

BOND LABORATORIES, INC.  
Form 10-Q  
August 14, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

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

For the quarterly period ended June 30, 2012

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

For the transition period from N/A to N/A

Commission File No. 333-137170

BOND LABORATORIES, INC.  
(Name of small business issuer as specified in its charter)

Nevada  
( State or other jurisdiction of  
incorporation or organization)

20-3464383  
(IRS Employer  
Identification No.)

4509 S. 143rd Street, Suite 1, Omaha, NE 68137  
(Address of principal executive offices)

(402) 884-1894  
(Issuer's telephone number)

Indicate by check mark whether the Registrant (1) has filed all reports required by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days:

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

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Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-Accelerated filer	<input type="checkbox"/>	Small reporting company	<input checked="" type="checkbox"/>

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

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

Class	Outstanding at August 14, 2012
Common stock, \$0.01 par value	74,490,670

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BOND LABORATORIES, INC.  
INDEX TO FORM 10-Q FILING  
FOR THE QUARTER ENDED MARCH 31, 2012

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32.2	Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.	



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PART I

FINANCIAL INFORMATION

Item 1. Financial Statements

The accompanying reviewed interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2011. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the six months ended June 30, 2012 are not necessarily indicative of the results that can be expected for the year ending December 31, 2012.

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BOND LABORATORIES, INC.  
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS:	(Unaudited) June 30, 2012	December 31, 2011
<b>CURRENT ASSETS</b>		
Cash	\$ 605,295	\$ 354,929
Accounts receivables - net	2,104,159	1,042,748
Inventory	2,839,401	1,877,282
Prepaid expenses and other current assets	48,139	21,421
Total current assets	5,596,994	3,296,380
<b>PROPERTY AND EQUIPMENT, net</b>	<b>29,490</b>	<b>42,887</b>
Intangibles assets, net	1,366,740	1,476,615
Deposits	3,048	6,830
<b>TOTAL ASSETS</b>	<b>\$ 6,996,272</b>	<b>\$ 4,822,712</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$ 1,381,592	\$ 767,171
Accrued expenses and other liabilities	178,358	162,128
Litigation reserve	250,000	250,000
Line of credit	437,089	437,089
Total current liabilities	2,247,039	1,616,388
<b>TOTAL LIABILITIES</b>	<b>2,247,039</b>	<b>1,616,388</b>
<b>CONTINGENCIES AND COMMITMENTS</b>	<b>-</b>	<b>-</b>
<b>STOCKHOLDERS' EQUITY:</b>		
Series B Preferred Stock, \$.01 par value, 1,000 shares authorized; 103.3 and 103.3 issued and outstanding of its 10% Perpetual Preferred Stock with a stated value of \$10,000 per share with a cumulative dividend of \$670,808 and \$588,709 as of June 30, 2012 and December 31, 2011, respectively	670,809	588,710
Series C Preferred Stock, \$.01 par value, 500 shares		

authorized; 125 and 125 issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	1	1
Common Stock, \$.01 par value, 150,000,000 shares authorized; 74,490,670 and 74,171,996 issued and outstanding as of June 30, 2012 and December 31, 2011, respectively	744,907	741,720
Additional paid-in capital	26,979,661	27,014,893
Accumulated deficit	(23,646,145 )	(25,138,999 )
Total stockholders' equity	\$ 4,749,233	\$ 3,206,325
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 6,996,272</b>	<b>\$ 4,822,712</b>

The accompanying notes are an integral part of these condensed consolidated financial statements.

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BOND LABORATORIES, INC.  
CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012 AND 2011

	(Unaudited) Three Months Ended June 30		(Unaudited) Six Months Ended June 30	
	2012	2011	2012	2011
Revenue	\$ 5,175,255	\$ 3,169,476	\$ 10,131,152	\$ 6,158,780
Total	5,175,255	3,169,476	10,131,152	6,158,780
Cost of Goods Sold	3,200,293	2,042,795	6,408,550	3,966,563
Gross Profit	1,974,962	1,126,681	3,722,602	2,192,217
<b>OPERATING EXPENSES:</b>				
General and administrative	597,831	257,137	1,119,137	813,621
Selling and marketing	539,101	398,073	982,526	733,092
Depreciation and amortization	60,740	66,682	123,271	134,141
Total operating expenses	1,197,672	721,892	2,224,934	1,680,854
OPERATING INCOME / (LOSS)	777,290	404,789	1,497,668	511,363
<b>OTHER (INCOME) AND EXPENSES</b>				
Interest expense	4,340	8,314	9,312	17,771
Other income	-	-	(4,500 )	-
Loss on the sale of assets	-	1,875	-	1,875
Total other (income) expense	4,340	10,189	4,812	19,646
NET INCOME / (LOSS)	\$ 772,950	\$ 394,600	\$ 1,492,856	\$ 491,717
<b>NET INCOME / ( LOSS) PER SHARE:</b>				
Basic	\$ 0.01	\$ 0.01	\$ 0.02	\$ 0.01
Diluted	\$ 0.01	\$ 0.00	\$ 0.02	\$ 0.01
Basic	74,439,559	72,184,607	74,366,459	72,191,427
Diluted	95,557,030	93,780,182	95,184,485	93,732,637

The accompanying notes are an integral part of these condensed consolidated financial statements.

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BOND LABORATORIES, INC.  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE SIX MONTHS ENDED JUNE 30, 2012 AND 2011

	(Unaudited) 2012	2011
Net Income / (Loss)	\$ 1,492,855	\$ 491,717
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	123,272	134,141
Common Stock issued / (cancelled) for services	27,409	(27,250 )
Common Stock purchase options issued / (cancelled) for services	22,644	-
Common Stock and warrants issued / (cancelled) for services	-	(116,932 )
Loss on sale of assets	-	1,875
Changes in operating assets and liabilities:		
Accounts receivables	(1,061,411 )	(694,569 )
Inventory	(962,119 )	(501,148 )
Prepaid expenses	(26,718 )	889
Deposits	3,783	-
Accounts payable	614,421	615,888
Accrued liabilities	16,230	8,677
Net cash provided by / (used in) operating activities	250,366	(86,712 )
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Proceeds from sale of assets	-	1,200
Net cash provided by / (used in) investing activities	-	1,200
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Repayments of note payable	-	(96,218 )
Net cash provided by / (used in) financing activities	-	(96,218 )
<b>INCREASE (DECREASE) IN CASH</b>	<b>250,366</b>	<b>(181,730 )</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>354,929</b>	<b>445,662</b>
<b>CASH, END OF PERIOD</b>	<b>\$ 605,295</b>	<b>\$ 263,932</b>
<b>Supplemental disclosure operating activities</b>		
Cash paid for interest	\$ 9,312	\$ 17,771
Cash paid for income tax	\$ -	\$ -

The accompanying notes are an integral part of these condensed consolidated financial statements.



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BOND LABORATORIES, INC.  
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2012 AND 2011

NOTE 1 - DESCRIPTION OF BUSINESS

Summary.

Bond Laboratories, Inc. (the “Company”) is a national provider of innovative and proprietary nutritional supplements for health conscious consumers. The Company produces and markets its products through NDS Nutrition Products, Inc., a Florida corporation (“NDS”). NDS manufactures and distributes a full line of nutritional supplements to support healthy living predominantly through franchisees of General Nutrition Centers, Inc. (“GNC”) located throughout the United States.

The Company was incorporated in the State of Nevada on July 26, 2005. In October 2008, the Company acquired the assets of NDS Nutritional Products, Inc., a Nebraska corporation, and moved those assets into its wholly owned subsidiary, NDS.

Bond Laboratories is headquartered in Omaha, Nebraska. For more information on the Company, please go to <http://www.bond-labs.com>. The Company’s Common Stock currently trades under the symbol BNLB on the OTCQB market.

Recent Developments

Effective August 3, 2012, without admitting any wrongdoing or liability, the Company settled all pending litigation with Schick (“Schick”), our former President, alleging that the Company had committed certain unlawful employment practices, including retaliatory termination of his employment for “whistle blowing,” in connection with his separation from the Company in October 2008. The settlement provides for certain payments to Schick totaling \$360,000, of which \$180,000 is paid over a twelve-month period. In addition, the Company or its designee is obligated to purchase from Schick 600,000 shares of common stock of the Company held by Schick. As a result of the settlement, all claims by Schick were dismissed, with prejudice, including all matters pending before the U.S. Department of Labor, Occupational Safety and Health Administration (together, the “OSHA Matter”). The Company had previously established a reserve of \$250,000 in anticipation of the costs and expenses associated with defending the OSHA Matter, and believes that the settlement allows the Company to focus on the execution of its business plan without the costs, expenses and uncertainty of continued litigation.

NOTE 2 - BASIS OF PRESENTATION

Interim Financial Statements

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three- and six-month period ended June 30, 2012 are not necessarily indicative of the results that may be expected for the year ending December 31, 2012. While management of the Company believes that the disclosures presented herein are adequate and not misleading, these interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the footnotes thereto for the fiscal year ended December 31, 2011 as filed with the Securities and Exchange Commission as an exhibit to our Annual Report on

Form 10-K.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Company prepares its financial statements in accordance with accounting principles generally accepted in the United States of America. Significant accounting policies are as follows:

Principle of Consolidation

The consolidated financial statements include the accounts of Bond Laboratories, Inc. and NDS Nutrition Products, Inc. Intercompany accounts and transactions have been eliminated in the consolidated financial statements.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect (i) the reported amounts of assets and liabilities, (ii) the disclosure of contingent assets and liabilities known to exist as of the date the financial statements are published, and (iii) the reported amount of net sales and expenses recognized during the periods presented. Adjustments made with respect to the use of estimates often relate to improved information not previously available. Uncertainties with respect to such estimates and assumptions are inherent in the preparation of financial statements; accordingly, actual results could differ from these estimates.

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These estimates and assumptions also affect the reported amounts of revenues, costs and expenses during the reporting period. Management evaluates these estimates and assumptions on a regular basis. Actual results could differ from those estimates.

### Revenue Recognition

Revenue is derived from product sales. The Company recognizes revenue from product sales in accordance with Topic 605 "Revenue Recognition in Financial Statements" which is at the time customers are invoiced at shipping point, provided title and risk of loss has passed to the customer, evidence of an arrangement exists, fees are contractually fixed or determinable, collection is reasonably assured through historical collection results and regular credit evaluations, and there are no uncertainties regarding customer acceptance.

### Accounts Receivable

All of the Company's accounts receivable balance is related to trade receivables. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company's best estimate of the amount of probable credit losses in its existing accounts receivable. The Company will maintain allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments for products. Accounts with known financial issues are first reviewed and specific estimates are recorded. The remaining accounts receivable balances are then grouped in categories by the amount of days the balance is past due, and the estimated loss is calculated as a percentage of the total category based upon past history. Account balances are charged off against the allowance when it is probable the receivable will not be recovered. The Company recorded \$1,669 related to bad debt and doubtful accounts during the quarter ended June 30, 2012.

### Allowance for Doubtful Accounts

The determination of collectability of the Company's accounts receivable requires management to make frequent judgments and estimates in order to determine the appropriate amount of allowance needed for doubtful accounts. The Company's allowance for doubtful accounts is estimated to cover the risk of loss related to accounts receivable. This allowance is maintained at a level we consider appropriate based on historical and other factors that affect collectability. These factors include historical trends of write-offs, recoveries and credit losses, the careful monitoring of customer credit quality, and projected economic and market conditions. Different assumptions or changes in economic circumstances could result in changes to the allowance.

### Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. At June 30, 2012, cash and cash equivalents include cash on hand and cash in the bank.

### Inventory

The Company's inventory is carried at the lower of cost or net realizable value using the first-in, first-out ("FIFO") method. The Company evaluates the need to record adjustments for inventory on a regular basis. Company policy is to evaluate all inventories including raw material and finished goods for all of its product offerings across all of the Company's operating subsidiaries. At June 30, 2012, and December 31, 2011, the value of the Company's inventory was \$2,839,401 and \$1,877,282 respectively.

### Property and Equipment

Property and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using the straight-line method. When items are retired or otherwise disposed of, income is charged or credited for the difference between net book value and proceeds realized. Ordinary maintenance and repairs are charged to expense as incurred, and replacements and betterments are capitalized.

The range of estimated useful lives used to calculate depreciation for principal items of property and equipment are as follows:

Asset Category	Depreciation/ Amortization Period
Furniture and fixtures	3 Years
Office equipment	3 Years
Leasehold improvements	5 Years

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### Goodwill and Other Intangible Assets

The Company adopted Statement of Financial Accounting Standard (“FASB”) Accounting Standards Codification (“ASC”) Topic 350 Goodwill and Other Intangible Assets, effective July 1, 2002. In accordance with (“ASC Topic 350”) "Goodwill and Other Intangible Assets," goodwill, which represents the excess of the purchase price and related costs over the value assigned to net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method, acquired in business combinations is assigned to reporting units that are expected to benefit from the synergies of the combination as of the acquisition date. Under this standard, goodwill and intangibles with indefinite useful lives are no longer amortized. The Company assesses goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred in accordance with ASC Topic 350. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. ASC Topic 350 also requires that the fair value of indefinite-lived purchased intangible assets be estimated and compared to the carrying value. The Company recognizes an impairment loss when the estimated fair value of the indefinite-lived purchased intangible assets is less than the carrying value.

### Impairment of Long-Lived Assets

In accordance with ASC Topic 3605, “Long-Lived Assets,” such as property, plant, and equipment, and purchased intangibles, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Goodwill and other intangible assets are tested for impairment. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, an impairment charge is recognized by the amount by which the carrying amount of the asset exceeds the fair value of the asset. There were no events or changes in circumstances that necessitated an impairment of long lived assets.

### Income Taxes

Deferred income taxes are provided based on the provisions of ASC Topic 740, “Accounting for Income Taxes,” to reflect the tax consequences in future years of differences between the tax bases of assets and liabilities and their financial reporting amounts based on enacted tax laws and statutory tax rates applicable to the periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

The Company adopted the provisions of FASB Interpretation No. 48; “Accounting For Uncertainty In Income Taxes” - An Interpretation of ASC Topic 740 ("FIN 48"). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not, that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount, which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating the Company's tax positions and tax benefits, which may require periodic adjustments. At June 30, 2012, the Company did not record any liabilities for uncertain tax positions.

### Concentration of Credit Risk

The Company maintains its operating cash balances in a bank located in Nebraska. The Federal Depository Insurance Corporation (FDIC) insures accounts up to \$250,000.

### Earnings Per Share

Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share reflects the potential dilution that could occur if stock options, warrants, and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company. In the event of a loss, diluted loss per share is the same as basic loss per share, because of the effect of the additional securities, a result of the net loss would be anti-dilutive.

### Fair Value of Financial Instruments

The fair value of a financial instrument is the amount at which the instrument could be exchanged in a current transaction between willing parties other than in a forced sale or liquidation.

The carrying amounts of the Company's financial instruments, including cash, accounts payable and accrued liabilities, income tax payable and related party payable, if any, approximate fair value.

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## Recent Accounting Pronouncements

Recent accounting pronouncements that the Company has adopted or that will be required to adopt in the future are summarized below.

In January 2010, the Financial Accounting Standards Board (“FASB”) issued guidance to amend the disclosure requirements related to recurring and nonrecurring fair value measurements. The guidance requires new disclosures on the transfers of assets and liabilities between Level 1 (quoted prices in active market for identical assets or liabilities) and Level 2 (significant other observable inputs) of the fair value measurement hierarchy, including the reasons and the timing of the transfers. Additionally, the guidance requires a roll forward of activities on purchases, sales, issuance, and settlements of the assets and liabilities measured using significant unobservable inputs (Level 3 fair value measurements). The guidance became effective for us with the reporting period beginning January 1, 2010, except for the disclosure on the roll forward activities for Level 3 fair value measurements, which will become effective for us with the reporting period beginning July 1, 2011. Other than requiring additional disclosures, adoption of this new guidance did not have a material impact on our financial statements.

## NOTE 4 – INVENTORIES

The Company’s inventories as of June 30, 2012 and December 31, 2011 are as follows:

	June 30, 2012	December 31, 2011
Finished goods	\$ 2,443,146	\$ 1,352,143
Components	396,255	525,139
<b>Total</b>	<b>\$ 2,839,401</b>	<b>\$ 1,877,282</b>

## NOTE 5 - PROPERTY AND EQUIPMENT

The Company’s fixed assets as of June 30, 2012 and December 31, 2011 are as follows:

	June 30, 2012	December 31, 2011
Equipment	\$ 285,753	\$ 285,753
Accumulated depreciation	(256,263)	(242,866)
<b>Total</b>	<b>\$ 29,490</b>	<b>\$ 42,887</b>

Depreciation expense for the six months ended June 30, 2012 was \$13,397 compared to \$24,267 for June 30, 2011.

## NOTE 6 – NOTE PAYABLES

Notes payable consist of the following as of June 30, 2012 and December 31, 2011:

	June 30, 2012	December 31, 2011
	437,089	437,089
		-

Revolving Line of Credit of \$1,000,000 from US Bank, dated April 9, 2009, as amended July 15, 2010 and further amended May 25, 2011, at an interest rate of 3.5% plus the one-month LIBOR quoted by US Bank from Reuters Screen LIBOR. The Line of Credit matures May 15, 2013 and is secured by 80% of the receivables and 25% of the inventory of NDS Nutrition Products, Inc. The Company pays interest only on this Line of Credit

Total of notes payable and advances	437,089	437,089
Less current portion	(437,089)	(437,089)
Long-term portion	\$ -	\$ -

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NOTE 7 - COMMITMENTS AND CONTINGENCIES

The Company has entered into various consulting agreements with outside consultants. However, certain of these agreements included additional compensation on the basis of performance. The Company does not have a commitment and contingency liability associated with these agreements.

In connection with the pending litigation with Eric Schick, our former President, alleging that we had committed certain unlawful employment practices, including retaliatory termination of his employment for “whistle blowing,” in connection with his separation from the Company in October 2008, the U.S. Department of Labor, Occupational Safety and Health Administration (“OSHA”), on September 14, 2011, notified the Company regarding its findings (the “OSHA Order”). In the OSHA Order, the Secretary of Labor, acting through OSHA, found that there was reasonable cause to conclude that the Company, and its former Chief Executive Officer, Scott Landow, violated the employee protection provisions of Section 806 of the Corporate and Criminal Fraud Accountability Act of 2002.

In its findings, OSHA ordered that the Company, among other things, pay Mr. Schick certain compensatory and other damages, and reinstate Mr. Schick as the Company's President. The Company has filed an objection to the OSHA Order and has requested a formal hearing before an Administrative Law Judge (“ALJ”) for the DOL, as the Company believes, among other errors in the OSHA Order, that the OSHA Order misstates certain material facts in connection with OSHA's findings that, if presented in accordance with the administrative procedures that govern formal proceedings before the DOL, may result in different findings.

Effective August 3, 2012, without admitting any wrongdoing or liability, the Company settled all pending litigation with Schick (“Schick”), our former President, alleging that the Company had committed certain unlawful employment practices, including retaliatory termination of his employment for “whistle blowing,” in connection with his separation from the Company in October 2008. The settlement provides for certain payments to Schick totaling \$360,000, of which \$180,000 is paid over a twelve-month period. In addition, the Company or its designee is obligated to purchase from Schick 600,000 shares of common stock of the Company held by Schick. As a result of the settlement, all claims by Schick were dismissed, with prejudice, including all matters pending before the U.S. Department of Labor, Occupational Safety and Health Administration (together, the “OSHA Matter”). The Company had previously established a reserve of \$250,000 in anticipation of the costs and expenses associated with defending the OSHA Matter, and believes that the settlement allows the Company to focus on the execution of its business plan without the costs, expenses and uncertainty of continued litigation.

NOTE 8 - RELATED PARTY TRANSACTIONS

The Company paid Burnham Hill Advisors LLC (“BHA”) \$40,500 during the quarter ended June 30, 2012 for advisory and consulting fees pursuant to the terms of a Consulting Agreement for Services (“Agreement”) by and between the Company and BHA, dated August 25, 2011. Mr. Michael Abrams, the Company's Interim Chief Financial Officer, is an employee of BHA. The fees paid BHA include the services provided by Mr. Abrams to the Company in his capacity as Interim CFO. In addition, Mr. Abrams is paid \$1,500 per month directly by the Company in consideration for his services provided to the Company.

NOTE 9 - NET INCOME / (LOSS) PER SHARE

Basic net income per share is calculated by dividing the net income attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted net income per share also includes the weighted average number of outstanding warrants and options in the denominator, as well as the weighted average number of shares of Series C Convertible Preferred Stock on a converted basis. In the event of a loss, the diluted loss per share is the same as basic loss per share. The weighted average number of diluted shares of

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common stock outstanding for the three months ended June 30, 2012 included 74,439,559 shares of common stock, 5,000,000 shares of common stock issuable upon the conversion of the Series C Convertible Preferred Stock at \$0.25 per share, 15,018,582 shares of common stock issuable upon the exercise of outstanding common stock purchase warrants (all of which are presently out of the money), and 1,098,889 shares of common stock issuable upon the exercise of outstanding options to purchase common stock. The following table represents the computation of basic and diluted income and (losses) per share for the three months ended June 30, 2012 and 2011.

	June 30, 2012	June 30, 2011
Income / (Losses) available for common shareholders	772,950	394,600
Basic weighted average common shares outstanding	74,439,559	72,184,607
Basic income / (loss) per share	0.01	0.01
Diluted weighted average common shares outstanding	95,557,030	93,780,182
Diluted income / (loss) per share	0.01	0.00

Net income / (loss) per share is based upon the weighted average shares of common stock outstanding.

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## NOTE 10 - EQUITY

## Common and Preferred Stock

The Company is authorized to issue 150,000,000 shares of common stock, \$0.01 par value, of which 74,490,670 common shares were issued and outstanding as of June 30, 2012. The Company is authorized to issue 10,000,000 shares of Series A Convertible Preferred Stock, \$0.001 par value, of which 0 shares were issued and outstanding as of June 30, 2012. The Company is authorized to issue 1,000 shares of its 10% Cumulative Perpetual Series B Preferred Stock, \$0.01 par value, of which 103.3 were issued and outstanding as of June 30, 2012. The Company recorded an accumulated dividend of \$670,808 as of June 30, 2012, which was recorded against the par value of the 10% Cumulative Perpetual Series B Preferred Stock and Additional Paid in Capital. The outstanding 10% Cumulative Perpetual Series B Preferred Stock has a liquidation preference of \$10,000 per share. The Company is authorized to issue 500 shares of its Series C Convertible Preferred Stock, par value \$0.01, of which 125 shares were issued and outstanding as of June 30, 2012. The Series C Convertible Preferred Stock is convertible at \$0.25 per share and has a liquidation preference of \$10,000 per share.

## Options

As of June 30, 2012, 1,200,000 options to purchase common stock of the Company were issued and outstanding, 500,000 of which had an exercise price equal to \$0.10 per share, and 700,000 of which had an exercise price equal to \$0.09 per share.

## Warrants

The Company values all warrants using the Black-Scholes option-pricing model. Critical assumptions for the Black-Scholes option-pricing model include the market value of the stock price at the time of issuance, the risk-free interest rate corresponding to the term of the warrant, the volatility of the Company's stock price, dividend yield on the common stock, as well as the exercise price and term of the warrant. The Black Scholes option-pricing model was the best determinable value of the warrants that the Company "knew up front" when issuing the warrants in accordance with Topic 505. Other than as expressly noted below, the warrants are not subject to any form of vesting schedule and, therefore, are exercisable by the holders anytime at their discretion during the life of the warrant. No discounts were applied to the valuation determined by the Black-Scholes option-pricing model; provided, however, that in determining volatility the Company utilized the lesser of the 90-day volatility as reported by Bloomberg or other such nationally recognized provider of financial markets data and 40.0%.

As of June 30, 2012, 15,018,582 warrants to purchase common stock of the Company were issued and outstanding, additional information about which is included in the following table:

Issued	Exercise Price	Issuance Date	Expiration Date	Vesting
2,520,000	\$ 1.500	01/31/08	01/31/13	No
175,864	\$ 0.770	12/31/09	12/31/14	No
3,511,540	\$ 0.750	09/30/09	10/01/12	No
100,000	\$ 0.700	12/31/09	12/31/14	No
375,000	\$ 0.500	08/20/09	08/20/14	No
50,000	\$ 0.500	11/01/09	11/01/12	No
65,000	\$ 0.500	12/21/09	12/21/12	No
350,000	\$ 0.375	01/31/08	01/31/13	No
500,000	\$ 0.375	12/31/08	12/31/13	No
200,000	\$ 0.375	10/09/09	10/09/12	No
142,593	\$ 0.360	05/14/10	05/14/15	Yes

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60,000	\$	0.350	07/01/09	07/01/12	No
175,000	\$	0.350	08/20/09	08/20/14	No
2,218,125	\$	0.350	09/01/09	09/01/12	No
50,000	\$	0.350	11/01/09	11/01/12	No
100,000	\$	0.350	12/31/09	12/31/14	No
2,500,000	\$	0.300	11/15/10	11/15/15	No
20,833	\$	0.300	04/01/09	04/01/14	Yes
206,400	\$	0.200	06/29/10	06/29/15	No
212,400	\$	0.200	07/21/10	07/21/15	No
90,000	\$	0.200	09/03/10	09/03/15	No
1,395,827	\$	0.150	12/31/08	12/31/13	Yes
15,018,582					

Expected Dividend Yield	0.0%
Volatility	40.0%
Weighted average risk free interest rate	0.2%
Weighted average expected life (in years)	1.2

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Private Placements, Other Issuances and Cancellations

The Company periodically issues shares of its common stock, as well as options and warrants to purchase shares of common stock to investors in connection with private placement transactions, and to advisors, consultants and employees for the fair value of services rendered. Absent an arm's length transaction with an independent third-party, the value of any such issued shares is based on the trading value of the stock at the date on which such transactions or agreements are consummated. The Company expenses the fair value of all such issuances in the period incurred. During the quarter ended June 30, 2012 the Company issued 191,667 shares of common stock for services and recorded an expense of \$17,250 for the fair value of services rendered. In addition to the above, during the quarter ended June 30, 2012 the Company issued 700,000 common stock purchase options to employees and directors for services and recorded an expense of \$22,644 for the fair value of services rendered.

NOTE 11 - INCOME TAXES

The Company restored a portion of its valuation allowance for deferred tax assets of \$420,000 for the quarter ended June 30, 2012, based on the Company's expected utilization of federal and state net operating loss carryforwards NOLs. The NOLs are subject to limitations under IRC Section 382 of the Internal Revenue Code ("Section 382"). The Company has maintained a valuation 100% allowance for the remaining deferred tax asset related to these NOL's until it has completed its study of the effect of Section 382 on the utilization of these NOLs, although the Company expects utilization of at least a portion of these NOLs.

Management is required to evaluate whether a valuation allowance should be established against its deferred tax assets based on the consideration of all available evidence using a "more likely than not" standard. Realization of deferred tax assets is dependent upon taxable income in prior carryback years, estimates of future taxable income, tax planning strategies, and reversals of existing taxable temporary differences. Management maintains a full valuation allowance as of June 30, 2012 based on both positive and negative evidence. The weight of negative factors and level of economic uncertainty in our current business continued to support the conclusion that the realization of its deferred tax assets does not meet the more likely than not standard. As a result of this evaluation, a full valuation allowance remained against the net deferred tax assets as of June 30, 2012. Management will continue to periodically reevaluate the valuation allowance and, to the extent that conditions change, some or all of such valuation allowance could be reversed in future periods.

The Company has no significant unrecognized tax benefits.

NOTE 12 – SUBSEQUENT EVENTS

Effective August 3, 2012, without admitting any wrongdoing or liability, the Company settled all pending litigation with Schick ("Schick"), our former President, alleging that the Company had committed certain unlawful employment practices, including retaliatory termination of his employment for "whistle blowing," in connection with his separation from the Company in October 2008. The settlement provides for certain payments to Schick totaling \$360,000, of which \$180,000 is paid over a twelve-month period. In addition, the Company or its designee is obligated to purchase from Schick 600,000 shares of common stock of the Company held by Schick. As a result of the settlement, all claims by Schick were dismissed, with prejudice, including all matters pending before the U.S. Department of Labor, Occupational Safety and Health Administration (together, the "OSHA Matter"). The Company had previously established a reserve of \$250,000 in anticipation of the costs and expenses associated with defending the OSHA Matter, and believes that the settlement allows the Company to focus on the execution of its business plan without the costs, expenses and uncertainty of continued litigation.

In accordance with the Subsequent Events Topic of the FASB ASC 855, we have evaluated subsequent events, and have determined that no additional subsequent events are reasonably likely to impact the financial statements.

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

### Forward-Looking Statements

Management's Discussion and Analysis contains various "forward looking statements" within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, regarding future events or the future financial performance of the Company that involve risks and uncertainties. Certain statements included in this Form 10-Q, including, without limitation, statements related to anticipated cash flow sources and uses, and words including but not limited to "anticipates", "believes", "plans", "expects", "future" and similar statements or expressions, identify forward looking statements. Any forward-looking statements herein are subject to certain risks and uncertainties in the Company's business, including but not limited to, reliance on key customers and competition in its markets, market demand, product performance, technological developments, maintenance of relationships with key suppliers, difficulties of hiring or retaining key personnel and any changes in current accounting rules, all of which may be beyond the control of the Company. The Company adopted at management's discretion, the most conservative recognition of revenue based on the most astringent guidelines of the SEC. Management will elect additional changes to revenue recognition to comply with the most conservative SEC recognition on a forward going accrual basis as the model is replicated with other similar markets. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those set forth therein.

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Forward-looking statements involve risks, uncertainties and other factors, which may cause our actual results, performance or achievements to be materially different from those expressed or implied by such forward-looking statements. Factors and risks that could affect our results and achievements and cause them to materially differ from those contained in the forward-looking statements include those identified in the section titled “Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2010, as well as other factors that we are currently unable to identify or quantify, but that may exist in the future.

In addition, the foregoing factors may affect generally our business, results of operations and financial position. Forward-looking statements speak only as of the date the statement was made. We do not undertake and specifically decline any obligation to update any forward-looking statements.

## Overview

Bond Laboratories, Inc. (the “Company”) is a national provider of innovative and proprietary nutritional supplements for health conscious consumers. The Company produces and markets its products through NDS Nutrition Products, Inc., a Florida corporation (“NDS”). NDS manufactures and distributes a full line of nutritional supplements to support healthy living predominantly through franchisees of General Nutrition Centers, Inc. (“GNC”) located throughout the United States.

The Company was incorporated in the State of Nevada on July 26, 2005. In October 2008, the Company acquired the assets of NDS Nutritional Products, Inc., a Nebraska corporation, and moved those assets into its wholly owned subsidiary NDS.

Bond Laboratories is headquartered in Omaha, Nebraska. For more information on the Company, please go to <http://www.bond-labs.com>. The Company’s Common Stock currently trades under the symbol BNLB on the OTCQB market.

## Results of Operations

**Net Sales.** Revenue for the three months ended June 30, 2012 increased to \$5,175,255 as compared to \$3,169,476 for the three months ended June 30, 2011. Revenues for the six months ended June 30, 2012 increased to \$10,131,152 as compared to \$6,158,780. This increase was primarily driven by continued strong sales of recently introduced products and greater average sales per retail location. We currently market more than 50 products to over 900 GNC franchise locations nationwide. The Company continually seeks to increase both the number of stores and number of approved products that comprise its distribution footprint and, while no assurances can be given, anticipates that such efforts will continue to drive future revenue growth. In addition to the above, during the quarter ended June 30, 2012 the Company shipped its first international orders. While not a material component of revenue for the quarter, management anticipates that continued international expansion will be a major driver of future growth.

During the quarter ended June 30, 2012, approximately 30% of the Company’s revenue was attributable to products containing DMAA. The Company reintroduced such products with a new formulation excluding DMAA during the quarter ending June 30, 2012. In the event the reformulated products do not generate the level of sales as compared to the products they replaced containing DMAA, and such decrease in product sales is not otherwise offset by sales attributable to new products introduced by the Company, the Company’s net sales may be affected, and such affect may be material.

**Cost of Goods Sold.** Cost of goods sold for the three months ended June 30, 2012 increased to \$3,200,293 as compared to \$2,042,795 for the three months ended June 30, 2011. Cost of goods sold for the six months ended June 30, 2012 increased to \$6,408,550 as compared to \$3,966,563 for the six months ended June 30, 2011. The increase

was primarily attributable to increased sales volume during the quarter.

**General and Administrative Expense.** General and administrative expense for the three months ended June 30, 2012 increased to \$597,831 as compared to \$257,137 for the three months ended June 30, 2011. General and administrative expense for the six months ended June 30, 2012 increased to \$1,119,137 as compared to \$813,621 for the six months ended June 30, 2011. The increase in general and administrative expense is primarily attributable to legal costs and expenses incurred in connection with the Schick litigation, which litigation was subsequently settled in July 2012. Although no assurances can be given, management currently anticipates that legal costs and expenses in subsequent periods will substantially decrease, resulting in lower general and administrative expense subsequent to the quarter ended June 30, 2012 compared to the quarter ended June 30, 2012.

**Selling and Marketing Expense.** Selling and marketing expense for the three months ended June 30, 2012 increased to \$539,101 as compared to \$398,073 for the three months ended June 30, 2011. Selling and marketing expense for the six months ended June 30, 2012 increased to \$982,526 as compared to \$733,092 for the six months ended June 30, 2011. The increase in selling and marketing expense is principally attributable to expanded marketing activities designed to support current and expected future revenue growth.

**Depreciation and Amortization.** Depreciation and amortization for the three months ended June 30, 2012 decreased to \$60,740 as compared to \$66,682 for the three months ended June 30, 2011. Depreciation and amortization for the six months ended June 30, 2012 decreased to \$123,271 as compared to \$134,141 for the six months ended June 30, 2011.

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**Net Income / (Loss).** We generated a profit of \$772,950 for the three months ended June 30, 2012 as compared to a profit of \$394,600 for the three months ended June 30, 2011. We generated a profit of \$1,492,856 for the six months ended June 30, 2012 as compared to a profit of \$491,717 for the six months ended June 30, 2011. The increase was driven by greater sales volume at sustained margins in concert with ongoing cost control programs.

## Liquidity and Capital Resources

The Company has historically financed its operations primarily through equity and debt financings. The Company has also provided for its cash needs by issuing common stock, options and warrants for certain operating costs, including consulting and professional fees. The Company did not engage in any financing activities during the six month period ended June 30, 2012. Together with anticipated cash derived from operations, our existing cash resources are expected to provide for the Company's liquidity through at least December 31, 2012. Although no assurances can be given, management currently believes the Company will generate sufficient cash from operations to provide for its working capital needs beyond December 31, 2012.

**Cash Provided by / (Used in) Operations.** Our cash provided by operating activities for the six months ended June 30, 2012 was \$250,366 as compared to cash provided by operating activities of \$(86,712) for the six months ended June 30, 2011. The increase is mainly attributable to increased net income.

**Cash Provided by / (Used in) Investing Activities.** Cash provided by investing activities for the six months ended June 30, 2012 was \$0 as compared to \$1,200 for the six months ended June 30, 2011.

**Cash Provided by / (Used in) Financing Activities.** Our cash used in financing activities for the six months ended June 30, 2012 was \$0 as compared to cash used in financing activities of \$(96,218) for the six months ended June 30, 2011. The improvement is attributable to the retirement of previously issued acquisition-related debt.

## WHERE YOU CAN FIND MORE INFORMATION

You are advised to read this Quarterly Report on Form 10-Q in conjunction with other reports and documents that we file from time to time with the SEC. In particular, please read our Quarterly Reports on Form 10-Q, Annual Report on Form 10-K, and Current Reports on Form 8-K that we file from time to time. You may obtain copies of these reports directly from us or from the SEC at the SEC's Public Reference Room at 100 F. Street, N.E. Washington, D.C. 20549, and you may obtain information about obtaining access to the Reference Room by calling the SEC at 1-800-SEC-0330. In addition, the SEC maintains information for electronic filers at its website <http://www.sec.gov>.

## ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Our business is currently conducted principally in the United States. As a result, our financial results are not affected by factors such as changes in foreign currency exchange rates or economic conditions in foreign markets. We do not engage in hedging transactions to reduce our exposure to changes in currency exchange rates, although if the geographical scope of our business broadens, we may do so in the future.

Our exposure to risk for changes in interest rates relates primarily to our investments in short-term financial instruments. Investments in both fixed rate and floating rate interest earning instruments carry some interest rate risk. The fair value of fixed rate securities may fall due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Partly as a result of this, our future interest income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that have fallen in estimated fair value due to changes in interest rates. However, as substantially all of our cash equivalents consist of bank deposits and short-term money market instruments, we do not expect any material change

with respect to our net income as a result of an interest rate change.

We do not hold any derivative instruments and do not engage in any hedging activities.

#### ITEM 4. CONTROLS AND PROCEDURES

##### (a) Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating the disclosure controls and procedures, management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Our disclosure controls and procedures were designed to provide reasonable assurance that the controls and procedures would meet their objectives. As required by SEC Rule 13a-15(b), our Chief Executive Officer and Chief Financial Officer carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

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Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over our financial reporting. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, management has conducted an assessment, including testing, using the criteria in Internal Control — Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (“COSO”). Our system of internal control over financial reporting is designed 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. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has used the framework set forth in the report entitled Internal Control-Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission, known as COSO, to evaluate the effectiveness of our internal control over financial reporting. Based on this assessment, our Chief Executive Officer and Chief Financial Officer have concluded that our internal control over financial reporting was effective as of June 30, 2012. This Quarterly Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Our internal control over financial reporting was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management’s report in this Quarterly Report. There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

(b) Changes in Internal Controls Over Financial Reporting

There have been no changes in our internal controls over financial reporting or in other factors that could materially affect, or are reasonably likely to affect, our internal controls over financial reporting during the quarter ended June 30, 2012. There have not been any significant changes in the Company’s critical accounting policies identified since the Company filed its Annual Report on Form 10-K as of December 31, 2011.

PART II  
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

OSHA Matter

On February 19, 2009, we received a letter from the U.S. Department of Labor, Occupational Safe and Health Administration (“OSHA”), notifying us that a complaint had been filed by Eric Schick, our former President, alleging that we had committed certain unlawful employment practices, including retaliatory termination of his employment for “whistle blowing,” in connection with his separation from the Company in October 2008. On March 30, 2009, we sent a response to OSHA setting forth our position that Mr. Schick had voluntarily resigned and denying the allegations set forth in the February 19, 2009 letter. On January 19, 2011, OSHA delivered its preliminary report determining that there was reasonable cause to believe that the Company and our former Chief Executive Officer violated Section 806 of the Corporate and Criminal Fraud Accountability Act of 2002, Title VIII of the Sarbanes-Oxley Act, and that the reinstatement of our former President was warranted. The determination was not a final determination by OSHA of a violation. OSHA has made a preliminary assessment of damages, which it estimates at approximately \$440,000.

The Company submitted a formal response to the DOL on February 22, 2011, as did our former Chief Executive Officer, refuting in their entirety the conclusions drawn in the preliminary finding of the DOL. On September 14, 2011, the Company received a formal letter from OSHA notifying the Company regarding its findings (the “OSHA Order”). In the OSHA Order, the Secretary of Labor, acting through OSHA, found that there was reasonable cause to

conclude that the Company, and its former Chief Executive Officer, Scott Landow, violated the employee protection provisions of Section 806 of the Corporate and Criminal Fraud Accountability Act of 2002.

In its findings, OSHA ordered that the Company, among other things, pay Mr. Schick certain compensatory and other damages, and reinstate Mr. Schick to the position of President. The Company has filed an objection to the OSHA Order and has requested a formal hearing before an Administrative Law Judge ("ALJ") for the DOL, as the Company believes, among other errors in the OSHA Order, that the OSHA Order misstates certain material facts in connection with OSHA's findings that, if presented in accordance with the administrative procedures that govern formal proceedings before the DOL, may result in different findings. The Company has also appealed the OSHA Order reinstating Mr. Schick to the position of President.

Effective August 3, 2012, without admitting any wrongdoing or liability, the Company settled all pending litigation with Schick ("Schick"), our former President, alleging that the Company had committed certain unlawful employment practices, including retaliatory termination of his employment for "whistle blowing," in connection with his separation from the Company in October 2008. The settlement provides for, certain payments to Schick totaling \$360,000, of which \$180,000 is paid over a twelve-month period. In addition, the Company or its designee is obligated to purchase from Mr. Schick 600,000 shares of common stock of the Company. As a result of the settlement, all claims by Schick were dismissed, with prejudice, including all matters pending before the U.S. Department of Labor, Occupational Safety and Health Administration (together, the "OSHA Matter"). The Company had previously established a reserve of \$250,000 in anticipation of the costs and expenses associated with defending the OSHA Matter, and believes that the settlement allows the Company to focus on the execution of its business plan without the costs, expenses and uncertainty of continued litigation.

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CycloBolan Matter

On October 7, 2010, we received notification of an action filed against Infinite Labs LLC (Infinite Labs was a product line previously marketed by NDS, which was sold and/or otherwise discontinued by the Company in September 2009) alleging numerous physical and psychological injuries by an individual in connection with his ingestion of CycloBolan, a supplement manufactured by NDS. The parties are currently engaged in written discovery and no depositions have been taken to date. Because there has been no discovery done with respect to causation, it is impossible to currently evaluate the likelihood of any outcome or potential loss, if any. The plaintiff sought initial damages of \$500,000. The lawsuit was tendered to the Company's insurance carrier, which has assumed the defense of the case at no cost to the Company. Management currently believes the overall risk to the Company in connection with this matter is minimal.

We are currently not involved in any litigation except noted above that we believe could have a material adverse effect on our financial condition or results of operations. Other than described above, there is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of the Company or any of our subsidiaries, threatened against or affecting the Company, our common stock, any of our subsidiaries or of the Company's or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

ITEM 1A. RISK FACTORS

In addition to the risk factors previously disclosed in Part II, Item 6, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2011, the Company has identified the following additional risk factor:

Certain of the Company's products contain Dimethylamylamine ("DMAA"), the safety of which has been questioned by the FDA. Any product liability associated with DMAA could expose us to significant risks.

Several of the Company's products contain methylhexanamine ("DMAA"), which has been extensively marketed as a pre-workout sports supplement. It has been reported that DMAA has potential side effects, including headache, nausea, and stroke. At least one distributor of DMAA has been named in a class action lawsuit over DMAA's safety. The FDA recently sent warning letters to ten manufacturers and distributors of DMAA challenging the marketing of products containing DMAA for lack of evidence of safety, and stating that DMAA was not a dietary ingredient and is not, therefore, eligible to be used as an active ingredient in dietary supplements. While the Company believes there is no basis for the FDA's action, and that DMAA is safe in the quantities included in the Company's products, until further studies are conducted or further action is taken by the FDA, no assurances can be given. The Company has nevertheless recently reformulated its products containing DMAA, which it intends to introduce in the quarter ended June 30, 2012. Although we maintain product liability insurance, it may not be sufficient to cover any product liability claims that may arise from the use of our products containing DMAA, if such claims are successfully asserted.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

There were no defaults upon senior securities during the period ended June 30, 2012.

ITEM 5. OTHER INFORMATION

There is no information with respect to which information is not otherwise called for by this form.

ITEM 6. EXHIBITS

- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
- 101.INS\* XBRL Instance Document
- 101.SCH\* XBRL Taxonomy Extension Schema
- 101.CAL\* XBRL Taxonomy Extension Calculation Linkbase
- 101.DEF\* XBRL Taxonomy Extension Definition Linkbase
- 101.LAB\* XBRL Taxonomy Extension Label Linkbase
- 101.PRE\* XBRL Taxonomy Extension Presentation Linkbase

\* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Exchange Act of 1934 and otherwise are not subject to liability.

