

VICTOR INDUSTRIES INC
Form 10KSB
April 17, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

[Missing Graphic Reference]
FORM 10-KSB

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2005

VICTOR INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

Idaho
(State or other jurisdiction of
incorporation or organization)

91 078484114
(I.R.S. Employer
Identification No.)

**180 S.W. Higgins Avenue, Missoula
Montana**
(Address of principal executive offices)

59803
(Zip Code)

(406) 549-2261
Registrant's telephone number

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the last 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 [X] No

Indicate by check mark if disclosure of delinquent filers in response to Item 405 of Regulation S-B is not contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. []

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
[] Yes [X] No

State issuer's revenues for its most recent fiscal year. \$ **4,385**

State the aggregate market value of the voting and non-voting common equity held by **non-affiliates** computed by reference to the price at which the common equity was sold, or the average bid and asked price of such common equity, as of a specified date within the past 60 days: **\$0.01 as of March 31, 2006 (rounded to the nearest penny)**

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

| Class | Outstanding at April 5, 2006 |
|--|-------------------------------------|
| Shares of common stock - \$0.001 par value | 500,177,953 |

Documents incorporated by reference:

The Company's report on Form 8-K Dated March 27, 2006

The Company's report on Form 8-K Dated October 31, 2005

The Company's report on Form S-8 Dated October 21, 2005

The Company's report on Form 8-K/A Dated December 15, 2004

The Company's report on Form S-8 Dated December 2, 2004

The Company's report on Form 8-K Dated November 12, 2004

The Company's report on Form S-8 Dated January 20, 2004

Transitional Small Business Disclosure Format (Check one): **Yes [x] No []**

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Item 1. Description of Business

The financial information set forth in the following discussion should be read in conjunction with, and qualified in its entirety by, the financial statements of the Company included elsewhere herein.

Victor Industries, Inc. was originally organized under the laws of the State of Idaho on January 19, 1926 under the name of Omo Mining and Leasing Corporation. The Company was renamed Omo Mines Corporation on January 19, 1929. The name was changed again on November 14, 1936 to Kaslo Mines Corporation and finally Victor Industries, Inc. on December 24, 1977.

Our current plans center on products related to the use of the mineral known as zeolite. Zeolites have the unique distinction of being nature's only negatively charged mineral. Zeolites are useful for metal and toxic chemical absorbents, water softeners, gas absorbents, radiation absorbents and soil and fertilizer amendments. Clinoptilolite, one type of natural zeolite, is our primary focus. Clinoptilolite's absorption capabilities of ammonia provide a number of applications in the agricultural industry. We are primarily focusing on two zeolite compounds in order to produce revenue. We believe that the two primary sources of nitrate and phosphate pollution are fertilizers and large animal feeding operations.

ENVIROLIZER was formulated around the use of zeolite to absorb the ammonia that is released by animal discharge from large animal feeding operations. We will then utilize the nutrients from the absorption process and turn it into a slow demand release fertilizer. We believe that wide spread use of our absorption process will significantly reduce pollution from these feeding operations while reducing the leaching of nitrates and phosphates into the ground water. Because of the absorption capabilities of zeolite, we believe that our fertilizer compound will work effectively for up to three years, depending on the type of crop or plants being fertilized, thereby reducing the need for multiple fertilizer applications every year. The ENVIROLIZER fertilizer compound is expected to absorb up to 45% of its weight in water and slowly release it when the soil begins to dry thus reducing the irrigation cycle. We cannot give any assurances that we will be successful in producing a marketable or profitable product.

On September 23, 2004, the Company gained approval by the General Services Administration ("GSA") (which serves as a purchasing agent for the United States federal government) to compete for five-year government contracts on offer from government procurement agents. In addition we are initiating contact with other companies who may wish to list their products on the GSA website for which we intend to charge a percentage of sales. We also intend to market our proprietary compound solutions to the golf course and horticulture industries. We cannot give any assurance that we will be able to compete or generate sales in these markets. As of the date of the filing of this Form 10-KSB, we have generated \$0 in sales from sales of products to the GSA.

The requirement for cash flow to continue our sales effort on ENVIROLIZER and further our research efforts on absorbing ammonia and phosphates at CAFO turned management's focus to the acquisition of capital, which we believed was through the acquisition of New Wave Media Corporation ("New Wave") and its radio station.

On March 5, 2003 the Company signed an agreement to acquire 100% of the issued and outstanding stock of New Wave Media Corporation. The acquisition called for the issuance of a \$75,000 note and 15,000,000 shares of the Company's common stock. New Wave Media Corporation operated The Heat 100.3.com radio station, utilizing a Time Brokerage Agreement.

In July 2003, Flinn Broadcasting ("Licensee" of the time brokerage agreement) shut down the radio station claiming non-payment of the required fees. Management of the Company pursued a temporary restraining order and a permanent injunction against this action. On August 20, 2003 the Montana Eighth Judicial District Court awarded New Wave Media a permanent injunction.

In October 2003, the Licensee again turned the power off at The Heat 100.3 claiming non-payment of the required fees. The Company filed an action against the Licensee and that suit was subsequently dismissed due to the Company's inability to secure counsel to represent the Company in this matter.

Pursuant to the aforementioned litigation, the Company made the decision to suspend operations of The Heat 100.3 and all employees were dismissed. The Company is no longer involved in the radio business in any way.

Marketing a new product is a lengthy process with significant risks, there can be no assurance that the Company will be successful in its efforts. The Company plans a series of new products to enhance its product line. It is easier to add to a product line once a distribution channel has successfully been established.

Product Liability Insurance

We carry no direct product liability insurance, relying instead on the coverage maintained by our distributors and manufacturing sources from whom we obtain product. There is no assurance that this insurance will adequately cover any liability claims brought against us. There also can be no assurance that we will be able to obtain our own liability insurance (should we seek to do so) on economically feasible terms. Our failure to maintain our own liability insurance could materially adversely affect our ability to sell our products in the future. Although no product liability claims have been brought against us to date, if there were any such claims brought against us, the cost of defending against such claims and any damages paid by us in connection with such claims could have a materially adverse impact upon us, including our financial position, results of operations and cash flows.

Competition And Difficulties In Marketing Products

Victor Industries, Inc.

There is tremendous competition in the commercial fertilizer business. Many of the leading companies have well-established brands that commercial animal feeding operations, farmers and government buyers are familiar with, and which they have successfully used in the past. Many of our competitors are large, well financed organizations that have significant distribution channels already in place. It is very challenging for the Company to establish a distribution channel for a new product and it is equally difficult to market a new product to consumers who have never used the product. During the period ended June 30, 2004, the Company signed a distribution agreement with Work Transition Services, Inc. to distribute the Company products to the federal government. We may not be successful in establishing a market for our product.

New Wave Media Corp.

The radio station has been closed and all employees dismissed.

Research and Development

The Company is currently not conducting any research programs on its products. There are no plans to engage in further research of ENVIROLIZER's uses and benefits.

Government Regulation

We do not anticipate significant delays in government approval to operate. Zeolite has received a GRAS (generally regarded as safe) rating from the federal government. The zeolite mines that we contract with are fully permitted and have operated in each of the last five years. If government approval was withheld from one of the sources of raw material we believe we could access supplies from other operators.

If funding becomes available to the Company, we may develop our own zeolite mine and install the milling and bagging equipment necessary to operate independently. We cannot assure you that such funding will materialize.

The costs and effects of compliance with environmental laws (federal, state and local) are not born directly by us but through the costs imposed on the contract miners. Increased costs to the mines will result in higher costs of the raw material we purchase.

Employees

We currently have no full time employees. We intend to employ independent distributors for sales efforts, as well as mining, milling and packaging. The Company has executed contracts with its directors, which provide that payment shall be made in common stock of the Company in lieu of cash as compensation.

Risk Factors

Cautionary Statement on Forward-Looking Statements

We have made and will make "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 in our 2005 Annual Report, in this Annual Report on Form 10-K and in other contexts relating to future growth and profitability targets and strategies designed to increase total shareholder value. Forward-looking statements also include, but are not limited to, information regarding our future economic and financial condition, the plans and objectives of our management and our assumptions regarding

our performance and these plans and objectives.

The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements to encourage companies to provide prospective information, so long as those statements are identified as forward-looking and are accompanied by meaningful cautionary statements identifying important factors that could cause actual results to differ materially from those discussed in the forward-looking statements. We desire to take advantage of the “safe harbor” provisions of that Act.

Some forward-looking statements that we make in this Annual Report on Form 10-KSB and in other contexts represent challenging goals for our company, and the achievement of these goals is subject to a variety of risks and assumptions and numerous factors beyond our control. Important factors that could cause actual results to differ materially from the forward-looking statements we make are described below. All forward-looking statements attributable to us or persons working on our behalf are expressly qualified in their entirety by the following cautionary statements.

Our business is capital intensive and will require additional financing which will result in dilution to existing shareholders which would in turn reduce the share price of earlier issued shares. Our operations are capital intensive and growth will consume a substantial portion of available working capital. We may require additional capital in order to fund our operations. We do not have any commitments for additional financing and there can be no assurance that such additional funding, if required, will be available, or if available, will be available upon favorable terms. With respect to our ability to obtain financing on favorable terms, we do not have significant assets to serve as loan collateral. Still further, we presently do not have a sufficient cash flow to qualify for reasonable debt financing. Insufficient funds may prevent us from implementing our business strategy. In the event we raise additional funds through the issuance of equity securities, dilution to the then existing stockholders will result and future investors may be granted rights superior to those of existing stockholders. Accordingly, such dilution would reduce the share price of the earlier issued shares.

Lack of operations, positive cash flow and profitability may continue which will affect our ability to remain in business. Since the inception of the Company, we have been unable to generate positive cash flow or profits in the industries in which we participate. If we do not generate positive cash flow and hence become profitable, we may not be able to remain in business.

Uncertainty of commercial success may affect our ability to remain in business. With respect to our revenue and profitability prospects, we may not be able to achieve commercial success with our ENVIROLIZER product. Furthermore, our industry is characterized by rapid change and growth. Accordingly, we may not be able to keep up with the pace of technological change or fund its growth. If we fail to achieve commercial success, we will continue to suffer net losses and we will have to go out of business.

Competition may have an adverse effect on our business. We are subject to competition from other companies that may try to emulate or compete with similar products or services. These competitors have been in the business longer than us and may have large executive and operating staffs. Our prospects may be adversely affected by competition from these companies. The introduction of similar or superior products by current or future competitors could have a material adverse effect on our business and financial condition.

Dependence on management will affect our profitability. Future success depends on the continued services of the Company’s Chief Executive Officer, President and Chief Operating Officer. The loss of any of their services would be detrimental and could have a material adverse effect on the business, financial condition and results of operations. Future success is also dependent on our ability to identify, hire, train and retain other qualified managerial and other employees. Competition for these individuals is intense and increasing. We may not be able to attract, assimilate, or retain qualified technical and managerial personnel and our failure to do so could have a material adverse effect on the business, financial condition and results of operations.

Dependence on proprietary technology and risks of third party infringement claims could adversely affect our business and results of operations. Although we have received limited protection, our measures to protect our current proprietary rights may be inadequate to prevent misappropriation of such rights or that our competitors will not independently develop or patent technologies that are substantially equivalent to or superior to our technologies. Additionally, although we believe that our products and technologies do not infringe upon the proprietary rights of any third parties, that third parties may assert infringement claims against products and technologies that we license, or has the rights to use, from third parties. Any such claims, if proved, could materially and adversely affect our business and results of operations. In addition, though any such claims may ultimately prove to be without merit, the necessary management attention to, and legal costs associated with litigation or other resolution of such claims could materially and adversely affect our business and results of operations.

The results of research and development efforts are uncertain and we may not be able to compete effectively in the marketplace. We will need to make additional research and development expenditures to remain competitive. While we perform testing of new products, the products we are currently developing or may develop in the future may not be successful. If they are not successful, the resulting products may not achieve market acceptance and these products may not compete effectively with products of competitors currently in the market or introduced in the future. If we are unsuccessful in the marketplace, it may affect our ability to remain in business.

Our auditors have expressed doubts about our ability to continue as a going concern which may result in the loss of your entire investment. In preparing our audited financial statements, our auditors have expressed doubts about our ability to continue as a going concern. If we discontinue operations, you will lose your entire investment.

Risks Relating to Our Common Stock. Due to the fact that our common stock is listed on the NASD OTC Bulletin Board, there can be no assurance that a regular trading market for our common stock will ever be developed. As such, the investors must be able to bear the financial risk of losing their entire investment. Our common stock is listed on the NASD OTC Bulletin Board under the trading symbol "VICI." From time to time, the Company's trading activity is volatile and subject to rapid changes in both trading volume and trading price. Therefore, investors should realize that they may be unable to sell our common stock if they purchase it. Accordingly, investors must be able to bear the financial risk of losing their entire investment in our common stock.

Lack of dividends may affect the value of your investment when compared to comparable stock which does pay a dividend. We have never paid a cash dividend on our common stock. We are not obligated to pay a dividend on our common stock and do not anticipate payment of any dividends for the foreseeable future. We anticipate retaining our earnings to finance our operations, growth, and expansion. The value of your stock may be reduced in that prospective buyers may prefer a stock which does pay a dividend.

Potential volatility of stock price will affect the value of our common stock. There can be no assurance that an active public trading market can be established or sustained. Furthermore, if a regular trading market for the common stock is established, the shares could be subject to significant fluctuations in response to operating results and other factors, many of which are not within our control. Accordingly, you may not be able to obtain a satisfactory price for your shares if you need to sell some or all of your shares at a time when the shares may be depressed.

Item 3. Properties.

We do not presently own any real property.

The Company holds two zeolite mining claims in Idaho. The cost of holding these claims is approximately \$400 per year. Substantial work has been done by the previous claimant, Allied Chemical, on these claims. Although Company management believes the reserves in its mining claims are substantial (based on work done on these claims by Allied Chemical) and in spite of the fact that the Company has been given a mining permit for the property; given the price of zeolite in the current market, and the Company does not intend to invest capital to mine its claims.

Item 3. Legal Proceedings.

We are subject to litigation from time to time arising from our normal course of operations. Currently, the Company is not aware of any open litigation matters relating to the Company or its products.

Item 4. Submission Of Matters To A Vote Of Security Holders.

We did not hold a shareholders meeting during the time period covered by this report.

Item 5. Market for Common Equity and Related Stockholder Matters and Issuers Purchase of Equity Securities.

Our Common Stock is traded in the over-the-counter market and quoted on OTC BB under the symbol "VICI". From time to time, a very small number of securities broker-dealers published only intermittent quotations for the Common Stock, and there was no continuous, consistent trading market. The trading volume in the Common Stock has been and is extremely limited. During the above period, the limited nature of the trading market created the potential for significant changes in the trading price for the Common Stock as a result of relatively minor changes in the supply and demand for Common Stock and perhaps without regard to our business activities. Because of the lack of specific transaction information and our belief that quotations during the period were particularly sensitive to actual or anticipated volume of supply and demand, we do not believe that such quotations during this period are reliable indicators of a trading market for the Common Stock.

For the periods indicated, the following table sets forth the high and low bid prices per share of our common stock. These prices represent inter-dealer quotations without retail markup, markdown, or commission and may not necessarily represent actual transactions.

| FISCAL YEAR | HIGH BID | LOW BID |
|--------------------|-----------------|----------------|
| 2005 | | |
| First Quarter | \$0.015 | \$0.005 |
| Second Quarter | \$0.01 | \$0.006 |
| Third Quarter | \$0.027 | \$0.0023 |
| Fourth Quarter | \$0.012 | \$0.0054 |

| FISCAL YEAR | HIGH BID | LOW BID |
|--------------------|-----------------|----------------|
| 2004 | | |
| First Quarter | \$.015 | \$.003 |
| Second Quarter | .0225 | .055 |
| Third Quarter | .0225 | .01 |
| Fourth Quarter | .0225 | .01 |

Trades of our common stock are subject to Rule 15c-2 of the Securities and Exchange Commission, known as the Penny Stock Rule. This rule imposes requirements on broker/dealers who sell securities subject to the rule to persons other than established customers and accredited investors. For transactions covered by the rule, brokers/dealers must make a special suitability determination for purchasers of the securities and receive the purchaser's written agreement to the transaction prior to sale. The Securities and Exchange Commission also has rules that regulate broker/dealer practices in connection with transactions in "penny stocks." Penny stocks generally are equity securities with a price of less than \$5.00 (other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in that security is provided by the exchange or system). The Penny Stock Rules requires a broker/ dealer, prior to a transaction in a penny stock not otherwise exempt from the rules, to deliver a standardized risk disclosure document prepared by the Commission that provides information about penny stocks and the nature and level of risks in the penny stock market. The broker/dealer also must provide the customer with current bid and offer quotations for the penny stock, the compensation of the broker/dealer and its salesperson in the transaction, and monthly account statements showing the market value of each penny stock held in the customer's account. The bid and offer quotations, and the broker/dealer and salesperson compensation information, must be given to the customer orally or in writing prior to effecting the transaction and must be given to the customer in writing before or with the customer's confirmation. These disclosure requirements have the effect of reducing the level of trading activity in the secondary market for our common stock. As a result of these rules, investors may find it difficult to sell their shares.

Holders

As of December 31, 2005, there were approximately 353 record owners of our common stock.

Dividends

We have never paid cash dividends and have no plans to do so in the foreseeable future. Our future dividend policy will be determined by our board of directors and will depend upon a number of factors, including our financial condition and performance, our cash needs and expansion plans, income tax consequences, and the restrictions that applicable laws, our current preferred stock instruments, and our future credit arrangements may then impose.

Recent Sales Of Unregistered Securities: Use Of Proceeds From Registered Securities

There have been no sales of unregistered securities within the last three years, which would be required to be disclosed pursuant to Item 701 of Regulation S-B, except for those already disclosed in the Form 10-QSBs and Form 8-Ks filed during the 2005 calendar year, all of which are incorporated by reference herein.

Transfer Agent

The transfer agent for our Common Stock is Action Stock Transfer Corporation located at: 7069 S. Highland Dr, Suite 300, Salt Lake City, Utah 84121.

Item 6. Management's Discussion And Analysis Or Plan Of Operation.

The following discussion should be read in conjunction with our audited financial statements and notes thereto included herein. In connection with, and because we desire to take advantage of, the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, we caution readers regarding certain forward looking statements in the following discussion and elsewhere in this report and in any other statement made by, or on our behalf, whether or not in future filings with the Securities and Exchange Commission. Forward-looking statements are statements not based on historical information and which relate to future operations, strategies, financial results or other developments. Forward looking statements are necessarily based upon estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies, many of which are beyond our control and many of which, with respect to future business decisions, are subject to change. These uncertainties and contingencies can affect actual results and could cause actual results to differ materially from those expressed in any forward looking statements made by, or our behalf. We disclaim any obligation to update forward-looking statements.

Critical Accounting Policies.

Our critical and significant accounting policies, including the assumptions and judgments underlying them, are disclosed in the Notes to the Financial Statements. These policies have been consistently applied in all material respects and address such matters as revenue recognition and depreciation methods. The preparation of the financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Actual results could differ from those estimates.

The financial information set forth in the following discussion should be read in conjunction with, and qualified in its entirety by, the financial statements of the Company included elsewhere herein.

Financial Condition And Changes In Financial Condition

Overall Operating Results

We did not have any zeolite sales or sales of any Company products for the year ended December 31, 2004 and 2003. We anticipate that increased marketing efforts for the fertilizer compound in the future will generate the required revenues to sustain our anticipated growth. There can be no assurances that such sales will occur or that our patent application will be approved. Operating expenses were \$655,224 for the current year and were primarily incurred for professional, legal, accounting and consulting fees incurred in connection with the compliance costs incurred with filing requirements with the SEC and with its application to the General Services Administration to list our products on the GSA Advantage website. The comparable operating expenses for the prior year were \$1,229,148. These expenses were incurred for consulting fees that relate to the registering of our securities in connection with the filing of SEC form 10KSB as well as general business development; management fees paid to our Chief Executive Officer in lieu of wages; licenses and fees for registering our securities; professional fees for legal and accounting fees for completing our quarterly filing requirements for the Securities and Exchange Commission; travel expenses for marketing and attending trade shows and non-cash charges for services rendered where the payee accepted our common stock in lieu of cash.

We incurred a net loss for the year ended December 31, 2005 of \$654,314 as compared to a net loss of \$1,215,498 for the year ended December 31, 2004. The 2004 losses were attributable to the aforementioned operating expenses, and the discontinued operations of New Wave Media.

Results of Operations for year ended December 31, 2005 as compared with the prior year ended December 31, 2004.

We generated \$4,385 in revenues during the year ended December 31, 2005 versus \$1,290 for the year ended December 31, 2004.

Operating Expenses

We have accumulated \$6,454,393 of net operating loss carry forwards as of December 31, 2005, that may be offset against future taxable income. There will be limitations on the amount of net operating loss carry forwards that can be used due to the change in the control of the management of the Company. No tax benefit has been reported in the financial statements, because we believe there is almost a 100% chance the carry forwards will expire unused. Accordingly, the potential tax benefits of the loss carry forwards is offset by valuation allowance of the same amount.

Debt Settlement and Consulting Services

Selling, general and administrative expense decreased \$573,044 to \$653,065 for the year ended December 31, 2005 compared with \$1,226,109 for the year ended December 31, 2004. This decrease is primarily attributable to a reduction of \$568,946 of consulting and legal expenses in 2005.

In 2005, the Company paid \$389,721 management, director, legal and consulting fees through the issuance of the Company's common stock.

In 2004, the Company attributed \$517,238 of non-cash expenses which was primarily used to pay the following services: officer & director fees, sales and communication, business development, product development, research, accounting, web site development & maintenance, legal, edgarizing and public relations. The balance of non-cash expenses of \$448,380 in 2004 is attributable to the settlement of old outstanding payables that were settled and the settlement of cash debt owed to certain individuals for services rendered to the Company.

The following table more fully illustrates the shares issued and/or paid for debt or services during the years ended December 31, 2005 and December 31, 2004:

| STOCK ISSUANCES | REASON SHARES ISSUED | NUMBER OF SHARES ISSUED | AMOUNT (as reflected in the Company's Financial Statements) |
|---|-----------------------------|--------------------------------|--|
| 2004 Stock Issuances | | | |
| Stock issued to pay \$325,426 of debt | Debt | 30,199,305 | \$448,380.00 |
| Stock issued to pay for legal services | Services | 1,500,000 | \$15,000.00 |
| Stock issued to pay for management & board fees | Services | 29,395,700 | \$315,515.18 |
| Stock issued for new business development | Services | 16,700,216 | \$186,722.82 |
| 2005 Stock Issuances | | | |
| Stock issued to pay debt | Debt | 26,725,000 | \$308,721 |
| Stock issued to pay for legal services | Services | 8,200,000 | \$81,000 |

Liquidity And Capital Resources

Stock Sold For Cash

We will need additional financing in order to implement our business plan and continue as a going concern. We do not currently have a source for any additional financing and we cannot give any assurances that we will be able to secure any financing.

Plan of Operation

The Company has two main initiatives underway: (1) to begin the sales, distribution and further development of the fertilizer business; and (2) to continue discussions with companies that are interested in being acquired by Victor Industries.

Plan of Operation for the Next Twelve Months

Fertilizer Business

In the past year the Company has made progress in marketing the Envirolizer product to large potential customers. A preeminent sod farm in Southern California has agreed to conduct a one acre test. Such tests have been conducted in

the past and we are confident that the results will convince the sod company to begin to implement Envirolizer in the balance of their properties as well as influence other sod companies to begin using the product. This influential sod company has approximately 1000 retail outlets in the form of garden centers, nursery stores and landscape companies that will directly hear the Envirolizer story from the sod company. Our own labeling is being discussed. Sod beds are often alternated with vegetable crops and it is anticipated that the clear benefits of Envirolizer will be demonstrated for several growing seasons in sod as well as in alternated crops. This way we hope to attract further agricultural and horticultural interest.

Victor Industries has made progress in securing sales in Mainland China. We have developed a contact that has gained permission to conduct tests of Envirolizer at a prominent Chinese University, a necessary prerequisite for significant sales on the mainland. Awareness of the products ability to mitigate nitrogen compounds from migrating into the water table is of much interest to those in Beijing preparing for the 2008 Olympics.

Victor Industries has won approval to clean the waters of the Lakeside Shrine in Pacific Palisades, California to demonstrate the effectiveness of our products in absorbing ammonium produced by the large coy that live in the lake. The shrine is well known and we believe our success there will lead to publicity regarding our products that no amount of advertising dollars could pay for.

The management has continued development of a diagnostic cat litter. Economic sources have been found for the three main components necessary to produce a cat premium cat litter which is capable of diagnosing FUS Feline Urinary Syndrome which effects as many as sixty percent of all cats and is often fatal if not diagnosed in a timely fashion.

Long-term price stability contracts are in process to ensure economical exclusive access to the world largest and purest form of the primary mineral which is the basis to all our products.

Acquisitions and Mergers

Victor Industries is interested in acquiring businesses outside of the Company's traditional fertilizer business. In this regard, the Company will continue to explore opportunities that have been presented to the Company from other private and public entities.

In our opinion, the Company will have to raise working capital from outside sources during the next twelve months to meet our obligations and commitments as they become payable. Historically, we have been successful in our efforts to secure working capital from private placements of common stock and loans from private investors.

Inflation

Our results of operations have not been affected by inflation and we do not expect inflation to have a significant effect on our operations in the future.

Forward-Looking Information

From time to time, our representatives or we have made or may make forward-looking statements, orally or in writing. Such forward-looking statements may be included in, but not limited to, press releases, oral statements made with the approval of an authorized executive officer or in various filings made by us with the Securities and Exchange Commission. Words or phrases "will likely result", "are expected to", "will continue", "is anticipated", "estimate", "project or projected", or similar expressions are intended to identify "forward-looking statements". Such statements are qualified in their entirety by reference to and are accompanied by the above discussion of certain important factors that could cause actual results to differ materially from such forward-looking statements.

Management is currently unaware of any trends or conditions other than those previously mentioned in the management's discussion and analysis that could have a material adverse effect on the Company's consolidated financial position, future results of operations, or liquidity. However, investors should also be aware of factors that could have a negative impact on the Company's prospects and the consistency of progress in the areas of revenue generation, liquidity, and generation of capital resources. These include:(i) variations in revenue, (ii) possible inability to attract investors for its equity securities or otherwise raise adequate funds from any source should the Company seek to do so, (iii) increased governmental regulation, (iv) increased competition, (v) unfavorable outcomes to litigation involving the Company or to which the Company may become a party in the future and, (vi) a very competitive and rapidly changing operating environment.

The risks identified here are not all inclusive. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors, nor can it assess the impact of all such risk factors on the Company's business or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statements. Accordingly, forward-looking statements should not be relied upon as a prediction of actual results.

Going Concern

The accompanying financial statements have been prepared in conformity with generally accepted accounting principles, which contemplate continuation of the Company as a going concern. The history of losses and the inability for the Company to make a profit from selling a good or service has raised substantial doubt about our ability to continue as a going concern.

In spite of the fact that the current obligations of the Company are relatively minimal, given the cash position of the Company, we have very little cash to meet obligations as they arise.

We intend to fund the Company and attempt to meet corporate obligations by selling common stock. However the Company's common stock is at a very low price and is not actively traded.

We face exposure to fluctuations in the price of our common stock due to the very limited cash resources we have. For example, the Company has very limited resources to pay legal and accounting professionals. If we are unable to pay a legal or accounting professional in order to perform various professional services for the company, it may be difficult, if not impossible, for the Company to maintain its reporting status under the Securities Exchange Act of 1934. If the Company felt that it was likely that it would not be able to maintain its reporting status, it would make a disclosure by filing a Form 8-K with the SEC. In any case, if the Company was not able to maintain its reporting status, it would become "delisted" and this would potentially cause an investor or an existing shareholder to lose all or part of his investment.

Item 7. Financial Statements.

The Consolidated Financial Statements and schedules that constitute Item 7 are included in this Annual Report on Form 10-KSB. An index to these Financial Statements and schedules is also included on page F-1 of this Annual Report on Form 10-KSB.

**VICTOR INDUSTRIES, INC.
AND SUBSIDIARY**

FINANCIAL REPORT

DECEMBER 31, 2005

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
Victor Industries, Inc. and Subsidiary
Missoula, Montana

We have audited the accompanying consolidated balance sheet of Victor Industries, Inc. and Subsidiary as of December 31, 2005, and the related consolidated statements of operations, stockholders' deficit, and cash flows for the years ended December 31, 2005 and 2004. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Victor Industries, Inc. and Subsidiary as of December 31, 2005, and the results of their operations and their cash flows for the years ended December 31, 2005 and 2004, in conformity with accounting principles generally accepted in the United States.

The accompanying consolidated financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has not generated positive cash flows from operations and has an accumulated deficit at December 31, 2005. These conditions raise substantial doubt about the Company's ability to continue as a going concern. Management's plan regarding those matters is also described in Note 1. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Peterson Sullivan PLLC

April 9, 2006
Seattle, Washington

VICTOR INDUSTRIES, INC. AND SUBSIDIARY**CONSOLIDATED BALANCE SHEET**

December 31, 2005

ASSETS**Current Asset**

Cash

\$ 2,702

**LIABILITIES AND STOCKHOLDERS'
DEFICIT****Current Liabilities**

Accounts payable and accrued expenses

\$ 438,245

Notes payable, related parties

157,806

Liabilities of discontinued operations

169,850

Total current liabilities

765,901

Stockholders' DeficitCommon stock, \$0.0001 par value, 1,000,000,000 shares authorized,
263,941,913 shares issued and outstanding

26,395

Common stock issuable, 7,500,000 shares

750

Stock subscription receivable

(54,200)

Additional paid-in capital

5,718,250

Accumulated deficit

(6,454,394)

Total stockholders' deficit

(763,199)

\$ 2,702

VICTOR INDUSTRIES, INC. AND SUBSIDIARY**CONSOLIDATED STATEMENTS OF OPERATIONS**

For the Years Ended December 31, 2005 and 2004

| | 2005 | 2004 |
|---|--------------|----------------|
| Revenue | \$ 4,385 | \$ 1,290 |
| Cost of sales | 1,567 | 3,220 |
| Gross margin | 2,818 | (1,930) |
| Operating expenses | | |
| Selling and administrative | 653,065 | 1,226,109 |
| Depreciation | 2,159 | 3,039 |
| | 655,224 | 1,229,148 |
| Other income (expense) | (1,908) | 28,340 |
| Loss from continuing operations | (654,314) | (1,202,738) |
| Discontinued operations | | |
| Loss from operations of New Wave Media | | (12,760) |
| Net loss | \$ (654,314) | \$ (1,215,498) |
| Net loss per common share (basic and fully diluted) | | |
| Continuing operations | \$ (0.00) | \$ (0.01) |
| Discontinued operations | (0.00) | (0.00) |
| Net loss per common share | \$ (0.00) | \$ (0.01) |
| Weighted average number of shares outstanding | 234,604,413 | 171,655,026 |

VICTOR INDUSTRIES, INC. AND SUBSIDIARY**CONSOLIDATED STATEMENTS OF STOCKHOLDERS' DEFICIT**

For the Years Ended December 31, 2005 and 2004

| | Common Stock | | Common Stock Issuable | | Additional Paid-in Capital | Stock Subscription Receivable | Accumulated Deficit | Total |
|---|---------------------|-----------|--------------------------|--------|----------------------------------|-------------------------------------|------------------------|--------------|
| | Number of Shares | Amount | Number of Shares | Amount | | | | |
| Balance at December 31, 2003 | 151,221,692 | \$ 15,122 | - | \$ - | \$4,374,934 | \$ (54,200) | \$(4,584,582) | \$ (248,726) |
| Common stock issued for debt settlement | 30,199,305 | 3,020 | | | 445,360 | | | 448,380 |
| Payment on subscription | 47,595,916 | 4,760 | 7,500,000 | 750 | 511,728 | | | 517,238 |
| Net loss | | | | | | | (1,215,498) | (1,215,498) |
| Balance at December 31, 2004 | 229,016,913 | 22,902 | 7,500,000 | 750 | 5,332,022 | (54,200) | (5,800,080) | (498,606) |
| Common stock issued for debt settlement, related parties | 26,725,000 | 2,673 | | | 306,048 | | | 308,721 |
| Common stock issued for services | 8,200,000 | 820 | | | 80,180 | | | 81,000 |
| Net loss | | | | | | | (654,314) | (654,314) |
| Balance at December 31, 2005 | 263,941,913 | \$ 26,395 | 7,500,000 | \$ 750 | \$5,718,250 | \$ (54,200) | \$(6,454,394) | \$ (763,199) |

VICTOR INDUSTRIES, INC. AND SUBSIDIARY**CONSOLIDATED STATEMENTS OF CASH FLOWS**

For the Years Ended December 31, 2005 and 2004

| | 2005 | 2004 |
|--|--------------|---------------|
| Cash flows from operating activities | | |
| Net loss | \$ (654,314) | \$(1,215,498) |
| Adjustments to reconcile net loss to net cash used in operating activities | | |
| Common stock issued for services | 81,000 | 517,238 |
| Depreciation | 2,159 | 3,039 |
| Change in assets and liabilities | | |
| Prepaid expenses | 10,956 | 94,044 |
| Accounts payable and accrued expenses | 455,212 | 137,731 |
| Liabilities of discontinued operations | | 8,630 |
| Net cash used in operating activities | (104,987) | (454,816) |
| Cash flows from financing activities | | |
| Proceeds from notes payable, related parties | 107,670 | 454,729 |
| Net change in cash | 2,683 | (87) |
| Cash at beginning of the year | 19 | 106 |
| Cash at end of the year | \$ 2,702 | \$ 19 |
| Interest paid | \$ - | \$ - |
| Income taxes paid | \$ - | \$ - |
| Supplemental Non-cash Investing and Financing Activities | | |
| Non-cash transaction: | | |
| Common stock issued for debt settlement | \$ 308,721 | \$ 448,380 |

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. The Company and Significant Accounting Policies

The Company

Victor Industries, Inc. was incorporated on January 19, 1926, as Omo Mines Corporation under the Laws of the State of Idaho. On November 14, 1936, the name was changed to Kaslo Mines Corporation. On December 24, 1977, the name was changed to Victor Industries, Inc.

The Company was originally organized to purchase and develop mining properties. On December 31, 1988, the Company sold its assets, net of liabilities, and the Company became inactive. In 1993, the Company began zeolite mining and marketing operations. Zeolite is an ammonia absorbent, air purifier and hazardous waste absorbent. The Company is presently refining a product made of zeolite, which can be used in fertilizer to reduce pollution of streams and rivers. A patent has been applied for on a preliminary basis. The Company extracts zeolite by utilizing independent contractors at a property in Owhyee County, Idaho. Private contractors do the milling, manufacturing and packaging. The Company does not own any mining or manufacturing equipment or facilities and has not realized significant revenue from zeolite products during the years ended December 31, 2005 and 2004. The Company owns mineral claims, as evidenced by right of title with the Bureau of Land Management, two of which are located in Pershing County, Nevada, which have not been developed and two zeolite claims in Owhyee County, Idaho. The Company currently has one operating segment.

The Company's office space is provided on a rent-free basis by the Chief Executive Officer of the Company. Due to limited Company operations, any facilities expenses are not material and have not been recognized in these consolidated financial statements.

Going Concern

The Company has incurred significant losses from operations in each of the last two years and has an accumulated deficit at December 31, 2005. The Company's ability to continue as a going concern is in substantial doubt and is dependent upon obtaining additional financing and/or achieving a sustainable profitable level of operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Management of the Company has undertaken steps as part of a plan with the goal of sustaining Company operations for the next twelve months and beyond. These steps include: (a) attempting to establish a market for its zeolite products; (b) attempting to raise additional capital and/or other forms of financing; (c) controlling overhead and expenses; and (d) considering other business alternatives. There can be no assurance that any of these efforts will be successful.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Victor Industries and its wholly owned subsidiary, New Wave Media (collectively the "Company"). All inter-company accounts and transactions have been eliminated.

Discontinued Operations

Loss from discontinued operations in 2004 on the statement of operations includes expenses of New Wave Media which operated a radio station. The radio station was shut down in 2003, so the operations of New Wave Media have been reflected as discontinued operations in these consolidated financial statements. There were no revenues in 2004 from discontinued operations.

Notes Payable, Related Parties

The Company has notes payables to two stockholders. The notes are due on demand, are unsecured, and have no stated interest rate.

Fair Value of Financial Instruments

Financial instruments consist of cash, accounts payable and accrued expenses, notes payable, related parties, and liabilities of discontinued operations. The fair value of these financial instruments approximates the carrying amounts due to the short-term nature.

Revenue Recognition

The Company recognizes revenue when a sale is made, the fee is fixed and determinable, collectibility is probable, and no additional services on behalf of the Company are required. All of the revenue received in 2005 was from one customer.

Comprehensive Income

The Company had no items of other comprehensive income in 2005 or 2004.

Stock-based Compensation

The Company accounts for stock-based compensation under the recognition and measurement principles of APB Opinion No. 25, "Accounting for Stock Issued to Employees," and related interpretations. No stock-based employee compensation cost is reflected in the net loss when options granted under the plan have an exercise price equal to or greater than the market value of the underlining common stock on the date of grant. No options have been granted to employees under the plan, therefore no reconciliation is provided of the effects on net loss in applying the fair value recognition provisions of SFAS No. 123, "Accounting for Stock-Based Compensation." Compensation for stock options and warrants to purchase stock granted to non-employees is measured using the Black-Scholes valuation model at the date of grant multiplied by number of options or warrants granted. The issuance of common shares for services is recorded at the quoted price of the shares on the date the services are rendered.

Income Taxes

The Company accounts for income taxes under an asset and liability approach that requires recognition of deferred tax assets and liabilities for expected future tax consequences of events that have been recognized in the Company's financial statements or tax returns. In estimating future tax consequences, the Company generally considers all expected future events other than enactments of changes in the tax laws or rates.

Earnings per Share

Basic loss per share is computed by dividing the net loss available to common stockholders by the weighted average number of common shares outstanding in the period. Diluted loss per share takes into consideration common shares outstanding (computed under basic earnings per share) and potentially dilutive securities. There were no dilutive securities outstanding at December 31, 2005 or 2004. Common stock issuable is considered outstanding as of the original approval date for purposes of earnings per share computations.

Use of Estimates

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenue and expenses during the reporting period. Actual results could materially differ from those estimates.

Recent Accounting Pronouncements

In May 2005, the FASB issued SFAS No. 154, "Accounting Changes and Error Corrections." This statement applies to all voluntary changes in accounting principle and requires retrospective application to prior periods' financial statements of changes in accounting principle, unless this would be impracticable. This statement also makes a distinction between "retrospective application" of an accounting principle and the "restatement" of financial statements to reflect the correction of an error. This statement is effective for accounting changes and corrections of errors made in fiscal years beginning after December 15, 2005. The Company expects this statement to have no impact on its consolidated financial statements.

In February 2006, FASB issued SFAS No. 155, "Accounting for Certain Hybrid Financial Instruments". SFAS No. 155 amends SFAS No 133, "Accounting for Derivative Instruments and Hedging Activities", and SFAS No. 140, "Accounting for Transfers and Servicing of Financial Assets and Extinguishments of Liabilities". SFAS No. 155, permits fair value remeasurement for any hybrid financial instrument that contains an embedded derivative that otherwise would require bifurcation, clarifies which interest-only strips and principal-only strips are not subject to the requirements of SFAS No. 133, establishes a requirement to evaluate interest in securitized financial assets to identify interests that are freestanding derivatives or that are hybrid financial instruments that contain an embedded derivative requiring bifurcation, clarifies that concentrations of credit risk in the form of subordination are not embedded derivatives, and amends SFAS No. 140 to eliminate the prohibition of the qualifying special-purpose entity from holding a derivative financial instrument that pertains to a beneficial interest other than another derivative financial instrument. This statement is effective for all financial instruments acquired or issued after the beginning of the Company's first fiscal year that begins after September 15, 2006. The Company expects this statement to have no impact on its consolidated financial statements.

In December 2004, the FASB issued SFAS No. 123(R), "Share-Based Payment, an Amendment of SFAS No. 123" ("SFAS No. 123(R)"). SFAS No. 123(R) requires companies to recognize in the statement of operations the grant-date fair value of stock options and other equity-based compensation issued to employees. SFAS No. 123(R) is effective beginning in the Company's first quarter of fiscal 2006. The Company expects this statement to have no impact on its consolidated financial statements.

The Emerging Issues Task Force ("EITF") reached consensus on Issue No. 03-1, "The Meaning of Other-Than-Temporary Impairment and Its Application to Certain Investments" ("EITF 03-1"), which provides guidance on determining when an investment is considered impaired, whether that impairment is other than temporary and the measurement of an impairment loss. The FASB issued FSP EITF 03-1-1, "Effective Date of Paragraphs 10-20 of EITF Issue No. 03-1, 'The Meaning of Other-Than-Temporary Impairment and Its Applications to Certain Investments,'" which delays the effective date for the measurement and recognition criteria contained in EITF 03-1 until final application guidance is issued. The Company does not expect the adoption of this consensus or FSP to have a material impact on its consolidated financial statements.

In June 2005, the EITF reached consensus on Issue No. 05-6, Determining the Amortization Period for Leasehold Improvements ("EITF 05-6.") EITF 05-6 provides guidance on determining the amortization period for leasehold improvements acquired in a business combination or acquired subsequent to lease inception. The guidance in EITF 05-6 will be applied prospectively and is effective for periods beginning after June 29, 2005. EITF 05-6 is not expected to have a material effect on the Company's consolidated financial position or results of operations.

Note 2. Income Taxes

The Company is liable for taxes in the United States. As of December 31, 2005, the Company did not have any income for tax purposes and therefore, no tax liability or expense has been recorded in these consolidated financial statements. This differs from the statutory rates applied to the losses primarily because of the full valuation allowance applied to the deferred tax asset arising from net operating loss carryforwards.

The Company has tax losses of approximately \$5,350,000 available to reduce future taxable income. The tax losses begin to expire in 2015.

The deferred tax asset associated with the tax loss carryforward is approximately \$1,819,000. The Company has provided a valuation allowance against the deferred tax asset. The valuation allowance increased by \$209,000 in 2005 and \$40,000 in 2004.

Note 3. Subsequent Event

Subsequent to year end, the Company issued a total of 188,511,320 shares of common stock for debt settlement and 47,724,720 shares of common stock for services rendered.

As of the date of this report, the Company is in negotiations with another company to complete a merger with that company. However, terms are still being negotiated and no definitive agreement has been signed. There can be no assurance that an agreement will be reached.

Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

There were no disagreements with Peterson Sullivan PLLC during the past year and through the date of their engagement on any matter of accounting principals or practices, financial statement disclosure or auditing scope or procedure. Additionally, there were no other reportable matters as defined in Item 304(a)(1)(iv) of Regulation S-B, during that period of time.

Item 8A. 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 principal executive officer and principal financial officer, 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 principal executive officer and principal financial officer concluded that the Company's disclosure controls and procedures are effective to 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. There was no change in the Company's internal controls over financial reporting during the Company's most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 8B. Other Information

Not applicable.

Part III

Item 9. Directors, Executive Officers, Promoters And Control Persons; Compliance With Section 16(A) Of The Exchange Act.

Directors and Executive Officers

Lana Pope (52). Our interim Chief Executive Officer, Treasurer and director is Lana Pope. Ms. Pope is 52 years old and has served as our corporate accountant since April 2000. Lana J. Pope is a Missoula, MT native and has lived here all but 10 months of her life. She has owned & operated L.J.M. Enterprises, a bookkeeping and tax service since November 1989. Previously to L.J.M., she worked as a bookkeeper for several businesses over her 30 years plus in the accounting field.

Dave Boulter (65). Mr. Boulter has been Secretary of the Company since 2000. He has operated various businesses throughout his life in Montana, including distribution enterprises and hotels.

Section 16(a) Beneficial Ownership Reporting Compliances

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires the Company's directors, executive officers and holders of more than 10% of the Company's common stock to file with the Securities and Exchange Commission initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. The Company believes that during the year ended December 31, 2005, its officers, directors and holders of more than 10% of the Company's common stock complied with all Section 16(a) filing requirements. This disclosure is based on a review of the forms submitted to the Company during, and with respect to, its fiscal year ended December 31, 2005.

Code of Ethics

The Company currently does not have a Code of Ethics that applies to the Company's principal executive and financial officers. The Company plans to establish and adopt a code of ethics in the third quarter of the current fiscal year.

Identification of Audit Committee; Audit Committee Financial Expert

The Company currently does not have an audit committee and has not made a determination of whether there is a financial expert. The Company plans to establish an audit committee during the second quarter of the current fiscal year.

Item 10. Executive Compensation.

The following table reflects compensation paid to the chief executive officer, chief financial officer and the directors of the Company.

The following table sets forth certain summary information regarding compensation paid by the Company for services rendered during the year ended December 31, 2005 to the Company's Chief Executive Officer and President during such periods.

Summary Compensation Table

Executive Compensation:

| Name and Position | Year | Annual Comp | Long Term Compensation Awards—Securities Underlying Stock Options |
|-------------------|------|-------------|---|
| Lana Pope | 2005 | \$51,000 | |
| Dave Boulter | 2005 | \$39,000 | |

There were no stock options granted or exercised by the named executive directors in 2005.

Employment Agreements

The Registrant has no written employment agreements.

Director Compensation

We do not currently compensate directors in cash for any services provided as a director.

Item 11. Security Ownership of Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock as of the date of this report based on information available to the Company by (i) each person who is known by the Company to own more than 5% of the outstanding Common Stock based upon reports filed by such persons within the Securities and Exchange Commission; (ii) each of the Company's directors; (iii) each of the Named Executive Officers; and (iv) all officers and directors of the Company as a group.

| Name and Address | Shares Beneficially Owned (1) | Percent of Class |
|------------------|-------------------------------|------------------|
| Lana Pope | 6,996,935 | 3.05% |
| David Boulter | 5,921,935 | 2.58% |
| TOTAL | 12,918,870 | 5.64% |

(1) A person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from the date of the registration statement upon the exercise of options or warrants. Each beneficial owner's percentage ownership is determined by assuming that options or warrants that are held by such person and which are exercisable within 60 days of the date of this registration statement have been exercised. Unless otherwise indicated, the company believes that all persons named in the table have voting and investment power with respect to all shares of common stock beneficially owned by them.

Item 12. Certain Relationships And Related Transactions.

None

Item 13. Exhibits, Lists And Reports On Form 8-K.

None.

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Item 14. Principal Accountant Fees And Services.

Audit Fees

The aggregate fees billed or estimated to be billed to us for professional services rendered by Peterson Sullivan, PLLC, for the audit of our annual financial statements, review of financial statements included in our annual reports or services normally provided by our accountants in connection with statutory and regulatory filings or engagements were \$16,700 and \$21,392 for 2005 and 2004, respectively.

Audit-Related Fees.

During fiscal 2005 and fiscal 2004, there were no fees billed to us for any other products or services provided by Peterson Sullivan, PLLC, other than the services reported above.

Tax Fees.

During fiscal 2005 and fiscal 2004, there were no fees billed to us for any other products or services provided by Peterson Sullivan, PLLC, other than the services reported above.

All Other Fees.

During fiscal 2005 and fiscal 2004, there were no fees billed to us for any other products or services provided by Peterson Sullivan, PLLC, other than the services reported above.

Pre-Approval Policies and Procedures.

The Board of Directors is responsible for appointing, setting compensation, and overseeing the work of the independent auditor. The Board has no established policy regarding pre-approval of any audit or permissible non-audit services provided by the independent auditor.

Audit Committee and Other Committees.

As of December 31, 2005 our board of directors had not established an audit committee. We recognize that an audit committee, when established, will play a critical role in our financial reporting system by overseeing and monitoring management's and the independent auditors' participation in the financial reporting process.

Until such time as an audit committee has been established, the board of directors will continue to undertake those tasks normally associated with an audit committee to include, but not by way of limitation, the (i) review and discussion of the audited financial statements with management, and (ii) discussions with the independent auditors the matters required to be discussed by the Statement On Auditing Standards No. 61, as may be modified or supplemented.

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.

| | |
|----------------------|--|
| DATE: April 16, 2006 | VICTOR INDUSTRIES, INC. (Registrant) By: /s/ Lana Pope |
| | Lana Pope Director, CEO and CFO |

INDEX TO EXHIBITS

| Number | Exhibit Title |
|---------------|---|
| 31.1 | Certification of Chief Executive Officer Pursuant to pursuant to Rule 13a-14a and Rule 15d-14(a). |
| 31.2 | Certification of Chief Financial Officer Pursuant to pursuant to Rule 13a-14a and Rule 15d-14(a). |
| 32.1 | Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350. |
| 32.2 | Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350. |