

Note 2 - Property and Equipment

Property and equipment consisted of the following:

Machinery and equipment:

| | September 30, 2002 |
|-------------------------------|--------------------|
| Machinery and equipment | \$1,705,596 |
| Leasehold Improvements | 682,026 |
| | ----- |
| | 2,387,622 |
| | ----- |
| Less accumulated depreciation | (1,155,398) |
| | ----- |
| | \$1,232,224 |
| | ===== |

Note 3 - Line-of-Credit

The Company has a line-of-credit agreement with a bank in the amount of \$1,000,000, which expires May 2003. As of September 30, 2002, the Company had available the entire \$1,000,000 unused line-of-credit. The line-of-credit is collateralized by a first lien on all of the Company's business assets.

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 September 30, 2002 and September 30, 2001 is \$392,814 and \$521,372 respectively.

ORALABS HOLDING CORP AND SUBSIDIARIES

Note 5- Earnings Per Share

The following is a reconciliation of the numerators and denominators of the basic and diluted earnings per share (EPS) computations:

For the Three Months Ended September 30, 2002

| | Income (Numerator) | Shares (Denominator) | Per Share Amt |
|---|-----------------------|-------------------------|---------------|
| Net Income | \$ 208,040 | | |
| Basic EPS | | | |
| Weighted average beginning shares outstanding | | 9,160,755 | |
| Income available to stockholders | \$ 208,040 | 9,160,755 | \$ |
| Effect of Dilutive Common Stock Options | | | |
| Diluted EPS | | | |
| Income available to common stockholders | | | |
| Plus assumed conversions | \$ 208,040 | 9,160,755 | \$ |

For the Three Months Ended September 30, 2001

| | Income (Numerator) | Shares (Denominator) | Per Share Amt |
|---|-----------------------|-------------------------|---------------|
| Net Income | \$ 207,128 | | |
| Basic EPS | | | |
| Weighted average beginning shares outstanding | | 9,160,755 | |
| Income available to stockholders | \$ 207,128 | 9,160,755 | \$ |

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Effect of Dilutive Common Stock Options 119,758

Diluted EPS

Income available to common stockholders
Plus assumed conversions

\$ 207,128

9,280,513

\$

7

ORALABS HOLDING CORP AND SUBSIDIARIES

For the Nine Months Ended September 30, 2002

| | Income (Numerator) | Shares (Denominator) | Per Share Amt |
|---|-----------------------|-------------------------|---------------|
| Net Income | \$ 428,936 | | |
| Basic EPS | | | |
| Weighted average beginning shares outstanding | | 9,160,755 | |
| Income available to stockholders | \$ 428,936 | 9,160,755 | \$ |
| Effect of Dilutive Common Stock Options | | 37,615 | |
| Diluted EPS | | | |
| Income available to common stockholders Plus assumed conversions | \$ 428,936 | 9,198,370 | \$ |

For the Nine Months Ended September 30, 2001

| | Income (Numerator) | Shares (Denominator) | Per Share Amt |
|--|-----------------------|-------------------------|---------------|
|--|-----------------------|-------------------------|---------------|

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| | | | |
|---|-------------|-----------|-------|
| Net Income | \$1,624,194 | | |
| Basic EPS | | | |
| Weighted average beginning shares outstanding | | 9,160,755 | |
| | ----- | ----- | |
| Income available to stockholders | \$1,624,194 | 9,160,755 | \$ |
| | | | ===== |
| Effect of Dilutive Common Stock Options | | 128,964 | |
| Diluted EPS | | | |
| | ----- | ----- | ----- |
| Income available to common stockholders | | | |
| Plus assumed conversions | \$1,624,194 | 9,289,719 | \$ |
| | ===== | ===== | ===== |

=====

ORALABS HOLDING CORP AND SUBSIDIARIES

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, 2002 . 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 September 30, 2002 as compared with the three month period ending September 30, 2001 .

Product sales decreased \$46,649 or 1%. Please refer to the Trends section for a detailed explanation.

Gross profit increased \$64,495. As a percentage of sales gross profit increased from 33% to 35%. The cost of materials went down as a percentage of sales due to a slightly more profitable mix of products being sold in the third quarter of 2002.

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Selling and marketing increased \$48,755. This can be attributed to a combination of modest increases in several areas, consisting of increased staffing, higher outside broker commissions, higher trade show expense and increased inside sales commissions.

Net income increased by \$912 or less than 1% as explained by the above activities. As a percentage of sales, net operating income, which excludes Interest, Other Income and Income taxes, increased from 7% to 8%.

Results of Operations. For the nine month period ending September 30, 2002 as compared with the nine month period ending September 30, 2001 .

Product sales decreased \$991,984 or 10%. Please refer to the Trends section for a detailed explanation.

Gross profit decreased \$1,407,931. As a percentage of sales gross profit decreased from 43% to 34%. Although the three month period showed an increase in gross profit the decrease for the nine month period is as was stated in the June 30, 2002 10-QSB due to three major factors. First, second quarter sales were heavily concentrated in deep discount retailers that require low selling prices and more costly packaging. Secondly, revenues from Kmart Corporation have not increased much since its January bankruptcy; therefore, related promotional costs have had a negative impact on gross profit. Additionally, as a way to remain competitive in the marketplace, the Company has provided value added products for lip balm while maintaining prices to its mass retail customers.

General and administrative expenses decreased approximately \$325,431. The Board granted a bonus to the President of the Company in the amount of \$350,000 in the second quarter of year 2001, and no bonus was granted in the second quarter of year 2002.

Interest and Other Income decreased \$785,542. This was almost entirely due to the one-time transaction in the first quarter of 2001 in which the Company sold its entire minority interest in a company.

Net income decreased by \$1,195,258 or 74 % as explained by the above activities. As a percentage of sales net operating income, which excludes Interest, Other Income and Income taxes, decreased from 15% to 5%.

9

Liquidity and Capital Resources. Balance Sheet as of September 30, 2002 compared to December 31, 2001.

At September 30, 2002, the Company had \$2,683,298 of cash and its current ratio was approximately 5 to 1. The Company believes its current capital resources are sufficient to fund operations for the next twelve months.

The Company generated \$644,948 of cash flows from operating activities for the nine months ended September 30, 2002 versus \$525,545 for the nine months ended September 30, 2001. Also investment in property and equipment was significantly less with \$231,344 for the nine months ended September 30, 2002 versus \$525,690 for the nine months ended September 30, 2001.

Accounts receivable decreased \$272,056. Reduced sales and write downs of aged receivables significantly contributed to the decrease in accounts receivable.

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Accounts payable decreased \$329,032. This is substantially due to the timing of invoices and payments to high volume vendors, which had the effect of the Company holding larger balances at the end of 2001 as compared to the end of third quarter 2002 on its Trade payables.

Accrued liabilities increased \$83,457. This can be substantially attributed to payroll earned in the third quarter to be paid in the fourth quarter of 2002.

Income taxes payable decreased \$78,047. This decrease reflects tax payments made in excess of tax liabilities.

Retained earnings increased \$428,936 as a result of net income.

Trends. Lip balm revenues declined to \$8,195,118 in the first nine months of 2002 as compared to \$8,590,073 in the first nine months of 2001, or a 5% decrease. The Company believes that updated packaging and anticipated expanded distribution to existing customers will help the Company keep pace with the approximately \$3,200,000 in lip balm revenues of fourth quarter 2001 and possibly result in growth in this category in the fourth quarter of year 2002. Additionally, the Company anticipates gross profit should increase in the fourth quarter as it did in the third quarter with cost reduction efficiencies related to expected higher volumes and a more profitable product mix.

Sales of sour drops and breath fresheners were \$1,852,210 in the first nine months of 2002 as compared to \$2,052,468 in the first nine months of 2001, or a 15% decrease. Although the percentage decrease was less than the 37% decrease applicable to the first two quarters of 2002 compared to the same period in 2001, this category remains difficult to predict. There continues to be a significant amount of competitive pressure in the sour and breath products category. The popularity of our established brands is being challenged, making it difficult for the Company to estimate revenues for the remainder of this year.

The nutritional supplements, on a relatively smaller scale, showed decline in revenue. Revenues were \$434,632 in the first nine months of 2002 as compared to \$821,336 in the first nine months of 2001, or a 47% decrease. Cheat & Lean(R) and 5-HTP continue to produce steady revenue. As stated in the June 30, 2002 10-QSB, "The other brands, Glucosamine + MSM, MSM, and Breast Plus(TM), have not produced significant revenue and the future of these brands is uncertain. As is the case with our sour drops and breath fresheners, with additional pressure from competitors it is difficult for the Company to estimate revenues for the remainder of this year."

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 4%) of revenues and could be negatively impacted by inflation.

Item 3. Controls and Procedures

Evaluation of Disclosure Controls and Procedures. The Company's Chief Executive

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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, 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.

Changes in Internal Controls. There were no significant changes in the Company's internal controls or in other factors that could significantly affect the Company's disclosure controls and procedures subsequent to the Evaluation Date, nor any significant deficiencies or material weaknesses in such disclosure controls and procedures requiring corrective actions. As a result, no corrective actions were taken.

11

PART II - OTHER INFORMATION

- Item No. 1. Legal Proceedings. The Company is not a party to any material pending legal proceedings to which either it or its subsidiary is a party or to which any of its property is subject.
- 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. None.
- 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 ----- |
|-------------------------|--|
| 4(1) | Specimen Certificate for Common Stock 10.1(1) 1997 Stock Plan |
| | 10.2(1) 1997 Non-Employee Directors' Option Plan |
| 10.3(2) | Amended and Restated Employment Agreement Between the Company's Subsidiary and Gary Schlatter |
| 10.4(1) | Form of 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(ii) (6) | Amended Business Lease Between the Company's Subsidiary and 2780 South Raritan, LLC effective October 15, 2000. |

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- 10.6(3) Agreement between the Company, Creative Business LLC and Allen R. Goldstone dated August 24, 1999, as amended
- 10.9(4) Agreement (effective May 1, 2000 amending the Employment Agreement listed above as Exhibit 10.3)
- 11 No statement re: computation of per share earnings is required since such computation can be clearly determined from the material contained in this Report on Form 10-QSB
- 99.1(7) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Gary H Schlatter
- 99.2(7) Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Emile Jordan

- 1 Incorporated herein by reference to the Company's Form 10-K filed for fiscal year 1997.
- 2 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.
- 3 Incorporated herein by reference to the Company's Form 10-KSB filed for fiscal year 1999.
- 4 Incorporated herein by reference to the Company's Form 10-QSB filed for the quarter ended March 31, 2000.
- 5 Incorporated herein by reference to the Company's Form 10-QSB filed for the quarter ended September 30, 2000.
- 6 Incorporated herein by reference to the Company's Form 10-KSB filed for fiscal year 2000.
- 7 Filed herewith.
- (b) There was one report on Form 8-K filed during the quarter reported upon in this report. The Form 8-K was filed on August 28, 2002 and concerned a notification from NASDAQ that the Company was not in compliance with NASDAQ's rule 4310 (c) (4) that requires a minimum bid price of \$1.00 for its listed shares. The Company until February 24, 2003 to regain compliance, as more fully described in the Form 8-K. 12

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 Schlatter

Gary Schlatter, President

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By: /s/ Emile Jordan

Emile Jordan, Chief Financial Officer,
Chief Operating Officer

DATED: November 19, 2002

CERTIFICATIONS

I, Gary H. Schlatter/Emile R. Jordan certify that:

1. I have reviewed this quarterly report on Form 10-QSB of OraLabs Holding Corp.;
2. Based on my knowledge, this quarterly report 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 quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Acts Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
 - c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

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Date: November 19, 2002

/s/ Gary H. Schlatter
President
/s/ Emile R. Jordan
Chief Financial Officer

13

Exhibit Index

| Exhibit No. | Description |
|----------------|---|
| 99.1 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Gary H Schlatter |
| 99.2 | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, by Emile Jordan |

14

EXHIBIT 99.1

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of OraLabs Holding Corp. (the "Company") on Form 10-QSB for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Gary H. Schlatter, Chief Executive Officer of the Company, certify, pursuant to 18 USC SS. 1350, as adopted pursuant to SS. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Gary H. Schlatter

Gary H. Schlatter, Chief Executive Officer

Dated 11/19/02

15

EXHIBIT 99.2

CERTIFICATION PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of OraLabs Holding Corp. (the "Company") on Form 10-QSB for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report") I, Emile Jordan, Chief Financial Officer of the Company, certify, pursuant to 18 USC SS. 1350, as adopted pursuant to SS. 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Emile Jordan

Emile Jordan, Chief Financial Officer

16