

OPT SCIENCES CORP

FORM 10-Q (Quarterly Report)

Filed 09/15/15 for the Period Ending 08/01/15

Address	1912 BANNARD ST CINNAMINSON, NJ, 08077
Telephone	856-829-2800
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Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended August 1, 2015.

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 0-1455

OPT-SCIENCES CORPORATION

(Exact name of registrant as specified in its charter)

NEW JERSEY

(State or other jurisdiction of
incorporation or organization)

21-0681502

(I.R.S. Employer
Identification No.)

1912 BANNARD STREET, CINNAMINSON, NEW JERSEY

(Address of principal executive offices)

08077

(Zip Code)

(856) 829-2800

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). YES NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell company(as defined in Rule 12b-2 of the Exchange Act). YES NO

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 775,585 Shares of Common Stock, par value \$0.25, were outstanding as of September 15, 2015.

Opt-Sciences Corporation
FORM 10-Q THIRD QUARTER REPORT - FISCAL YEAR 2015

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PART I FINANCIAL INFORMATION**ITEM 1. FINANCIAL STATEMENTS**

Opt-Sciences Corporation
CONSOLIDATED BALANCE SHEETS

ASSETS

	August 1, 2015 (Unaudited)	November 1, 2014
CURRENT ASSETS		
Cash and cash equivalents	\$ 2,842,009	\$ 3,259,372
Marketable securities	9,493,239	8,001,647
Trade accounts receivable	1,387,270	1,495,707
Inventories	1,068,572	858,253
Prepaid expenses	16,607	17,069
Loans and exchanges	11,385	4,820
Accrued interest receivable	61,846	54,563
Total current assets	<u>14,880,928</u>	<u>13,691,431</u>
PROPERTY AND EQUIPMENT		
Land	216,406	216,406
Building and improvements	993,441	980,398
Machinery and equipment	2,308,198	2,202,225
Total property and equipment	3,518,045	3,399,029
Less accumulated depreciation	<u>2,478,590</u>	<u>2,377,080</u>
Net property and equipment	<u>1,039,455</u>	<u>1,021,949</u>
OTHER ASSETS		
Deposits	2,837	2,837
Total assets	<u>\$ 15,923,220</u>	<u>\$ 14,716,217</u>

Opt-Sciences Corporation

CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	August 1, 2015 (Unaudited)	November 1, 2014
CURRENT LIABILITIES		
Accounts payable - trade	\$ 86,891	\$ 92,446
Accrued income taxes	231,455	20,313
Accrued salaries and wages	238,696	314,657
Accrued professional fees	35,000	38,357
Deferred income taxes	22,195	27,380
Other current liabilities	<u>54,910</u>	<u>50,408</u>
Total current liabilities	<u>669,147</u>	<u>543,561</u>
STOCKHOLDERS' EQUITY		
Common capital stock - par value \$0.25 per share - authorized and issued 1,000,000 shares	250,000	250,000
Additional paid in capital	272,695	272,695
Retained earnings	14,841,921	13,755,871
Accumulated other comprehensive income:		
Unrealized holding gain on marketable securities	76,675	81,308
Less treasury stock at cost - 224,415 shares	<u>(187,218)</u>	<u>(187,218)</u>
Total stockholders' equity	<u>15,254,073</u>	<u>14,172,656</u>
Total liabilities and stockholders' equity	<u>\$ 15,923,220</u>	<u>\$ 14,716,217</u>

Opt-Sciences Corporation

CONSOLIDATED STATEMENTS OF INCOME AND COMPREHENSIVE INCOME (Unaudited)

	Three Months Ended August 1, 2015	Three Months Ended July 26, 2014	Nine Months Ended August 1, 2015	Nine Months Ended July 26, 2014
NET SALES	\$ 1,974,700	\$ 1,712,528	\$ 5,554,066	\$ 4,796,104
COST OF SALES	1,099,640	1,155,483	3,200,636	3,290,229
Gross profit on sales	<u>875,060</u>	<u>557,045</u>	<u>2,353,430</u>	<u>1,505,875</u>
OPERATING EXPENSES				
Sales & delivery	8,006	7,582	15,559	15,408
General & administrative	290,343	267,293	878,633	792,212
Total operating expenses	<u>298,349</u>	<u>274,875</u>	<u>894,192</u>	<u>807,620</u>
Operating income	576,711	282,170	1,459,238	698,255
OTHER INCOME	119,261	117,593	321,112	380,218
Income before taxes	<u>695,972</u>	<u>399,763</u>	<u>1,780,350</u>	<u>1,078,473</u>
FEDERAL AND STATE INCOME TAXES	271,400	151,900	694,300	409,800
Net income	<u>424,572</u>	<u>247,863</u>	<u>1,086,050</u>	<u>668,673</u>
OTHER COMPREHENSIVE INCOME				
Unrealized holding (losses) gains on				
marketable securities, net of taxes	(54,943)	(9,014)	(3,633)	33,267
Comprehensive income	<u>\$ 369,629</u>	<u>\$ 238,849</u>	<u>\$ 1,082,417</u>	<u>\$ 701,940</u>
EARNINGS PER SHARE OF COMMON STOCK				
	<u>\$ 0.55</u>	<u>\$ 0.32</u>	<u>\$ 1.40</u>	<u>\$ 0.86</u>
Average shares of stock outstanding	775,585	775,585	775,585	775,585

CONSOLIDATED STATEMENTS OF RETAINED EARNINGS (Unaudited)

	Three Months Ended August 1, 2015	Three Months Ended July 26, 2014	Nine Months Ended August 1, 2015	Nine Months Ended July 26, 2014
RETAINED EARNINGS - beginning of period	\$ 14,417,349	\$ 13,062,602	\$ 13,755,871	\$ 12,641,792
Net income	424,572	247,863	1,086,050	668,673
RETAINED EARNINGS - end of period	<u>\$ 14,841,921</u>	<u>\$ 13,310,465</u>	<u>\$ 14,841,921</u>	<u>\$ 13,310,465</u>

Opt-Sciences Corporation

CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)

	Nine Months Ended August 1, 2015	Nine Months Ended July 26, 2014
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	\$ 1,086,050	\$ 668,673
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	101,510	105,466
Loss (gain) on sale of securities	15,747	(80,873)
Decrease (increase) in:		
Accounts receivable	108,437	(34,615)
Inventories	(210,319)	34,233
Prepaid expenses	462	(6,767)
Prepaid income taxes	-0-	(40,279)
Loans and exchanges	(6,565)	915
Accrued interest receivable	(7,283)	(6,591)
Deposits	-0-	19,834
(Decrease) increase in:		
Accounts payable	(5,555)	(2,779)
Accrued income taxes	211,142	(54,950)
Accrued salaries and wages	(75,961)	(78,717)
Accrued professional fees	(3,357)	(46,540)
Other current liabilities	4,502	(28,597)
Net cash provided by operating activities	<u>1,218,810</u>	<u>448,413</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of fixed assets	(119,016)	(90,021)
Purchases of securities	(2,288,217)	(1,336,649)
Proceeds from sale of securities	771,060	696,570
Net cash (used) by investing activities	<u>(1,636,173)</u>	<u>(730,100)</u>
(Decrease) in cash	(417,363)	(281,687)
Cash and cash equivalents at beginning of period	<u>3,259,372</u>	<u>3,446,819</u>
Cash and cash equivalents at end of period	<u>\$ 2,842,009</u>	<u>\$ 3,165,132</u>
SUPPLEMENTAL DISCLOSURES:		
Income taxes paid	<u>\$ 483,158</u>	<u>\$ 505,029</u>

Opt-Sciences Corporation

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The accompanying consolidated financial statements include the accounts of Opt-Sciences Corporation, Inc. and its wholly-owned subsidiary, O and S Research, Inc. (collectively, the "Company"). All significant intercompany accounts and transactions have been eliminated in consolidation.

These consolidated financial statements have been prepared by the Company, without audit, and reflect normal recurring adjustments which, in the opinion of management, are necessary for a fair statement of the results for the first nine months of the Company's fiscal year 2015. These consolidated financial statements do not include all disclosures associated with annual consolidated financial statements and, accordingly, should be read in conjunction with the footnotes contained in the Company's consolidated financial statements for the year ended November 1, 2014 together with the auditors' report filed as part of the Company's 2014 Annual Report on Form 10-K.

The three months that ended August 1, 2015 and the three months that ended July 26, 2014 represent thirteen weeks respectively. The nine months that ended August 1, 2015 and the nine months that ended July 26, 2014 represent thirty-nine weeks respectively.

The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

2. INVENTORIES

Inventories consisted of the following:

	August 1, 2015 (Unaudited)	November 1, 2014
Raw materials and supplies	\$ 400,875	\$ 441,138
Work in progress	503,351	285,138
Finished goods	164,346	131,977
Total Inventory	<u>\$ 1,068,572</u>	<u>\$ 858,253</u>

End of quarter inventories are stated at the lower of cost (first-in, first-out) or market. The inventory included in the unaudited quarterly financial statements and in this Form 10-Q is based on estimates derived from an unaudited physical inventory count of work-in-progress and raw materials. The Company provides for estimated obsolescence on unmarketable inventory based upon assumptions about future demand and market conditions. If actual demand and market conditions are less favorable than those projected by management, additional inventory write downs may be required. Inventory, once written down, is not subsequently written back up, as these adjustments are considered permanent adjustments to the carrying value of the inventory. The Company conducts an audited physical inventory at the end of the fiscal year in connection with its audited financial statements and preparation of its Form 10-K.

3. REVENUE RECOGNITION

The Company recognizes revenue in accordance with U.S. GAAP and SEC Staff Accounting Bulletin ("SAB") No. 104, Revenue Recognition. SAB No. 104 requires that four basic criteria must be met before revenue can be recognized: (1) persuasive evidence of an arrangement exists; (2) delivery has occurred or services have been rendered; (3) the price to the buyer is fixed and determinable; and (4) collectability is reasonably assured. Determinations regarding criteria (3) and (4) are based on management's judgments regarding the fixed nature of the price to the buyer charged for products delivered or services rendered and collectability of the sales price. The Company assesses credit worthiness of customers based upon prior history with the customer and assessment of financial condition. The Company shipping terms are customarily FOB shipping point.

4. FINANCIAL INSTRUMENTS

ASC 820, "Fair Value Measurements", requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. ASC 820 establishes a fair value hierarchy based on the level of independent, objective evidence surrounding the inputs used to measure fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement.

ASC 820 prioritizes the inputs into three levels that may be used to measure fair value:

Level 1 applies to assets or liabilities for which there are quoted prices in active markets for identical assets or liabilities.

Level 2 applies to assets or liabilities for which there are inputs other than quoted prices that are observable for the asset or liability such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical assets or liabilities in markets with insufficient volume or infrequent transactions (less active markets); or model-derived valuations in which significant inputs are observable or can be derived principally from, or corroborated by, observable market data.

Level 3 applies to assets or liabilities for which there are unobservable inputs to the valuation methodology that are significant to the measurement of the fair value of the assets or liabilities.

The Company's financial instruments consist principally of cash, cash equivalents, marketable securities, trade accounts receivable, accounts payable and accrued liabilities. Pursuant to ASC 820, the fair value of our cash equivalents and marketable securities is determined based on "Level 1" inputs, which consist of quoted prices in active markets for identical assets. The Company believes that the recorded values of all of the other financial instruments approximate their current fair values because of their nature and respective maturity dates or durations.

5. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

The Company has reviewed all recently issued, but not effective, accounting pronouncements and does not believe the future adoption of any such pronouncements may be expected to cause a material impact on its financial condition or the results of its operations.

6. SUBSEQUENT EVENTS

The Company is not aware of any event that occurred subsequent to the balance sheet date but prior to the filing of this report that could have a material impact on our financial position or results of operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

We make statements in this Report, and we may from time to time make other statements, regarding our outlook or expectations for earnings, revenues, expenses and/or other matters regarding or affecting the Company that are forward-looking statements within the meaning of the Private Securities Litigation Reform Act. Forward-looking statements are typically identified by words such as "believe", "expect", "anticipate", "intend", "outlook", "estimate", "forecast", "project" and other similar words and expressions. Forward-looking statements are subject to numerous assumptions, risks and uncertainties, which change over time. Forward-looking statements speak only as of the date they are made. We do not assume any duty and do not undertake to update our forward-looking statements. Actual results or future events could differ, possibly materially, from those that we anticipated in our forward-looking statements, and future results could differ materially from our historical performance. Our forward-looking statements are subject to the following principal risks and uncertainties:

- Uncertain demand for the Company's products because of the current international financial concerns;
- Risks associated with dependence on a few major customers; and
- The performance, financial strength and reliability of the Company's vendors.

We provide greater detail regarding other factors in our 2014 Form 10-K.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Management's discussion and analysis of financial condition and results of operations are based upon the Company's consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). The preparation of these financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. Specifically, inventory is estimated quarterly and reconciled at the end of the fiscal year when an audited physical count is conducted (also see Notes to Consolidated Financial Statements, Note 1 Summary of Significant Accounting Policies and Note 2 Inventories).

EXECUTIVE SUMMARY

Opt-Sciences Corporation, through its wholly owned subsidiary, O and S Research, Inc., both New Jersey corporations, manufactures anti-glare and transparent conductive optical coatings which are deposited on glass used primarily to cover instrument panels in aircraft cockpits. The Company's business is highly dependent on robust commercial, business, regional and military aircraft markets. We recorded third quarter sales of \$1,974,700 and net income of \$424,572. Sales increased approximately 10.7% or \$191,418 from net sales of \$1,783,282 in the second quarter of Fiscal Year 2015. Compared to the third quarter of 2014, sales increased approximately 15.3% or \$262,172. We currently expect fourth quarter sales to be approximately \$1,700,000 or in line with the previous two quarters. International financial concerns and the prospect of higher interest rates may adversely affect aircraft users and purchasers by inhibiting their ability to finance and their desire to purchase new airplanes as well as their ability and desire to upgrade existing aircraft. During the third quarter of 2015, the Company booked \$1,716,000 in new orders compared to \$2,749,000 in new orders booked for the second quarter of 2015 and \$1,408,000 in new orders booked in the third quarter of 2014. Our backlog of unshipped orders was approximately \$2,840,000 at the end of the third quarter, down approximately \$258,000 from the end of the second quarter of 2015 and up approximately \$671,000 from the third quarter of 2014.

Approximately 60% of the backlog is scheduled for delivery in Fiscal Year 2015. Based on their needs, which change from time to time, our customers may accelerate or defer delivery dates; and we typically try to accommodate their needs if we have available manufacturing capacity and access to the required raw materials. We generally have a four to twelve week delivery cycle depending on product complexity, plant capacity and lead time for raw materials, such as polarizers or filter glass. Our sales tend to fluctuate from quarter to quarter, because all orders are custom manufactured and customer orders are generally scheduled for delivery based on our customer's need date and not based on our ability to manufacture and ship our products. Since the Company has two customers and two subcontractors of one of those customers that all together represented approximately 64% of sales for the third quarter, any significant change in the requirements of either of those customers would have a direct impact on our revenue for a quarter or a year.

RESULTS OF OPERATIONS - THIRD QUARTER

THREE MONTHS ENDED AUGUST 1, 2015 COMPARED WITH THREE MONTHS ENDED JULY 26, 2014

NET SALES

Net sales for the third quarter were \$1,974,700 which is \$262,172 or approximately 15.3% more than the net sales of \$1,712,528 for the third quarter last year. This increase is generally due to normal fluctuations in quarterly demand by our largest customers.

COST OF SALES

Cost of sales for the third quarter decreased \$55,843 or approximately 4.8% to \$1,099,640 or 56% of sales compared to \$1,155,483 or 67% of sales for the third quarter last year. This decrease in cost of sales is primarily related to decreases in overhead expenses and changes in product mix sold during the quarter resulting in decreased raw material costs. Cost of sales is comprised of raw materials, manufacturing direct labor and overhead expenses. The overhead portion of cost of sales is primarily comprised of salaries, benefits, building expenses, production supplies, and maintenance costs related to our production, inventory control and quality departments.

GROSS PROFIT

Gross profit for the third quarter increased \$318,015 to \$875,060 or approximately 44% of sales from \$557,045 or 32% of sales reported for the third quarter last year. This increase in gross profit was the direct result of both an increase in sales and a decrease in cost of sales. This profit margin is not necessarily indicative of future quarterly margins.

OPERATING EXPENSES

Operating expenses increased \$23,474 to \$298,349 from \$274,875 for the same quarter last year. This increase in operating expenses is primarily related to the increased sales. Operating expenses consist of marketing and business development expenses, professional expenses, salaries and benefits for executive and administrative personnel, hiring, legal, accounting, and other general corporate expenses.

OPERATING INCOME

The Company realized operating income of \$576,711 or approximately 29% of sales for the third quarter compared to operating income of \$282,170 or approximately 16% of sales for the third quarter last year. The increase in operating income is based on the factors described above.

OTHER INCOME

Other income of \$119,261 for the third quarter increased by \$1,668 from the same quarter last year.

PROVISIONS FOR INCOME TAX

Income tax expense for the third quarter was \$271,400 or 39% of pre-tax income compared to \$151,900 or 38% of pre tax income for the third quarter last year.

NET INCOME

Net income for the third quarter that ended August 1, 2015 was \$424,572 or \$0.55 per share compared to \$247,863 or \$0.32 per share for the third quarter last year that ended July 26, 2014.

NINE MONTHS ENDED AUGUST 1, 2015 COMPARED WITH NINE MONTHS ENDED JULY 26, 2014

NET SALES

Net sales for the first three quarters were \$5,554,066 which is \$757,962 more than the net sales of \$4,796,104 for the first three quarters last year.

COST OF SALES

Cost of sales for the first three quarters decreased \$89,593 or 2.7% to \$3,200,636 or 58% of sales, compared to \$3,290,229 or 69% of sales for the first three quarters last year. This decrease in cost of sales is primarily related to decreases in overhead expenses and decreases in raw material costs associated with changes in the product mix sold during the first three quarters. Cost of sales is comprised of raw materials, manufacturing direct labor and overhead expenses. The overhead portion of cost of sales is primarily comprised of salaries, benefits, building expenses, production supplies, and maintenance costs related to our production, inventory control and quality departments.

GROSS PROFIT

Gross profit for the first three quarters increased \$847,555 to \$2,353,430 or approximately 42% of sales from \$1,505,875 or 31% of sales reported for the first three quarters last year. This increase in gross profit was the direct result of both an increase in sales and a decrease in cost of sales. This profit margin is not necessarily indicative of future results.

OPERATING EXPENSES

Operating expenses increased \$86,572 to \$894,192 from \$807,620 for the same nine month period last year. Operating expenses consist of marketing and business development expenses, professional expenses, salaries and benefits for executive and administrative personnel, hiring, legal, accounting, and other general corporate expenses.

OPERATING INCOME

The Company realized operating income of \$1,459,238 or approximately 26% of sales for the nine months compared to operating income of \$698,255 or approximately 14% of sales, for the first nine months last year.

OTHER INCOME

Other income of \$321,112 for the first three quarters decreased by \$59,106 from the same three quarters last year. This decrease was primarily related to capital gains that were realized in the first quarter last year.

PROVISIONS FOR INCOME TAX

Income tax expense for the first three quarters was \$694,300 or 39% of pre-tax income compared to \$409,800 or 38% of pre tax income for the first three quarters last year.

NET INCOME

Net income for the nine months ending August 1, 2015 was \$1,086,050 or \$1.40 per share compared to \$668,673 or \$0.86 per share for the nine months ending July 26, 2014.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As a "smaller reporting Company" as defined by Item 10 of Regulation S-K, the Company is not required to provide information required by Item 3.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures. As of the end of the period covered by this report, the Company conducted an evaluation, under the supervision and with the participation of the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, the CEO and CFO concluded that the Company's disclosure controls and procedures are effective to reasonably ensure that information required to be disclosed by the Company in reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms. This information is accumulated and communicated to our management, including the CEO and CFO, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Controls. There were no changes in our internal controls during the last fiscal quarter that have materially affected, or are reasonably likely to materially affect, these controls over financial reporting.

PART II OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We are subject from time to time to certain claims and litigation in the ordinary course of business. It is the opinion of management that the outcome of such matters will not have a material adverse impact on our combined financial position or results of operations.

ITEM 1A. RISK FACTORS

Smaller reporting companies are not required to provide the information required by this item.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

ITEM 5. OTHER INFORMATION

The registrant does not have in place procedures by which stockholders may recommend nominees to the registrant's Board of Directors.

ITEM 6. EXHIBITS

- 31.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101. Financial statements from the Quarterly Report of Form 10-Q of Opt-Sciences Corporation for the period ending August 1, 2015 as interactive data files formatted in XBRL: (i) The Consolidated Balance Sheet, (ii) the Consolidated Statement of Operations, (iii) the Consolidated Statements of Cash Flows, and (iv) the Notes to the Consolidated Financial Statements.
- 101.INS XBRL Instance Document.
- 101.SCH XBRL Taxonomy Extension Schema Document.
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.

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.

Opt-Sciences Corporation

/s/ Anderson L. McCabe

Anderson L. McCabe
Chief Executive Officer &
Chief Financial Officer
September 15, 2015

EXHIBIT 31.1

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14 OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Anderson L. McCabe, as CEO and CFO of Opt-Sciences Corporation, certify that:

1. I have reviewed this quarterly report of Opt-Sciences Corporation;
2. Based on my knowledge, this 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 report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of Opt-Sciences Corporation as of, and for, the periods presented in this report;
4. I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for Opt-Sciences Corporation and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to Opt-Sciences Corporation, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of Opt-Sciences Corporation's disclosure controls and procedures and presented in this report my conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in Opt-Sciences Corporation's internal control over financial reporting that occurred during Opt-Sciences Corporation's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, Opt-Sciences Corporation's internal control over financial reporting; and
5. I have disclosed, based on my most recent evaluation of internal control over financial reporting, to Opt-Sciences Corporation's auditors and the audit committee of Opt-Sciences Corporation's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect Opt-Sciences Corporation's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in Opt-Sciences Corporation's internal control over financial reporting.

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER AND CHIEF
FINANCIAL OFFICER PURSUANT TO 18 U.S.C. 1350, AS ADOPTED PURSUANT
TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002.**

/s/ Anderson L. McCabe
Anderson L. McCabe
Chief Executive Officer &
Chief Financial Officer
September 15, 2015

I, Anderson L. McCabe as CEO and CFO of Opt-Sciences Corporation, certify to my knowledge, pursuant to section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Quarterly Report on Form 10-Q of the Company for the quarterly period ended August 1, 2015 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 Opt-Sciences Corporation.

Opt-Sciences Corporation

/s/ Anderson L. McCabe
Anderson L. McCabe
Chief Executive Officer &
Chief Financial Officer
September 15, 2015