

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-QSB

(Mark One)

☒ QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED April 28, 2007.

☐ TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE EXCHANGE ACT FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_.

COMMISSION FILE NUMBER: 0-1455

OPT-SCIENCES CORPORATION  
(Exact name of small business issuer 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 08077  
(Address of principal executive offices)

(856) 829-2800  
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 ☐

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

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practical date:

Class, Common Stock, par value of \$.25 per share: 775,585 Shares outstanding as of May 31, 2007.

Transitional Small Business Format (Check one) YES ☐ NO ☒

TABLE OF CONTENTS

FORM 10-QSB SECOND QUARTER REPORT - FISCAL YEAR 2007  
OPT-SCIENCES CORPORATION AND SUBSIDIARY

PAGE

PART I FINANCIAL INFORMATION

Item 1.	Financial Statements.....	3
	Consolidated Balance Sheets - April 28, 2007(unaudited) and October 28, 2006.....	3
	Consolidated Statements of Income and Retained Earnings (unaudited)- thirteen and twenty-six weeks ended April 28, 2007 and thirteen and twenty-six weeks ended April 29, 2006.....	5
	Consolidated Statements of Cash Flows (unaudited)- twenty-six weeks ended April 28, 2007 and twenty-six weeks ended April 29, 2006.....	6
	Notes to Consolidated Financial Statements.....	7
Item 2.	Management's Discussion and Analysis or Plan of Operation.....	8
	Cautionary Statement Regarding Forward-Looking Information Executive Summary Critical Accounting Policies and Estimates Results of Operations Financial Condition Risks and Uncertainties	
Item 3.	Controls and Procedures.....	12

PART II OTHER INFORMATION

Item 1.	Legal Proceedings.....	12
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds.....	12
Item 3.	Defaults Upon Senior Securities.....	12
Item 4.	Submission of Matters to a Vote of Security Holders.....	12
Item 5.	Other Information.....	12
Item 6.	Exhibits and Reports on Form 8-K .....	13
Signatures	.....	13

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Opt-Sciences Corporation  
CONSOLIDATED BALANCE SHEETS

	ASSETS	
	April 28, 2007	October 28, 2006
	(unaudited)	
CURRENT ASSETS		
Cash and cash equivalents	\$ 5,951,773	\$ 5,798,506
Trade accounts receivable	839,454	811,369
Inventories	577,881	569,967
Prepaid expenses	20,849	39,578
Prepaid income taxes	-0-	23,900
Loans and exchanges	2,285	3,505
Deferred taxes	-0-	3,070
Marketable securities	<u>883,593</u>	<u>750,427</u>
Total current assets	<u>8,275,835</u>	<u>8,000,322</u>
PROPERTY AND EQUIPMENT		
Land	114,006	114,006
Building and improvements	449,987	449,987
Machinery and equipment	1,454,013	1,415,709
Small tools	53,580	53,580
Furniture and fixtures	8,624	8,624
Office equipment	57,419	52,148
Automobiles	<u>71,211</u>	<u>85,605</u>
Total property and Equipment	2,208,840	2,179,659
Less: accumulated Depreciation	<u>1,594,412</u>	<u>1,551,421</u>
Net property and Equipment	<u>614,428</u>	<u>628,238</u>
OTHER ASSETS		
Deposits	<u>4,170</u>	<u>2,837</u>
Total assets	<u>\$ 8,894,433</u>	<u>\$ 8,631,397</u>

Opt-Sciences Corporation  
CONSOLIDATED BALANCE SHEETS

LIABILITIES AND STOCKHOLDERS' EQUITY

	April 28, 2007 (unaudited)	October 28, 2006
CURRENT LIABILITIES		
Accounts payable - trade	\$ 32,183	\$ 83,621
Accrued income taxes	82,011	-0-
Deferred taxes	2,931	-0-
Other current liabilities	<u>159,335</u>	<u>225,203</u>
Total current liabilities	<u>276,460</u>	<u>308,824</u>
STOCKHOLDERS' EQUITY		
Common capital stock - par value \$.025 per share - authorized and issued 1,000,000 shares	250,000	250,000
Additional paid in capital	272,695	272,695
Retained earnings	8,265,060	7,977,615
Accumulated other comprehensive income	17,436	9,481
Less treasury stock at cost - 224,415 shares and 224,415 shares	<u>(187,218)</u>	<u>(187,218)</u>
Total stockholders' equity	<u>8,617,973</u>	<u>8,322,573</u>
Total liabilities and stockholders' equity	<u>\$ 8,894,433</u>	<u>\$ 8,631,397</u>

Opt-Sciences Corporation  
CONSOLIDATED STATEMENTS OF INCOME AND RETAINED EARNINGS (unaudited)

	Thirteen Weeks Ended April 28, 2007	Thirteen Weeks Ended April 29, 2006	Twenty-Six Weeks Ended April 28, 2007	Twenty-Six Weeks Ended April 29, 2006
NET SALES	\$ 1,467,128	\$ 990,403	\$ 2,466,244	\$ 2,005,228
COST OF SALES	<u>916,853</u>	<u>690,314</u>	<u>1,697,215</u>	<u>1,366,442</u>
Gross profit on sales	<u>550,275</u>	<u>300,089</u>	<u>769,029</u>	<u>638,786</u>
OPERATING EXPENSES				
Sales & delivery	11,848	9,793	21,174	19,800
General and administrative	<u>218,340</u>	<u>162,342</u>	<u>400,453</u>	<u>359,385</u>
Total operating Expenses	<u>230,188</u>	<u>172,135</u>	<u>421,627</u>	<u>379,185</u>
Operating income	320,087	127,954	347,402	259,601
OTHER INCOME	<u>87,921</u>	<u>35,272</u>	<u>156,743</u>	<u>88,463</u>
Net income before taxes	408,008	163,226	504,145	348,064
FEDERAL AND STATE INCOME TAXES	<u>175,400</u>	<u>70,200</u>	<u>216,700</u>	<u>149,700</u>
NET INCOME	232,608	93,026	287,445	198,364
RETAINED EARNINGS - beginning of period	<u>8,032,452</u>	<u>7,678,760</u>	<u>7,977,615</u>	<u>7,573,422</u>
RETAINED EARNINGS - end of period	<u>\$ 8,265,060</u>	<u>\$ 7,771,786</u>	<u>8,265,060</u>	<u>\$ 7,771,786</u>
EARNINGS PER SHARE OF COMMON STOCK	<u>0.30</u>	<u>0.12</u>	<u>0.37</u>	<u>0.26</u>
Average shares of common stock outstanding	<u>\$ 775,585</u>	<u>\$ 775,585</u>	<u>\$ 775,585</u>	<u>\$ 775,585</u>

Opt-Sciences Corporation  
CONSOLIDATED STATEMENTS OF CASH FLOWS (unaudited)

	Twenty-six Weeks Ended April 28, 2007	Twenty-six Weeks Ended April 29, 2006
CASH FLOWS FROM OPERATING ACTIVITIES		
Net income	\$ 287,445	\$ 198,364
Adjustments to reconcile net income to Net cash (used) provided by operating activities:		
Depreciation	57,385	59,108
Loss (gain) on sale of securities	(24,727)	22,496
Decrease (increase) in:		
Accounts receivable	(28,085)	(55,432)
Inventories	(7,914)	(30,567)
Prepaid expenses	18,729	(6,329)
Prepaid income taxes	23,900	-0-
Loans and exchanges	1,220	1,055
(Decrease) increase in:		
Accounts payable	(51,438)	25,548
Accrued income taxes	82,011	(230,434)
Other current liabilities	(65,868)	(82,673)
Net cash (used) provided by operating activities	<u>292,658</u>	<u>(98,864)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Additions to property and equipment	(43,575)	(17,229)
Deposits	(1,333)	(1,518)
Purchases of securities	(355,040)	(26,676)
Sales of securities	<u>260,557</u>	<u>650,828</u>
Net cash provided (used) by investing activities	<u>(139,391)</u>	<u>605,405</u>
Increase in cash	153,267	506,541
Cash and cash equivalents at beginning of period	<u>5,798,506</u>	<u>5,356,228</u>
Cash and cash equivalents at end of period	<u>\$ 5,951,773</u>	<u>\$ 5,862,769</u>
SUPPLEMENTAL DISCLOSURES:		
Income taxes paid	<u>\$ 111,318</u>	<u>\$ 380,912</u>

# 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&S Research, Inc. 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 six months of the Company's fiscal year 2007. These consolidated financial statements do not include all disclosures associated with annual consolidated financial statements and, accordingly, should be read in conjunction with footnotes contained in the Company's consolidated financial statements for the year ended October 28, 2006 together with the auditors' report filed as part of the Company's 2006 Annual Report on Form 10-KSB.

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:

	April 28, 2007 (Unaudited)	October 28, 2006
Finished goods	\$ 211,394	\$ 226,048
Raw materials and supplies	321,191	305,974
Work in progress	<u>45,296</u>	<u>37,945</u>
Total Inventory	\$ <u>577,881</u>	\$ <u>569,967</u>

End of quarter inventories are stated at the lower of cost (first-in, first-out) or market and are based on estimates rather than a physical inventory. A physical inventory is conducted at the end of the fiscal year. 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. Historically, the Company conducts a physical inventory annually in connection with its audited financial statements and preparation of its Form 10-KSB. The inventory appearing on unaudited quarterly financial statements and in Form 10-QSB is based on estimates derived from the last physical inventory and subsequent verifiable purchases of raw materials, sales of finished products, and product orders in process of completion.

### 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) collectibility is reasonably assured. Determination of 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 collectibility 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's shipping terms are customarily FOB shipping point.

### 4. RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS

In June 2006, the Financial Standards Accounting Board (FASB) issued interpretation No. 48, Accounting for Uncertainty in Income Taxes, an interpretation of FASB statement No. 109. Interpretation 48 clarifies the accounting for uncertainty in income taxes recognized in an entity's financial statements in accordance with Statement 109 and prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Additionally, Interpretation 48 provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Interpretation 48 is effective for fiscal years beginning after December 15, 2006 with early adoption permitted. We will adopt Interpretation 48 for our fiscal year 2008, and do not currently expect the adoption of Interpretation 48 to have a impact on our financial statements.

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATION

### 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. We provide greater detail regarding these factors in our 2006 Form 10-K, including in the Company Risk Factors section. Our forward-looking statements may also be subject to other risks and uncertainties including those discussed in the Risks and Uncertainties section of this Quarterly Report or in our other filings with the SEC.

- Uncertainties about the future demand for the Company's products;
- Risks associated with dependence on a few major customers;
- The timing and completion of significant orders; and
- The performance and reliability of the Company's vendors.



## EXECUTIVE SUMMARY

Opt-Sciences Corporation, through its wholly owned subsidiary, O & 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 a robust commercial, business, regional aircraft market and to a lesser degree the military aircraft market. We recorded second quarter sales of \$1,467,128 and net income of \$232,608. Sales are up 47% and net income is up 324% from the first quarter of 2007. The significant increases are the result of three factors: (i) sales in the first quarter were lower than expected; (ii) sales in the second quarter of 2007 were higher than expected, reflecting an improved market and higher backlog of orders; (iii) the percentage increase in profits is much larger than the percentage increase in sales because of increased economies of scale. Sales and net income are up 48% and 150% respectively from the second quarter of 2006. Our backlog of unshipped orders at the end of the second quarter of 2007 increased to \$2,361,500, a 34% increase over the end of the first quarter. This is also a 72% increase over unshipped orders at the end of the second quarter of 2006. We generally have a four to twelve week delivery cycle depending on product complexity, available plant capacity and required lead time for specialty 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 need to make shipments. Since the Company has two customers that together represent over 50% of sales, any significant change in the requirements of either of those customers has a direct impact on our revenue for the quarter. When one of these customers defers a sizable order, sales for the following quarter often rebound as the customer replenishes its inventory. Based on our understanding of the industry and the needs of our customers, we fully expect to complete and ship 90% of our current backlog of unshipped orders before the end of fiscal 2007. Accordingly, we currently expect third quarter sales to reach \$1,500,000. In addition, we project revenues this fiscal year at over \$5,000,000, unless there is an unanticipated downturn in demand for the Company's products, or there is a critical problem with the Company's suppliers of such specialty components, such as polarizers, adhesives or etched glass, each of which is currently sole sourced.

## 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 a detailed audit is conducted (also see Notes to Consolidated Financial Statements, Note 1 Summary of Significant Accounting Policies and Note 2 Inventories).

## RESULTS OF OPERATIONS

### NET SALES

Net sales of \$1,467,128 for the second quarter of 2007 increased 48% from 2006 second quarter sales of \$990,403, and increased 47% from \$999,116 in the first quarter of fiscal 2007. The increase from the first quarter of 2007 was in part due to production difficulties in that quarter which have since been corrected and due to a significant increase in demand which is reflected in our increased backlog. The increase from the same period last year was to some extent anticipated because during that period last year our Company suffered from an unexpected temporary reduction in orders from one of our largest customers.

### COST OF SALES

Cost of sales for the second quarter of 2007 of \$916,853 increased from 690,314 for the second quarter of 2006. This increase is in a large part due to the increase in sales from the same quarter last year. Cost of sales increased \$136,491 or 17% from the first quarter. The gross profit margin of 31% for the second quarter of 2007 has increased from the 21% for the first quarter primarily because of an increase in economies of scale in manufacturing resulting from the higher sales and the resolution of certain production difficulties. 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.

### GENERAL AND ADMINISTRATIVE

Total operating expenses, including selling, general and administrative expenses, were \$218,340 for the second quarter of 2007 compared to \$162,342 for the second quarter of 2006. This increase from the second quarter of 2006 was in a large part due to an increase in sales. Our general, and administrative 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

Operating income for the second quarter of \$320,087 increased about 150% from 2006 second quarter operating income of \$127,954 and increased dramatically from \$27,315 in the first quarter of 2007. Reasons for the increase over the second quarter of 2006 are due to increased sales and increased production efficiency as described above.

### OTHER INCOME

Other income of \$87,921 for the second quarter of 2007 increased compared to \$35,272 from second quarter of 2006 and 68,822 for the first quarter of 2007. This improvement is related to higher yields of the investment portfolio, which formerly had a significant holding of preferred stocks.

### NET INCOME

Net income of \$241,108 for the second quarter of 2007 compared to \$93,026 for the second quarter of 2006 and \$54,837 in the first quarter of 2007 as result of the factors described above.

### BACKLOG OF ORDERS

During the second quarter, the Company booked \$2,063,000 in new orders compared to \$1,234,100 in new orders booked for the second quarter of 2006 and \$1,460,400 in the first quarter of 2007. Our backlog of unshipped orders stood at \$2,361,500 at the end of the second quarter. This backlog is up

approximately 72% from the end of the 2006 second quarter and up approximately 34% from the end of the first quarter of 2007.

#### FINANCIAL CONDITION

The Company utilizes its working capital to finance current operations and capital improvements. Cash and cash equivalents have increased \$153,267 from the first quarter of 2007 and increased \$37,806 from the end of the second quarter of 2006. The fluctuations in cash and cash equivalents are primarily a result of income earned and investments in the Company's portfolio of securities. The Company maintains a strong liquidity in its current position in order to improve its ability to deal with the risks and uncertainties identified below.

#### RISKS AND UNCERTAINTIES

The future of our Company will depend, largely, on our ability to successfully develop or acquire new products. There is no assurance, however, that we will be successful in achieving market acceptance of the new products that we develop or acquire. Failure to diversify our existing product offerings could be harmful to our overall business, and could negatively affect results of operations and financial condition.

The future market for the Company's aircraft instrument glass is shrinking due to technological obsolescence and the use of larger displays in the cockpit and the new display technologies. Of the new display technologies, rear projection displays cause the most concern to the Company because they do not use components which the Company manufactures. These display types are currently used in many military aircraft applications and utilize a patented cover glass that acts as a rear projection screen. The time frame for this technology migrating to commercial/business avionic displays is currently unpredictable. Larger primary instrument displays are eliminating the need for smaller, specialized and otherwise redundant instruments. As unit volume for displays declines, competition among vendors to maintain market share will become more intense. We expect this competition will take the form of lower prices and shorter delivery times. The opportunities to expand the existing product lines are limited. New electro-mechanical displays which require glass wedges manufactured by the Company are being purchased less frequently than LCD displays which require a simpler, less expensive cover glass. The simpler design opens the market to prospective competitors who do not otherwise have the ability to manufacture glass wedges.

We face increasing competition from established companies that have significantly greater resources. Certain of our competitors enjoy substantial competitive advantages, such as:

- Greater corporate name recognition, larger marketing budgets and greater resources,
- Established marketing relationships and access to larger customer bases, and
- Substantially greater financial, technical and other resources.

Section 404 of the Sarbanes-Oxley Act of 2002, requiring each company and its public accounting firm to report on the effectiveness of the company's internal controls over financial reporting, will first apply to the Company's Annual Report on Form 10-KSB for the Fiscal Year 2009. The Company expects its operating expenses will increase further as a result of the costs associated with implementation of and maintaining compliance with Section 404 and other provisions of the Sarbanes-Oxley Act.

### ITEM 3. CONTROLS AND PROCEDURES

a. Evaluation Of Disclosure Controls And Procedures. Based on his evaluation as of the end of the periods covered by this report, the Company's chief executive officer and chief financial officer concluded that the Company's disclosure controls and procedures referred to in paragraph 4(c) of his Certification included as an exhibit to this report were effective.

b. Changes In Internal Controls. During the period covered by this report, the Company has not made any change to its internal controls over financial reporting as referred to in paragraph 4(d) of the Certification of the Company's principal executive officer and principal financial officer included as an exhibit to this report that has materially affected, or is reasonably likely to materially affect the Company's internal control over financial reporting.

## PART II - OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS

We are subject 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 effect on our combined financial position or results of operations.

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

None

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

We did not solicit proxies for the Annual Stockholders Meeting held on March 28, 2007. The Board of Directors as previously reported to the SEC was reelected in its entirety.

### ITEM 5. OTHER INFORMATION

Status of the Company's Reverse Stock Split. On September 1, 2004 the Board of Directors of the Company made a determination to amend the Articles of Incorporation and implement a reverse stock split on the basis of 1:2,000 shares. The purpose of this decision was to take the Company private and avoid ongoing and increasing costs related to the public reporting status of the Company and compliance with the Sarbanes-Oxley Act. The principal stockholders representing over 2/3 of the outstanding shares consented to such action. Under New Jersey law, consent by 2/3 of the stockholders is sufficient without the need of conducting a stockholders meeting. On November 3, 2004, the Company made preliminary filings of a Schedule 14C and a Schedule 13(e)3 with the Securities and Exchange Commission. The SEC responded to such filings on December 3, 2004. On January 20, 2005 the Company filed an amended Schedule 14C and an amended Schedule 13(e)3. On February 9, 2005 the SEC provided the Company a second letter of comments. The Company continues to review this matter and other methods of reducing the burdens and costs of retaining its status as a reporting company, but it is not expected to take any action in the near term.

The Company is continuing to review its plans for operational reorganization, capital expenditure and product diversification.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) 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 Office and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) REPORTS ON FORM 8-K:

None

Signatures

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunder duly authorized.

OPT-SCIENCES CORORATION

By: /s/Anderson L. McCabe

-----  
Anderson L. McCabe  
Chief Executive Officer  
Dated: June 7, 2007

EXHIBIT 31.1

Certification of Chief Executive Officer and Chief Financial Officer 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.

/s/Anderson L. McCabe

-----  
Name: Anderson L. McCabe  
Title: Chief Executive Officer/  
Chief Financial Officer  
Dated: June 7, 2007

#### EXHIBIT 32.1

Certification of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

I, Anderson L. McCabe as CEO and CFO of Opt-Sciences Corporation (the "Company"), certify to my knowledge, pursuant to section 906 of the Sabanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that: (1) the Quarterly Report on Form 10-QSB of the Company for the quarterly period ended April 28, 2007 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); 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/Anderson L. McCabe

-----  
Name: Anderson L. McCabe  
Title: Chief Executive Officer/  
Chief Financial Officer  
Dated: June 7, 2007