

BOND LABORATORIES, INC.  
Form 10-K/A  
June 03, 2010

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

FORM 10-K /A  
Amendment One

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

For the Fiscal Year Ended December 31, 2008

OR

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

For the transition period from N/A to N/A  
Commission File Number: 0-25474

Bond Laboratories, Inc.  
(Name of small business issuer as specified in its charter)

Nevada  
State of Incorporation

20-3464383  
IRS Employer Identification No.

11011 Q Street Building A Suite 106 Omaha, NE 68137  
(Address of principal executive offices)

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

Securities registered under Section 12(b) of the Exchange Act:  
None

Securities registered under Section 12(g) of the Exchange Act:  
Common Stock, \$0.001 par value per share

(Title of Class)  
Common Stock, \$.01 Par Value

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
 Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  
 Yes  No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

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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 a shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not 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-K or any amendment to this Form 10-K.

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):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller 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 Act. Yes  No

The aggregate market value of voting stock held by non-affiliates of the registrant on December 31, 2008 was approximately \$6,460,000. Solely for purposes of the foregoing calculation, all of the registrant's directors and officers as of December 31, 2008, are deemed to be affiliates. This determination of affiliate status for this purpose does not reflect a determination that any persons are affiliates for any other purposes.

State the number of shares outstanding of each of the issuer's classes of equity securities, as of the latest practicable date: May 31, 2010, there were 61,057,948 shares of Common Stock, \$0.01 par value per share, 0 shares of Series A preferred stock, \$0.01 par value per share, and 219.3 shares of Series B preferred stock, stated value \$10,000 per share, issued and outstanding.

Documents Incorporated By Reference –None

#### EXPLANATORY NOTE

This Amended Annual Report on Form 10-K/A is being filed for the following purpose: In December 11, 2009 the Company received a Securities Exchange Commission comment letter and subsequently received a follow up comment letter on February 5, 2010. This amendment is the Company's response and inclusion of the changes resulting from the response to the comment letters.

Bond Laboratories, Inc.  
 FORM 10-K /A ANNUAL REPORT  
 FOR THE FISCAL YEAR ENDED DECEMBER 31, 2008 and 2007  
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Forward Looking Statements — Cautionary Language

Certain statements made in these documents and in other written or oral statements made by Bond Laboratories, Inc. or on Bond Laboratories, Inc.'s behalf are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 ("PSLRA"). A forward-looking statement is a statement that is not a historical fact and, without limitation, includes any statement that may predict, forecast, indicate or imply future results, performance or achievements, and may contain words like: "believe", "anticipate", "expect", "estimate", "project", "will", "shall" and other words or phrases with similar meaning in connection with a discussion of future operating or financial performance. In particular, these include statements relating to future actions, trends in our businesses, prospective products, future performance or financial results. Bond Laboratories, Inc. claims the protection afforded by the safe harbor for forward-looking statements provided by the PSLRA. Forward-looking statements involve risks and uncertainties that may cause actual results to differ materially from the results contained in the forward-looking statements. Risks and uncertainties that may cause actual results to vary materially, some of which are described in this filing. The risks included herein are not exhaustive. This annual report on Form 10-K, as amended quarterly reports on Form 10-Q, current reports on Form 8-K and other documents filed with the SEC include additional factors which could impact Bond Laboratories, Inc.'s business and financial performance. Moreover, Bond Laboratories, Inc. operates in a rapidly changing and competitive environment. New risk factors emerge from time to time and it is not possible for management to predict all such risk factors. Further, it is not possible to assess the impact of all risk factors on Bond Laboratories, Inc.'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. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. In addition, Bond Laboratories, Inc. disclaims any obligation to update any forward-looking statements to reflect events or circumstances that occur after the date of the report.

PART I

ITEM 1. BUSINESS.

Except for historical information contained herein, the following discussion contains forward-looking statements that involve risks and uncertainties. Such forward-looking statements include, but are not limited to, statements regarding future events and the Company's plans and expectations. Actual results could differ materially from those discussed herein. Factors that could cause or contribute to such differences include, but are not limited to, those discussed elsewhere in this Form 10-K /A or incorporated herein by reference, including those set forth in Management's Discussion and Analysis or Plan of Operation.

As used in this annual report, "we", "us", "our", "Bond", "Company" or "our company" refers to Bond Laboratories, Inc. and its subsidiaries.

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Overview

Bond Laboratories (the “Company”) is a national provider of innovative and proprietary nutritional supplements and beverage products for health conscious consumers. The Company produces and markets its products through its two primary operating divisions – NDS Nutrition Products, Inc. (“NDS”) and Fusion Premium Beverages. NDS manufactures and distributes a full line of nutritional supplements to support healthy living primarily through GNC franchise locations located throughout the United States. Fusion Premium Beverages distributes a line of health and energy beverages to support and promote an active lifestyle.

The Company was incorporated in the state of Nevada on July 26, 2005. Fusion Premium Beverages, (formally Got Fusion, Inc.), a wholly owned subsidiary of the Company, was incorporated in August of 2008. In October of 2009, the Company acquired the assets of NDS Nutritional Products and moved those assets into a separate wholly owned subsidiary, NDS Nutrition Products, Inc. The Company established a third wholly owned subsidiary Vista Bottlers, Inc. during March of 2009 to expand its operations to include private label bottling capabilities. The Company’s operating subsidiaries are led by a team of highly experienced sales and marketing executives with considerable expertise in the development, launch and distribution of branded products in the nutritional supplement and beverage sector. Bond Laboratories is headquartered in Omaha, Nebraska and maintains a sales office in Dallas, TX. For more information on the Company, please go to <http://www.bond-labs.com>.

Bond Laboratories, Inc. trades under the symbol BNLB on the OTC:BB market.

Fusion Premium Beverages, Inc.

Fusion Premium Beverages is focused on the development, production and distribution of unique and differentiable functional beverages targeted at active and health conscious consumers. Current products include:

Resurrection™, and  
6+ Hour Energy Boost

Resurrection™

Management believes that Resurrection™ is the first ever “pretox” Beverage with a proprietary herbal compound that helps eliminate the internal body processes that cause a hangover. Management believes that our Resurrection™ Antihangover drink created a new beverage category for the industry. The Company is a leading innovator in the industry and seeks to leverage its strong market position to drive the rapid adoption of Resurrection™, as well as to facilitate the introduction of new, proprietary functional beverages to the market.

6+ Hour Energy Boost

Fusion has developed an exclusive portfolio of energy products, including our 2oz. 6+ Hour Energy Boost shot, targeted at prevailing consumer trends and needs.

NDS Nutrition Products, Inc.

NDS markets a full line of sports, weight loss and general nutrition products on a national basis. Key products include:

Professional Muscular Development,  
Release Weight Loss, and  
Doctor Health.





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NDS Nutrition supports a GNC-Exclusive business model. All products are available for distribution through the GNC franchisee system, and a select few are also offered through GNC Corporate locations. The full product list is as follows:

### Sports Nutrition Product Line; Professional Muscular Development

Amplify XL sports protein (2 Flavors), Arsenal X liquid gels, Arsenal X, Cr5, Evolve creatine powder, Muscle Phix, N-Test, Nitro CM, Nocturnal, Omega Cuts, Pump Fuel (3 flavors), Six Week Cutting Stack, and Xplode.

### Weight Loss Product Line; Release Weight Loss

3-in-1, Amplify smoothie protein (5 flavors), Censor, Complete 500 kit, Complete 500 Advanced kit, Embrace kit, Intensify, Intensify IRG, Keto Max, Release 500 Thermogenic, Release Complete Kit, Release Complete for Women Kit, Release Morning for Women, Release Afternoon, and Release Evening.

### General Health Product Line; Dr. Health

Dr. Cholesterol, Dr. Detox, Dr. Essentials, Dr. Joints, and Dr. Joints Advanced.

NDS Nutrition is a distributor of dietary supplements and works with several contract manufactures to produce the various products and product forms (i.e., capsules, tablets, and powders). All of our manufacturers abide by current Good Manufacturing Practices (“cGMPs”) to ensure quality and consistency, and nearly all are certified through a governing body such as the NPA (“Natural Products Association”) or NSF International. Raw materials are sourced and supplied by the respective contract manufacturer. Raw materials come into the respective facility and are tested for accuracy and purity. The materials are blended according to formula specifications, bulk is packaged according to product specifications, and the final product is micro analysis tested.

## Competition

Management anticipates that we will encounter competition in each market that we enter. Patent and trademark applications that cover new embodiments of technology will be pursued whenever possible. While we cannot assure that such measures will block competitive products, we believe our continued emphasis on innovation and new product development targeted at the needs of the consumer will enable the Company to effectively compete in the marketplace.

## Marketing Program

The Company has worked hard to establish a ‘Premium’ Brand image. Consistent with this has been the sponsorship of elite athletes who have achieved champion status in their individual specialties.

2008 - L&M Racing: Competing in Supercross Motorcycle racing, L&M has two racers, Chad Reed and Nathan Ramsey. For the 2008 season, Chad Reed was the world champion winning 11 of 18 races. Nathan Ramsey placed 6th place overall. The Fusion logo was prominently displayed on jerseys, motorcycles, the team rig and hats as well as the water bottle held on the podium. Races were broadcast on Speed TV and CBS.

2008- – Tara Dakides: Tara is recognized as the most accomplished female snowboarder ever. She competes in numerous events every year including the Winter X games which is broadcast on national television. In addition, during the warmer months, Tara competes on the only all women Baja 1000 team and CORR, (Champion Off Road Racing), seen on Speed TV and NBC. The Fusion logo was prominently displayed on jerseys, her snowboard, the team rig, hats and cars as well as the water bottle held on the podium.



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2008 – Steve McCann: Steve is a worldwide recognized BMX rider who competes in the Dew Tour, the X Games, the US Open and several other events that are picked up by national broadcasters. He is the first athlete in history to make the finals in every BMX specialty on the Dew Tour. The Fusion logo was prominently displayed on the helmet as well as the water bottle held on the podium.

2008 - Darrell Lanigan: Amazing consistency propelled Darrell Lanigan to first career World of Outlaws Late Model Series Championship in 2008. Lanigan's sparkling '08 stats show two wins, 25 top-five and 36 top-10 finishes in 43 A-Mains, plus one fast time honor and 17 heat-race wins. He led 168 laps and completed 2,254 of a possible 2,285 laps, with only three of the 31 laps he missed coming in full-points races.

2008-2009 – Jason Ellis: Skate, MMA, Drift Car and radio personality. Jason competes at several events throughout the year in his various disciplines, but his greatest value to the Company comes as a radio personality on Sirius Satellite radio where he can be heard Monday-Friday for 3 hours per day focusing on Action Sports and the athletes who compete in them. His estimated audience is 500,000 to 1 million listeners per day.

2008 – “Ruthless” Robbie Lawler: Mixed Martial Arts, (MMA). Robbie is the Elite XC Middleweight Champion having won his most recent match against Scott Smith on CBS Saturday night fights, broadcast nationwide on July 26th. The Fusion logo was prominently displayed on the middle of his shorts where it could be seen for a good portion of the fight.

Employees

As of fiscal year end December 31, 2008 the Company had 23 employees. We believe relations with employees are generally good.

WHERE YOU CAN FIND MORE INFORMATION

You are advised to read this Form 10-K /A 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 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 1A - Risk Factors

An investment in our common stock involves a high degree of risk. You should carefully consider the following information about these risks, together with the other information contained in this Annual Report on Form 10-K /A , before investing in our common stock. If any of the events anticipated by the risks described below occur, our results of operations and financial condition could be adversely affected which could result in a decline in the market price of our common stock, causing you to lose all or part of your investment.

We have updated the risk factors previously disclosed in our registration statement on Form SB-2, filed November 22, 2006 (the “Form SB-2”) and in our Annual Report on Form 10-K for the year ended December 31, 2008 , which was filed with the Securities and Exchange Commission on March 28, 2009 (the “Fiscal 2008 10-K”). We believe there are no changes that constitute material changes from the risk factors previously disclosed in the Fiscal 2008 10-K and the Form SB-2 except as disclosed below.



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The Liquidity Of Our Common Stock Is Seriously Limited And There Is A Limited Market For Our Common Stock

Our stock is currently being traded on the NASDAQ Over-The-Counter Bulletin Board, and the liquidity of our common stock is limited. The Bulletin Board is a limited market and subject to substantial restrictions and limitations in comparison to the NASDAQ system. Any broker/dealer that makes a market in our stock or other person that buys or sells our stock could have a significant influence over its price at any given time.

We Depend Upon Key Management Personnel and the Loss of Any of Them Would Seriously Disrupt Our Operations:

The success of our company is largely dependent on the personal efforts of Scott Landow, Ryan Zink, John Wilson and other key executives. The loss of the services of Scott Landow, Ryan Zink, John Wilson or other key executives would have a material adverse effect on our business and prospects. In addition, in order for us to undertake our operations as contemplated, it will be necessary for us to locate and hire experienced personnel who are knowledgeable in the Nutraceutical Dietary Supplement business. Our failure to attract and retain such experienced personnel on acceptable terms will have a material adverse impact on our ability to grow our business.

The nutritional supplements industry is intensely competitive. We have many well-established competitors with substantially greater financial and other resources than it. These factors may make it more difficult for us to successfully implement its business plan and may adversely affect its results of operations.

The nutritional supplements industry is a large, highly fragmented and growing industry, with, to management's knowledge, no single industry participant accounting for more than 10% of total industry retail sales. Participants include specialty retailers, supermarkets, drugstores, mass merchants (wholesalers), multi-level marketing organizations, mail order companies and a variety of other smaller participants. The market is also highly sensitive to the introduction of new products, including various prescription drugs, which may rapidly capture a significant share of the market. Increased competition from companies that distribute through retail or wholesale channels could have a material adverse effect on our financial condition and results of operations. We are a development stage business and the only revenues we have received from product sales since inception were nominal. Accordingly, we have not been operational long enough to experience any of the above problems. However, since we are a development stage business, most, if not all companies in our industry have greater financial and other resources available to them and possess manufacturing, distribution and marketing capabilities greater than ours. In addition, our competitors may be more effective and efficient in integrating new products. We may not be able to compete effectively and any of the factors listed above may cause price reductions, reduced margins and difficulties in gaining market share.

Our Common Stock Is Subject To Penny Stock Regulation

Our shares are subject to the provisions of Section 15(g) and Rule 15g-9 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), commonly referred to as the "penny stock" rule. Section 15(g) sets forth certain requirements for transactions in penny stocks and Rule 15g-9(d)(1) incorporates the definition of penny stock as that used in Rule 3a51-1 of the Exchange Act. The Commission generally defines penny stock to be any equity security that has a market price less than \$5.00 per share, subject to certain exceptions. Rule 3a51-1 provides that any equity security is considered to be penny stock unless that security is: registered and traded on a national securities exchange meeting specified criteria set by the Commission; authorized for quotation on the NASDAQ Stock Market; issued by a registered investment company; excluded from the definition on the basis of price (at least \$5.00 per share) or the registrant's net tangible assets; or exempted from the definition by the Commission. Since our shares are deemed to be "penny stock", trading in the shares will be subject to additional sales practice requirements on broker/dealers who sell penny stock to persons other than established customers and accredited investors.



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We Do Not Intend To Pay Dividends.

We do not anticipate paying cash dividends on our common stock in the foreseeable future. We may not have sufficient funds to legally pay dividends. Even if funds are legally available to pay dividends, we may nevertheless decide in our sole discretion not to pay dividends. The declaration, payment and amount of any future dividends will be made at the discretion of the board of directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors our board of directors may consider relevant. There is no assurance that we will pay any dividends in the future, and, if dividends are paid, there is no assurance with respect to the amount of any such dividend.

Because We Are Quoted On The OTCBB Instead Of An Exchange Or National Quotation System, Our Investors May Have A Tougher Time Selling Their Stock Or Experience Negative Volatility On The Market Price Of Our Stock.

Our common stock is traded on the OTCBB. The OTCBB is often highly illiquid, in part because it does not have a national quotation system by which potential investors can follow the market price of shares except through information received and generated by a limited number of broker-dealers that make markets in particular stocks. There is a greater chance of volatility for securities that trade on the OTCBB as compared to a national exchange or quotation system. This volatility may be caused by a variety of factors, including the lack of readily available price quotations, the absence of consistent administrative supervision of bid and ask quotations, lower trading volume, and market conditions. Investors in our common stock may experience high fluctuations in the market price and volume of the trading market for our securities. These fluctuations, when they occur, have a negative effect on the market price for our securities. Accordingly, our stockholders may not be able to realize a fair price from their shares when they determine to sell them or may have to hold them for a substantial period of time until the market for our common stock improves.

Failure To Achieve And Maintain Effective Internal Controls In Accordance With Section 404 Of The Sarbanes-Oxley Act Could Have A Material Adverse Effect On Our Business And Operating Results.

It may be time consuming, difficult and costly for us to develop and implement the additional internal controls, processes and reporting procedures required by the Sarbanes-Oxley Act. We may need to hire additional financial reporting, internal auditing and other finance staff in order to develop and implement appropriate additional internal controls, processes and reporting procedures. If we are unable to comply with these requirements of the Sarbanes-Oxley Act, we may not be able to obtain the independent accountant certifications that the Sarbanes-Oxley Act requires of publicly traded companies.

If we fail to comply in a timely manner with the requirements of Section 404 of the Sarbanes-Oxley Act regarding internal control over financial reporting or to remedy any material weaknesses in our internal controls that we may identify, such failure could result in material misstatements in our financial statements, cause investors to lose confidence in our reported financial information and have a negative effect on the trading price of our common stock.

Pursuant to Section 404 of the Sarbanes-Oxley Act and current SEC regulations, we have begun the process of documenting and testing our internal control procedures in order to satisfy these requirements, which is likely to result in increased general and administrative expenses and may shift management time and attention from revenue-generating activities to compliance activities. While our management is expending significant resources in an effort to complete this important project, there can be no assurance that we will be able to achieve our objective on a timely basis. There also can be no assurance that our auditors will be able to issue an unqualified opinion on management's assessment of the effectiveness of our internal control over financial reporting. Failure to achieve and maintain an effective internal control environment or complete our Section 404 certifications could have a material adverse effect on our stock price.





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In addition, in connection with our on-going assessment of the effectiveness of our internal control over financial reporting, we may discover “material weaknesses” in our internal controls as defined in standards established by the Public Company Accounting Oversight Board, or the PCAOB. A material weakness is a significant deficiency, or combination of significant deficiencies, that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected. The PCAOB defines “significant deficiency” as a deficiency that results in more than a remote likelihood that a misstatement of the financial statements that is more than inconsequential will not be prevented or detected.

In the event that a material weakness is identified, we will employ qualified personnel and adopt and implement policies and procedures to address any material weaknesses that we identify. However, the process of designing and implementing effective internal controls is a continuous effort that requires us to anticipate and react to changes in our business and the economic and regulatory environments and to expend significant resources to maintain a system of internal controls that is adequate to satisfy our reporting obligations as a public company. We cannot assure you that the measures we will take will remediate any material weaknesses that we may identify or that we will implement and maintain adequate controls over our financial process and reporting in the future.

Any failure to complete our assessment of our internal control over financial reporting, to remediate any material weaknesses that we may identify or to implement new or improved controls, or difficulties encountered in their implementation, could harm our operating results, cause us to fail to meet our reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of the periodic management evaluations of our internal controls and, in the case of a failure to remediate any material weaknesses that we may identify, would adversely affect the annual auditor attestation reports regarding the effectiveness of our internal control over financial reporting that are required under Section 404 of the Sarbanes-Oxley Act. Inadequate internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock.

Operating History And Lack Of Profits Which Could Lead To Wide Fluctuations In Our Share Price. The Price At Which You Purchase Our Common Shares May Not Be Indicative Of The Price That Will Prevail In The Trading Market. You May Be Unable To Sell Your Common Shares At Or Above Your Purchase Price, Which May Result In Substantial Losses To You. The Market Price For Our Common Shares Is Particularly Volatile Given Our Status As A Relatively Unknown Company With A Small And Thinly Traded Public Float.

The market for our common shares is characterized by significant price volatility when compared to seasoned issuers, and we expect that our share price will continue to be more volatile than a seasoned issuer for the indefinite future. The volatility in our share price is attributable to a number of factors. First, as noted above, our common shares are sporadically and thinly traded. As a consequence of this lack of liquidity, the trading of relatively small quantities of shares by our shareholders may disproportionately influence the price of those shares in either direction. The price for our shares could, for example, decline precipitously in the event that a large number of our common shares are sold on the market without commensurate demand, as compared to a seasoned issuer which could better absorb those sales without adverse impact on its share price. Secondly, we are a speculative or “risky” investment due to our limited operating history and lack of profits to date, and uncertainty of future market acceptance for our potential products. As a consequence of this enhanced risk, more risk-averse investors may, under the fear of losing all or most of their investment in the event of negative news or lack of progress, be more inclined to sell their shares on the market more quickly and at greater discounts than would be the case with the stock of a seasoned issuer. Many of these factors are beyond our control and may decrease the market price of our common shares, regardless of our operating performance. We cannot make any predictions or projections as to what the prevailing market price for our common shares will be at any time, including as to whether our common shares will sustain their current market prices, or as to what effect that the sale of shares or the availability of common shares for sale at any time will have on the prevailing market price.



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Shareholders should be aware that, according to SEC Release No. 34-29093, the market for penny stocks has suffered in recent years from patterns of fraud and abuse. Such patterns include (1) control of the market for the security by one or a few broker-dealers that are often related to the promoter or issuer; (2) manipulation of prices through prearranged matching of purchases and sales and false and misleading press releases; (3) boiler room practices involving high-pressure sales tactics and unrealistic price projections by inexperienced sales persons; (4) excessive and undisclosed bid-ask differential and markups by selling broker-dealers; and (5) the wholesale dumping of the same securities by promoters and broker-dealers after prices have been manipulated to a desired level, along with the resulting inevitable collapse of those prices and with consequent investor losses. Our management is aware of the abuses that have occurred historically in the penny stock market. Although we do not expect to be in a position to dictate the behavior of the market or of broker-dealers who participate in the market, management will strive within the confines of practical limitations to prevent the described patterns from being established with respect to our securities. The occurrence of these patterns or practices could increase the volatility of our share price.

Risks regarding Forward-Looking Statements

This Annual Report contains certain forward-looking statements regarding management's plans and objectives for future operations including plans and objectives relating to our planned marketing efforts and future economic performance. The forward-looking statements and associated risks set forth in this Annual Report include or relate to, among other things, (a) our growth strategies, (b) anticipated trends in our industry, (c) our ability to obtain and retain sufficient capital for future operations, and (d) our anticipated needs for working capital. These statements may be found under "Management's Discussion and Analysis or Plan of Operations" and "Business," as well as in this Annual Report generally. Actual events or results may differ materially from those discussed in forward-looking statements as a result of various factors, including, without limitation, the risks outlined under "Risk Factors" and matters described in this Annual Report generally. In light of these risks and uncertainties, there can be no assurance that the forward-looking statements contained in this Annual Report will in fact occur.

The forward-looking statements herein are based on current expectations that involve a number of risks and uncertainties. Such forward-looking statements are based on assumptions described herein. The assumptions are based on judgments with respect to, among other things, future economic, competitive and market conditions, and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond our control. Accordingly, although we believe that the assumptions underlying the forward-looking statements are reasonable, any such assumption could prove to be inaccurate and therefore there can be no assurance that the results contemplated in forward-looking statements will be realized. In addition, as disclosed elsewhere in the "Risk Factors" section of this annual report, there are a number of other risks inherent in our business and operations which could cause our operating results to vary markedly and adversely from prior results or the results contemplated by the forward-looking statements. Management decisions, including budgeting, are subjective in many respects and periodic revisions must be made to reflect actual conditions and business developments, the impact of which may cause us to alter marketing, capital investment and other expenditures, which may also materially adversely affect our results of operations. In light of significant uncertainties inherent in the forward-looking information included in this annual report, the inclusion of such information should not be regarded as a representation by us or any other person that our objectives or plans will be achieved.

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Some of the information in this annual report contains forward-looking statements that involve substantial risks and uncertainties. Any statement in this annual report and in the documents incorporated by reference into this annual report that is not a statement of an historical fact constitutes a “forward-looking statement”. Further, when we use the words “may”, “expect”, “anticipate”, “plan”, “believe”, “seek”, “estimate”, “internal”, and similar words, we intend to identify statements and expressions that may be forward-looking statements. We believe it is important to communicate certain of our expectations to our investors. Forward-looking statements are not guarantees of future performance. They involve risks, uncertainties and assumptions that could cause our future results to differ materially from those expressed in any forward-looking statements. Many factors are beyond our ability to control or predict. You are accordingly cautioned not to place undue reliance on such forward-looking statements. Important factors that may cause our actual results to differ from such forward-looking statements include, but are not limited to, the risk factors discussed herein.

## ITEM 1B. UNRESOLVED STAFF COMMENTS

None .

## ITEM 2. PROPERTIES.

As of fiscal year end December 31, 2008 the Company was headquartered in Omaha, NE.

On May 17, 2006, the Company signed a one year lease to rent space for \$1,770 per month in Solana Beach, CA . The Solana Beach office was sublet on a month to month basis in connection with the corporate offices being moved to Omaha, NE. The Solana Beach office is on a month to month basis, which ended in August of 2009. There was not a written agreement on that facility.

On July 3, 2006 the Company entered into a lease for 1,875 square feet of office / warehouse space in Murrieta, CA (Huntington Beach). The term of the lease was for two years with rent of \$1,968 per month beginning September 1, 2006 and has since expired. The Huntington Beach facility was shut down and moved to Omaha, NE at the end of 2008 and the Company sublet the facility for the remainder of the lease agreement.

Upon the completion of the Asset Purchase Agreement the Company entered into a one year lease in Omaha, NE at a monthly rate of \$3,876. This facility was subsequently sublet when the Company changed its distribution model to using a fulfillment house that could not only warehouse product, but pull all orders and facilitate all shipping.

In January, we moved all of the Bond and Fusion back office functions to Omaha, to take advantage to the experienced personnel that we gained through the acquisition of NDS. All corporate functions are now handled in that facility.

	Omaha (1)	Solana Beach (2)	Huntington Beach (3)	Dallas (4)	Total
2007	\$ 3,783	\$ 1,840	\$ 2,860	\$ 0	\$ 8,483
2008	\$ 3,783	\$ 1,840	\$ 2,860	\$ 0	\$ 8,483
2009	\$ 3,783	\$ 1,840	\$ 2,860	\$ 1,000	\$ 9,483

(1) Assumed by the Company as of October 1, 2008 in connection with the Asset Purchase Agreement by and between the Company and NDS Nutritional Products, Inc.

(2) Lease terminated in August 2009.

(3) Lease terminated March of 2010. Was subset April 2009 through March 2010 to a third-party for \$2,700 per month.

(4) Commenced May 2009.



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ITEM 3. LEGAL PROCEEDINGS

We are currently not involved in any litigation that we believe could have a materially adverse effect on our financial condition or results of operations. 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 our company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our company's or our company's subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

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

The Company submitted no matters to a vote of its security holders during the fiscal year ended December 31, 2008.

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## PART II

## ITEM 5. MARKET FOR REGISTRANT'S COMMON STOCK, RELATED STOCKHOLDER MATTERS AND ISSUERS PURCHASES OF EQUITY SECURITIES.

Bond common stock is traded in the over-the-counter market, and quoted in the National Association of Securities Dealers Inter-dealer Quotation System ("Electronic Bulletin Board") and can be accessed on the Internet at [www.otcbb.com](http://www.otcbb.com) under the symbol "BNLB.OB."

At December 31, 2009, there were 56,165,820 shares of common stock of Bond outstanding and there were approximately 212 shareholders of record of the Company's common stock.

The following table sets forth for the periods indicated the high and low bid quotations for Bond's common stock. These quotations represent inter-dealer quotations, without adjustment for retail markup, markdown or commission and may not represent actual transactions.

Periods	High	Low
Fiscal Year 2009		
First Quarter (January – March 2009 )	\$ .30	\$ .13
Second Quarter (April – June 2009 )	\$ .35	\$ .17
Third Quarter (July – September 2009 )	\$ 1.50	\$ .19
Fourth Quarter (October – December 2009 )	\$ 1.31	\$ .65
Fiscal Year 2008		
First Quarter (January – March 2008)	\$ 3.25	\$ 1.50
Second Quarter (April – June 2008)	\$ 2.20	\$ 1.30
Third Quarter (July – September 2008)	\$ 1.75	\$ .58
Fourth Quarter (October – December 2008)	\$ .65	\$ .15
Fiscal Year 2007		
First Quarter (January – March 2007)	\$ .00	\$ .00
Second Quarter (April – June 2007)	\$ .00	\$ .00
Third Quarter (July – September 2007)	\$ .00	\$ .00
Fourth Quarter (October – December 2007)	\$ 3.25	\$ 1.55

On June 1, 2010, the closing bid price of our common stock was \$ .35.

## Dividends

We may never pay any dividends to our shareholders. We did not declare any dividends for the year ended December 31, 2008. Our Board of Directors does not intend to distribute dividends in the near future. The declaration, payment and amount of any future dividends will be made at the discretion of the Board of Directors, and will depend upon, among other things, the results of our operations, cash flows and financial condition, operating and capital requirements, and other factors as the Board of Directors considers relevant. There is no assurance that future dividends will be paid, and if dividends are paid, there is no assurance with respect to the amount of any such dividend.





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## Transfer Agent

Bond's Transfer Agent and Registrar for the common stock is Colonial Stock Transfer located in Salt Lake City, Utah.

## Recent sales of unregistered securities

Cash Received	Stock for Conversion of Debt	Stock issued for Stock Split	Stock issued and (cancelled) for services
\$1,651,000	1,953,600	9,067,225	2,442,625
			1,550,000
			(2,780,000)
			2,105,522
\$4,298,000	-	-	-
\$4,298,000	-	-	875,522

The Company issued common stock for services and recorded \$4,267,247 for December 31, 2008 as compared to \$3,103,396 for December 31, 2007.

## 2007

During the year ended December 31, 2007, the Company has issued shares of its common stock as consideration to consultants and the Company valued the issuances of stock for services based on the trading value of the stock at the time of issuance.

The Company issued 2,442,625 shares of common stock to consultants valued in the aggregate at \$3,103,396. The shares were issued to consultants throughout the year ended December 31, 2007 at a weighted average price of \$1.27 per share. During the issuance of the common stock to consultants the share priced trading price ranged between \$.25 and \$3.75. The stock issued for services includes \$3,103,396 of the compensation for services rendered in accordance with the consultant respective agreements. The offer and sale of such shares of our common stock were effected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Rule 506 promulgated under the Securities Act and in Section 4(2) of the Securities Act. A legend was placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequent registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

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During the year ended December 31, 2007, the Company issued 2,014,000 shares of its common stock for \$1,651,000. The shares were issued to third parties was based on a private placement completed by the Company. The shares were sold throughout in a private placement to third parties at an aggregate value of \$.82 per share. The offer and sale of such shares of our common stock were effected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Rule 506 promulgated under the Securities Act and in Section 4(2) of the Securities Act, based on the following: (a) the investors confirmed to us that they were “accredited investors,” as defined in Rule 501 of Regulation D promulgated under the Securities Act and had such background, education and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in the securities; (b) there was no public offering or general solicitation with respect to the offering; (c) the investors were provided with certain disclosure materials and all other information requested with respect to our company; (d) the investors acknowledged that all securities being purchased were “restricted securities” for purposes of the Securities Act, and agreed to transfer such securities only in a transaction registered under the Securities Act or exempt from registration under the Securities Act; and (e) a legend was placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequent registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

During year ended December 31, 2007, The Company issued 1,311,600 shares of its Common Stock in connection with the conversion of unsecured debt of \$874,000 at a value of \$.67 per shares. The Company further issued 642,000 shares of its Common Stock in connection with the conversion of secured debt of \$321,000 comprised of \$230,000 of deferred compensation and \$91,000 of a related party note. The conversion was done at \$.50 per share. The Company issued a total of 1,953,600 shares of its Common Stock at a weighted average value of \$.61 per share in connection with these debt conversions. The debt was issued to founders as a means to fund early stage operations and product development for the Company prior the filing of its SB-2. The founders debt was issued prior to and converted at a valuation that was less than the per share cash sale of stock issued to investors in a private placement in fiscal 2007 per the approval of the Company’s Board of Directors . The offer and sale of such shares of our common stock were effected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Rule 506 promulgated under the Securities Act and in Section 4(2) of the Securities Act. A legend was placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequent registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

2008

During the year ended December 31, 2008, the Company issued 5,528,478 shares of its common stock, excluding 7,500,000 shares of common stock subscribed for in 2008 but issued in 2009 and adjusting for an overstatement in the beginning balance of 120,000 shares of common stock.

The Company had 7,500,000 shares of common stock subscribed for and issued 125 shares of Series B preferred stock for aggregate gross proceeds to the Company of \$1,250,000 in connection with a private placement. which was allocated \$1,249,792 for common and \$208 for preferred. Investors received one share of preferred stock and 60,000 shares of common stock for each \$10,000 invested in the private placement of preferred and common stock. In a separate transaction, the Company issued 2,594,456 shares of common stock for gross proceeds of \$2,550,523, and 659,477 shares of Series A preferred stock for gross proceeds of \$659,477, and 1,952,359 common stock purchase warrants with an exercise price of \$1.25. In connection with that placement, the Company paid placement agents a cash fee of \$321,000 and issued 325,393 common stock purchase warrants with an exercise price of \$1.10. The Company also issued 1,818,500 shares of common stock for aggregate gross proceeds to the Company of \$1,088,000 in connection with additional private placements completed by the Company during the year ended December 31, 2008.



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During the year ended December 31, 2008, the Company issued 1,921,472 shares of common stock to consultants and employees valued in the aggregate at \$3,833,779. The Company cancelled 2,580,000 shares of common stock that had been previously issued to consultants and employees, but surrendered to the Company during the period, at an aggregate value of \$6,156,000.

During the year ended December 31, 2008, the Company also i) issued 1,550,000 shares of its common stock as consideration for the Asset Purchase Agreement by and between the Company and NDS Nutritional Products, Inc. for the fair value of \$790,500, or \$0.51 per share, and ii) cancelled 40,000 shares to correct an over-issuance of that same amount to an investor in a private placement.

The offer and sale of all such shares of our common stock were effected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Rule 506 promulgated under the Securities Act and in Section 4(2) of the Securities Act, based on the following: (a) the investors confirmed to us that they were “accredited investors,” as defined in Rule 501 of Regulation D promulgated under the Securities Act and had such background, education and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in the securities; (b) there was no public offering or general solicitation with respect to the offering; (c) the investors were provided with certain disclosure materials and all other information requested with respect to our company; (d) the investors acknowledged that all securities being purchased were “restricted securities” for purposes of the Securities Act, and agreed to transfer such securities only in a transaction registered under the Securities Act or exempt from registration under the Securities Act; and (e) a legend was placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequently registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

During the year ended December 31, 2008, the Company issued shares of its common stock as consideration to consultants and valued the issuances of stock for services based on the trading value of the stock at the time of issuance.

## 2008 Subscribed Stock

The Company issued 4,000,000 shares of Series A Preferred stock valued at \$600,000 on the date of issuance.

The Company issued 125 shares of cumulative and perpetual Series B Preferred stock with a stated value of \$10,000 per share. Along with the Preferred B shares, the Company also issued 7,500,000 common shares in the same transaction. The Company issued these subscribed shares for \$1,250,000 in cash, we allocated the price of these shares between the Series B Preferred Stock at a value of \$208 and Common Stock at a value of \$1,249,792.

The Company has not issued any options but has issued warrants. These warrants have a 5 year life and can be exercised at the option of the holder.

Date Issued	Warrants Issued	Strike Price	Date Expired
January 31, 2008	2,520,000	1.50	January 31, 2013
June 26, 2008	1,952,359	1.25	June 26, 2013
June 26, 2008	325,393	1.10	June 26, 2013
January 31, 2008	1,050,000	0.375	January 31, 2013
December 31, 2008	500,000	0.375	December 31, 2013
December 31, 2008	1,750,000	0.150	December 31, 2013
<b>Total Warrants Issued</b>	<b>8,097,752</b>		



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## Stock Splits

Share data in this report have been adjusted to reflect the following stock splits relating to the Company's common stock: December 7, 2007 the board of directors authorized a 2-for-1 forward split. The Company declared the 2 for 1 forward split was distributed on January 8, 2008. This forward split is reflected in the statement of shareholder's equity for December 31, 2007 as an increase in common stock of 9,067,225.

## ITEM 6. SELECTED FINANCIAL DATA.

The following information has been summarized from financial information included elsewhere and should be read in conjunction with such financial statements and notes thereto.

## Summary of Statements of Operations of BNLB

Year Ended December 31, 2008 and 2007

## Statement of Operations Data

	December 31,	
	2008	2007
Revenues	\$2,530,424	\$11,531
Cost of Deliverables	(1,617,503)	(7,845 )
Operating and Other Expenses	(7,538,912)	(3,965,287)
Net Loss	\$(6,625,991)	\$(3,961,601)

## Balance Sheet Data:

	December 31,	
	2008	2007
Current Assets	\$2,956,791	\$1,219,556
Total Assets	5,361,707	1,314,960
Current Liabilities	2,175,194	30,253
Non Current Liabilities	118,102	-
Total Liabilities	2,293,296	30,253
Working Capital (Deficit)	781,597	1,189,303
Shareholders'Equity (Deficit)	\$3,068,411	\$1,284,707

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ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OR PLAN OF OPERATION.

The following is management's discussion and analysis of certain significant factors that have affected our financial position and operating results during the periods included in the accompanying consolidated financial statements, as well as information relating to the plans of our current management. This report includes forward-looking statements. Generally, the words "believes," "anticipates," "may," "will," "should," "expect," "intend," "estimate," "continue," expressions or the negative thereof or comparable terminology are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, including the matters set forth in this report or other reports or documents we file with the Securities and Exchange Commission from time to time, which could cause actual results or outcomes to differ materially from those projected. Undue reliance should not be placed on these forward-looking statements which speak only as of the date hereof. We undertake no obligation to update these forward-looking statements.

The following discussion and analysis should be read in conjunction with our consolidated financial statements and the related notes thereto and other financial information contained elsewhere in this Form 10-K /A.

Critical Accounting Policies

Principle of Consolidation

The condensed consolidated financial statements include the accounts of Bond Laboratories, Inc., Fusion Premium Beverages, Inc. NDS Nutritional Products, Inc. and Vista Bottlers, Inc. Intercompany accounts and transactions have been eliminated in the consolidated financial statements.

Use of Estimates and Assumptions

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.

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 includes 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.





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### Accounts Receivable

Substantially 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 wrote off \$56,883 and \$39,316 related to bad debt and doubtful accounts, respectively, during the quarter ended September 30, 2009.

### Allowance for Doubtful Accounts

The determination of collectibility 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 collectibility. 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 December 31, 2008, cash and cash equivalents include cash on hand and cash in the bank.

### Inventory

The Company 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. The Company policy is to evaluate all inventories including raw material and finished goods for all of its product offerings across all of the Companies operating subsidiaries. At September 30, 2009, the value of the Company's inventory was \$2,248,917 and at December 31, 2008, the value of the Company's inventory was \$1,984,245.

### Property and Equipment

Property and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using principally 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 calculated depreciation for principal items of property and equipment are as follows:

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

## 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, 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 ASC Topic 740; "Accounting For Uncertainty In Income Taxes-An Interpretation Of ASC Topic 740 ("ASC Topic 740"). ASC Topic 740 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 September 30, 2009, the Company did not record any liabilities for uncertain tax

positions.

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Concentration of Credit Risk

The Company maintains its operating cash balances in banks located in Omaha, Nebraska. The Federal Depository Insurance Corporation (FDIC) insures accounts at each institution 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. Diluted loss per share is the same as basic loss per share, because the effects 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 approximate fair value due to their most maturities.

Reclassification

Certain prior period amounts have been reclassified to conform to current year presentations.

RESULTS OF OPERATIONS

Fiscal Year Ended December 31, 2008, Compared to Fiscal Year Ended December 31, 2007

Our revenues for year ended December 31, 2008 increased to \$2,530,424 from \$11,530 during fiscal 2007, respectively:

1st qtr sales were \$226,717  
2nd qtr sales were \$404,887  
3rd qtr sales were \$501,290  
4th qtr sales were \$1,397,530

This increase in revenue was a direct result of growth in sales and marketing of our products, combined with the addition of NDS Nutritional Products, Inc. products during the fourth-quarter of 2008.

From the beginning of October, through the end of the year, we focused revenue growth on the integration of the NDS/Infinite Labs with the existing Fusion Premium Energy sales team. Prior to then, Fusion Premium Energy had built its distribution primarily through the convenience store channel and FD&M, (Food, Drug and Mass). NDS/Infinite Labs brought strong ties to the specialty retail channels with its exclusive line of sports nutrition products sold through GNC stores and broader distribution of its other brands through retailers like Vitamin Shoppes. By the end of the 4th Quarter of 2008, we recognized synergies in the Military and Sporting Goods channels.



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Cost of goods sold for the year ended December 31, 2008 increased to \$1,617,503 as compared to year ended 2007 of \$7,845, respectively. The increase in our cost of goods sold is directly related to the increase in our sales. We continue to develop new products and believe the current difficult economic climate will enable us to negotiate better supplier prices and terms in 2009.

General and administrative expenses for the year ended December 31, 2008 increased to \$4,275,707 from \$3,450,557 for year ended 2007, respectively. The increase relates to employing full time employees and officers during 2008 rather than consultants, along with a the increased costs associated with our status as a reporting company, including costs associated with our filings with the U.S. Securities and Exchange Commission which matches with our overall business plan. With the acquisition of NDS, we inherited a seasoned back office with excellent administration skills. In January, we completed the consolidation of all of our corporate operations to Omaha, NE and expect this to further decrease in our administrative expenses as a percentage of revenues.

Selling and marketing expenses for the year ended December 31, 2008 increased to \$3,108,936 from \$197,736 for 2007, respectively. The increase is directly associated in the dramatic increase in sales, increased travel to promote the sales of our products, as well as the costs associated with hiring investor relations firms, marketing firms, advertising firms, company sponsors, and stock related services also. Our advertising expenses for the year of \$2,265,322 primarily reflect our investment in extreme athlete sponsorships to gain immediate recognition for our Fusion Premium Energy brand, following the direction set by the leaders in the category. Between the athletes in Super Cross, (Chad Reed who became the world champion in 2008), Snow Boarding, Biking, MMA Fighters and World of Outlaws Dirt Car Racing, (Darrel Lanigan who won the championship in Late Car Racing), we spent approximately \$1,000,000 and issued 680,000 in common stock for sponsorship of our products which was valued at \$1.00 per share and represented the increase in selling and marketing expenses. Looking towards 2009, we believe that in a tighter economy, the most effective marketing spends will be 'in store' focused, with large displays that draw the customers attention after they have entered the store, once again following the lead of much larger brands who have already decreased their commitment to endorsements and sponsorships.

Depreciation and amortization for the year ended December 31, 2008 increased to \$69,533 from \$14,596 for 2007, respectively. The increase in depreciation and amortization relates to the acquisition of new assets from Nutrition Products, Inc. in the fourth quarter of the year.

Research and development for year ended December 31, 2008 decreased to \$120,634 from \$272,469 for 2007, respectively. The decrease in research and development reflects products developed and expensed in 2007, that were brought to market in 2008.

In total, we incurred losses of approximately \$6,625,991, and \$3,961,602 for year ended December 31, 2008 and 2007, respectively. During 2008 we made major investments in building our products, brands and distribution, which will not be recurring expenses going forward, but the results of which are reflected in our increased revenues from quarter to quarter. Non-recurring expenses for 2008 made up the majority and totaled \$4,406,963, from which over 55% were non-cash expenses paid in stock. \$2,462,431 represented non-cash expenses paid from common stock, preferred A and warrants issued for services; \$1,944,532 represented onetime expenses for startup Marketing for Fusion; Non-recurring G&A for us, (including legal costs for acquiring NDS and raising new capital); Non-recurring Sales and Marketing for us and Sponsorship expenses that we do not expect to recur in 2009.

Net of our non-recurring expenses, our loss for 2008 would be \$2,219,028 vs. \$3,961,602 for the year ended December 31, 2008.



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The current economy is a two-edged sword. We cannot be naive to slowdown in consumer purchases and how that can affect the overall marketplace. At the same time, we believe this will create opportunities for a company like ours with strong brand momentum. We have already seen numerous competing brands cease to exist because their revenues were too far below breakeven and they could not support their debt load. We have no long term debt and conservative sales projections for 2009 take us past breakeven.

Until the economy does recover, we must take advantage of the reduction in business that our suppliers are experiencing also, to reduce our cost of goods sold, freight charges and packaging. This will also be a time to develop strategic partnerships with distributors and add experienced salespeople from our industry that would not have been affordable in the past, but are now excited to find an opportunity with a company that is focused on growth vs. downsizing. Finally, we cannot overlook the effects this economy may have on competitors or complimenting brands that can no longer expand do to a lack of capital and have no market for an exit strategy.

## LIQUIDITY AND CAPITAL RESOURCES

We have maintained a minimum of three months of working capital since September of 2005. This reserve was intended to allow for an adequate amount of time to secure additional funds from investors as needed. To date, management has succeeded in securing capital as needed. Our monthly cash requirement amount is approximately \$125,000. During the year ended December 31, 2008, we sold 4,157,477 common and preferred series A shares for \$4,301,933.

Our cash used in operating activities is \$4,751,144 and \$1,413,547 years ended December 31, 2008 and 2007 respectively. The increase is mainly attributable to the increase in operating expenses including inventory buildup in the current year.

Cash used by investing activities was \$1,835,401 and \$43,009 years ended December 31, 2008 and 2007, respectively. The increase in asset was a consequence of our Asset Purchase Agreement with Nutritional Products, Inc.

Cash provided by financing activities was \$6,259,727 and \$1,986,000 years ended December 31, 2008 and 2007, respectively. The increase is due to an increase in raising funds from our shareholders to develop our products for sale in the market. We sold common and preferred series A stock and received proceeds of \$4,301,933 and had cost of capital of \$250,713 for the year ended December 31, 2008 as compared to \$1,651,000 in the proceeds from convertible notes payable and sold stock years ended December 31, 2008 and 2007.

## Recent Developments

We have entered into a Promissory Bridge Note with Vespa Beverages, Inc. ("Vespa") were as we have loaned Vespa a total sum of \$250,000 at an interest rate of 10% per annum. The outstanding principal amount of this Note together with all accrued but unpaid interest shall automatically be exchange into securities issued in equity or equity linked financing at the option of the Company at the maturity date of December 31, 2009.

## Recent Developments

We have entered into a Promissory Bridge Note with Vespa Beverages, Inc. ("Vespa") were as we have loaned Vespa a total sum of \$250,000 at an interest rate of 10% per annum. The outstanding principal amount of this Note together with all accrued but unpaid interest shall automatically be exchange into securities issued in equity or equity linked financing at the option of the Company at the maturity date of December 31, 2009.

The Company submitted no matters to a vote of its security holders during the fiscal year ended December 31, 2008.





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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

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ITEM 8. FINANCIAL STATEMENTS

BOND LABORATORIES, INC.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
BOND LABORATORIES, INC.

We have audited the accompanying consolidated balance sheet of Bond Laboratories, Inc. and Subsidiaries as of December 31, 2008 and 2007, and the related consolidated statements of operations, changes in shareholders' equity and cash flows for the years then ended. 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 audit 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. 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 provided 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 Bond Laboratories, Inc. and Subsidiaries, as of December 31, 2008 and 2007, and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

JEWETT, SCHWARTZ, WOLFE & ASSOCIATES

Hollywood, Florida

March 15, 2009, except for note 11 to

Which the date is March 25, 2010

200 SOUTH PARK ROAD, SUITE 150 HOLLYWOOD, FLORIDA 33020 TELEPHONE (954) 922-5885 FAX  
(954) 922-5957

MEMBER - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS FLORIDA INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
PRIVATE COMPANIES PRACTICE SECTION OF THE AICPA REGISTERED WITH THE PUBLIC COMPANY  
ACCOUNTING OVERSIGHT BOARD OF THE SEC

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BOND LABORATORIES, INC.  
CONSOLIDATED BALANCE SHEETS

ASSETS:	December 31,	
	2008	2007
<b>CURRENT ASSETS</b>		
Cash	\$263,379	\$590,197
Accounts receivables - net	428,790	4,532
Inventory	1,984,245	-
Notes receivables	250,137	-
Prepaid expenses and other current assets	30,240	624,527
<b>Total current assets</b>	<b>2,956,791</b>	<b>1,219,256</b>
<b>PROPERTY AND EQUIPMENT, net</b>	<b>238,328</b>	<b>92,977</b>
Intangibles assets, net	2,160,860	-
Deposits	5,728	2,727
<b>TOTAL ASSETS</b>	<b>\$5,361,707</b>	<b>\$1,314,960</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY:</b>		
<b>CURRENT LIABILITIES:</b>		
Accounts payable	\$950,947	\$30,000
Accrued expenses and other liabilities	238,617	253
Note payable - affiliate	50,769	-
Note payable - current	934,861	-
<b>Total current liabilities</b>	<b>2,175,194</b>	<b>30,253</b>
Notes payable - long term	118,102	-
<b>TOTAL LIABILITIES</b>	<b>2,293,296</b>	<b>30,253</b>
<b>CONTINGENCIES AND COMMITMENTS</b>		
<b>STOCKHOLDERS' EQUITY:</b>		
Preferred stock series A, \$.01 par value, 10,000,000 shares authorized; 5,659,477 and 5,000,000 issued and outstanding as of December 31, 2008 and 2007, respectively	56,595	50,000
Preferred stock series B, \$.01 par value, 1,000 shares authorized; none issued and outstanding, 10% Cumulative Perpetual with a Stated Value of \$10,000 per share; as of December 31, 2008 and 2007, respectively	-	-
Common stock, \$.01 par value, 75,000,000 shares authorized; 25,839,928 and 20,431,450 issued and outstanding as of December 31, 2008 and 2007, respectively	258,398	204,314
Additional paid-in capital	12,306,022	5,807,008
Common stock subscribed, 7,500,000	1,249,792	-
Preferred A stock subscribed, 4,000,000	600,000	-

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Preferred B stock subscribed, 125	208	-
Accumulated deficit	(11,402,606)	(4,776,615)
Total stockholders' equity	3,068,410	1,284,707
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$5,361,707</b>	<b>\$1,314,960</b>

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

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BOND LABORATORIES, INC.  
CONSOLIDATED STATEMENT OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

	2008	2007
Revenue	\$2,530,424	\$11,530
Total	2,530,424	11,530
Cost of Goods Sold	1,617,503	7,845
Gross Profits	912,921	3,685
<b>OPERATING EXPENSES:</b>		
General and administrative	4,275,707	3,450,557
Selling and marketing	3,108,936	197,736
Depreciation and amortization	69,553	14,596
Research and development	120,634	272,469
Total operating expenses	7,574,830	3,935,358
<b>OPERATING LOSS</b>	<b>(6,661,909 )</b>	<b>(3,931,673 )</b>
<b>OTHER (INCOME) AND EXPENSES</b>		
Interest expense	8,566	42,631
Interest income	(36,984 )	(6,702 )
Rental income	(7,500 )	(6,000 )
Total other (income) expense	(35,918 )	29,929
<b>NET LOSS</b>	<b>\$(6,625,991 )</b>	<b>\$(3,961,602 )</b>
<b>NET LOSS PER SHARE:</b>		
Basic	\$(0.28 )	\$(0.43 )
Diluted	\$(0.22 )	\$(0.38 )
Basic	23,657,487	9,131,404
Diluted	30,019,362	10,370,004

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

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BOND LABORATORIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

	2008	2007
Net loss	\$(6,625,991)	\$(3,961,602)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	69,553	14,596
Common stock issued for services	4,267,247	3,103,396
Common stock cancelled	(3,522,049)	
Common stock issued for prepaid services		(600,000)
Warrants issued in conversion of debt	-	12,386
Stock warrants issued	317,233	-
Preferred series A subscribed not issued	600,000	26,625
Changes in operating assets and liabilities:		
Accounts receivables	(424,258)	(4,532)
Inventory	(1,984,245)	-
Prepaid expenses	594,286	(24,527)
Deposits	(3,000)	(2,727)
Accounts payables	920,947	15,500
Accrued liabilities	239,133	7,338
Net cash used in operating activities	(5,551,144)	(1,413,547)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Note receivable	(250,137)	-
Purchase of property and equipment	(178,279)	-
Purchase of intangible asset	(1,406,985)	(43,009)
Net cash used in investing activities	(1,835,401)	(43,009)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
Proceeds from the issuances of common stock	4,298,000	1,651,000
Cost of raising capital	(250,713)	-
Proceeds from affiliated note payable	50,000	-
Proceeds preferred B and common stock subscribed	1,250,000	335,000
Proceeds from the issuances of preferred A stock	659,477	-
Repayments of note payable	(102,221)	-
Proceeds from note payable	1,155,184	-
Net cash provided by financing activities	7,059,727	1,986,000
<b>INCREASE (DECREASE) IN CASH</b>	<b>(326,818)</b>	<b>529,444</b>
<b>CASH, BEGINNING OF PERIOD</b>	<b>590,197</b>	<b>60,753</b>
<b>CASH, END OF PERIOD</b>	<b>\$263,379</b>	<b>\$590,197</b>
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Conversion of debt into common stock	\$-	\$874,000
Issuance of common stock for repayment of loan affiliates	\$-	\$91,000



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Issuance of company stock for prepaid services	\$-	\$600,000
Issuance of company stock for accrued liabilities	\$-	\$230,000
Issuance of company stock for the assets purchase	\$790,500	\$-

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

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BOND LABORATORIES, INC.  
CONSOLIDATED STATEMENT OF STOCKHOLDER' EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

	Common Stock		Preferred Stock		Preferred Stock		Additional Paid-in Capital	Common Stock			Un-allocated Deficit	Total
	Shares	Amount	Shares	Amount	Preferred A	Preferred B		Subscribed	Not Issued	Not Issued		
<b>DECEMBER 31, 2006</b>	4,954,000	\$ 49,540	5,000,000	\$ 50,000	-	\$ -	\$ -	-	\$ -	\$ (815,013)	\$ (715,473 )	
Common stock issued for cash	2,014,000	20,140	-	-	-	-	1,630,860	-	-	-	1,651,000	
Common stock issued for services	2,442,625	24,426	-	-	-	-	3,078,970	-	-	-	3,103,396	
Common stock issued in a 2 for 1 forward split	9,067,225	90,672	-	-	-	-	(90,672 )	-	-	-	-	
Common stock issued in convertible debt and interest expense	1,953,600	19,536	-	-	-	-	1,175,464	-	-	-	-	
Warrants issued 1,238,600 @ \$.01							12,386					
Net loss	-	-	-	-	-	-	-	-	-	-	(3,961,602 )	
<b>DECEMBER 31, 2007</b>	20,431,450	\$ 204,314	5,000,000	\$ 50,000	-	\$ -	\$ 5,807,008	-	\$ -	\$ -	\$ (4,776,615 )	
Common stock issued for cash	4,412,956	44,130	-	-	-	-	4,253,870	-	-	-	-	

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Common stock issued for services	2,105,522	21,055	-	-	-	-	4,246,192	-	-	-	-
Common stock cancelled	(2,660,000)	(26,600)	-	-	-	-	(3,495,449)	-	-	-	-
Common stock issued in the Asset Purchase Agreement	1,550,000	15,500	-	-	-	-	775,000	-	-	-	-
Cost of raising capital							(250,713)				
Preferred series A shares subscribed not issued 4,000,000 @ \$.15										600,000	
Preferred series B shares subscribed not issued 125@ \$.17											208
Common stock subscribed not issued 7,500,000 @ \$.17										1,249,792	
Preferred stock issued for cash			659,477	6,595			652,882				
Warrants issued 636,400 @ \$.01 January 31, 2008							6,364				
Warrants issued 2,586,875 @ \$.01 June 30, 2008							25,869				
Warrants issued 1,900,000 @ \$.15 December 31, 2008							285,000				
Net loss	-	-	-	-	-	-	-	-	-	-	(6,625,991)
DECEMBER 31, 2008	25,839,928	\$258,398	5,659,477	\$56,595	-	\$-	\$12,306,022	\$1,249,792	\$600,000	\$208	\$(11,402,606)

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



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BOND LABORATORIES, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007

NOTE 1 – BACKGROUND

Bond Laboratories, Inc. (“The Company”) was incorporated in the state of Nevada on July 26, 2005. The Company has its wholly owned subsidiary Fusion Premium Energy, Inc. that was incorporated in August of 2007 and was operating in the year ended December 31, 2008. In October, 2008 the Company acquired the assets of Nutritional Products, Inc. and it is a wholly owned subsidiary of the Company. The Company is focused on the development of fortified foods and beverage, in three major categories: energy drinks, pain relief, and weight loss. Energy drinks were chosen as the initial target category, as management deemed it to be the easiest barrier to entry. Bond Labs develops and markets products that address the constantly changing needs of consumers, and contracts out manufacturing and fulfillment to keep margins high and overhead low. On November 8, 2007 Bond Laboratories launched the Fusion 2 ounce.6+ hr. energy shot at the NACS show in Atlanta, Ga. Fusion has received orders and subsequent re-orders from some of the biggest C-store chains, drug store chains, sporting goods stores, casinos, and health clubs in the nation. Fusion has also established relationships with all of the nation’s largest distributors. Bond Laboratories, Inc. now trades under the symbol BNLB.OB on the OTC:BB market.

NOTE 2 – BASIS OF PRESENTATION

The accompanying financial statements represent the consolidated financial position and results of operations of the Company and include the accounts and results of operations of the Company and its wholly owned subsidiaries. The accompanying consolidated financial statements include the active entity of Bond Laboratories, Inc. and its wholly owned subsidiaries Fusion Premium Energy, Inc. and the purchased assets of Nutritional Products, Inc.

The consolidated financial statements include the accounts of Bond Laboratories, Inc., Fusion Premium Beverages, Inc. NDS Nutritional Products, Inc. and Vista Bottlers, Inc. Intercompany accounts and transactions have been eliminated in the consolidated financial statements.

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:

Use of Estimates and Assumptions

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.

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.



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### Revenue Recognition

Revenue includes 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.

### Advertising Costs

All advertising costs are charged to expense as incurred. Advertising expense for the years ended December 31, 2008 and 2007 was approximately \$1,994,111 and \$45,000, respectively.

### Accounts Receivable

Substantially 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 wrote off \$39,316 and \$0 related to bad debt and doubtful accounts, respectively, during the years ended December 31, 2008 and 2007.

### Allowance for Doubtful Accounts

The determination of collectibility 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 collectibility. 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. No allowance for doubtful accounts and bad debt were written off in December 31, 2008 and 2007.

### 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 December 31, 2008 and 2007, cash and cash equivalents include cash on hand and cash in the bank.

### Inventory

The Company 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. The Company policy is to evaluate all inventories including raw material and finished goods for all of its product offerings across all of the Companies operating subsidiaries. At December 31, 2008 and 2007, the value of the Company’s inventory was \$1,984,245 and \$0, respectively.





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## Property and Equipment

Property and equipment is recorded at cost and depreciated over the estimated useful lives of the assets using principally 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 Fixture	3 Years
Office equipment	3 Years
Leasehold improvements	5 Years

## 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, 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.

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The Company adopted the provisions of ASC Topic 740; "Accounting For Uncertainty In Income Taxes-An Interpretation Of ASC Topic 740 ("ASC Topic 740"). ASC Topic 740 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 December 31, 2008 and 2007, the Company did not record any liabilities for uncertain tax positions.

### Concentration of Credit Risk

The Company maintains its operating cash balances in banks in Solana Beach, California and Omaha Nebraska. The Federal Depository Insurance Corporation (FDIC) insures accounts at each institution 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. Diluted loss per share is the same as basic loss per share, because the effects 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 approximate fair value due to their most maturities.

### Reclassification

Certain prior period amounts have been reclassified to conform to current year presentations.

### Recent Accounting Pronouncements

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

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On September 30, 2009, the Company adopted updates issued by the Financial Accounting Standards Board (FASB) to the authoritative hierarchy of GAAP. These changes establish the FASB Accounting Standards Codification™ (ASC) as the source of authoritative accounting principles recognized by the FASB to be applied by nongovernmental entities in the preparation of financial statements in conformity with GAAP. Rules and interpretive releases of the Securities and Exchange Commission (“SEC”) under authority of federal securities laws are also sources of authoritative GAAP for SEC registrants. The FASB will no longer issue new standards in the form of Statements, FASB Staff Positions, or Emerging Issues Task Force Abstracts; instead the FASB will issue Accounting Standards Updates. Accounting Standards Updates will not be authoritative in their own right as they will only serve to update the Codification. These changes and the Codification itself do not change GAAP. Other than the manner in which new accounting guidance is referenced, the adoption of these changes had no impact on the Consolidated Financial Statements.

In June 2009, the FASB issued guidance now codified as ASC Topic 105, “Generally Accepted Accounting Principles” (“ASC 105”), which establishes the FASB Accounting Standards Codification as the source of GAAP to be applied to nongovernmental agencies. ASC 105 explicitly recognizes rules and interpretive releases of the SEC under authority of federal securities laws as authoritative GAAP for SEC registrants. ASC 105 became effective for interim or annual periods ending after September 15, 2009. ASC 105 does not have a material impact on the Company’s consolidated financial statements presented hereby.

In May 2009, the FASB issued guidance now codified as ASC Topic 855, “Subsequent Events” (“ASC 855”). The pronouncement modifies the definition of what qualifies as a subsequent event—those events or transactions that occur following the balance sheet date, but before the financial statements are issued, or are available to be issued—and requires companies to disclose the date through which it has evaluated subsequent events and the basis for determining that date. The Company adopted the provisions of ASC 855 in the second quarter of 2009, in accordance with the effective date.

On April 1, 2009, the Company adopted updates issued by the FASB to the recognition and presentation of other-than-temporary impairments. These changes amend existing other-than-temporary impairment guidance for debt securities to make the guidance more operational and to improve the presentation and disclosure of other-than-temporary impairments on debt and equity securities. The recognition provision applies only to fixed maturity investments that are subject to the other-than-temporary impairments. If an entity intends to sell, or if it is more likely than not that it will be required to sell an impaired security prior to recovery of its cost basis, the security is other-than-temporarily impaired and the full amount of the impairment is recognized as a loss through earnings. Otherwise, losses on securities which are other-than-temporarily impaired are separated into: (i) the portion of loss which represents the credit loss; or (ii) the portion which is due to other factors.

The credit loss portion is recognized as a loss through earnings, while the loss due to other factors is recognized in other comprehensive income (loss), net of taxes and related amortization. A cumulative effect adjustment is required to accumulated earnings and a corresponding adjustment to accumulated other comprehensive income (loss) to reclassify the non-credit portion of previously other-than-temporarily impaired securities which were held at the beginning of the period of adoption and for which the Company does not intend to sell and it is more likely than not that the Company will not be required to sell such securities before recovery of the amortized cost basis. These changes were effective for interim and annual periods ending after June 15, 2009, with early adoption permitted for periods ending after March 15, 2009. The Company adopted these changes effective April 1, 2009.

In April 2009, the FASB issued guidance now codified as ASC Topic 825, “Financial Instruments” (“ASC 825”). The pronouncement amends previous ASC 825 guidance to require disclosures about the fair value of financial instruments in all interim as well as annual financial statements. This pronouncement was effective for interim periods ending after June 15, 2009 and the Company adopted its provisions in the second quarter of 2009.



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On January 1, 2009, the Company adopted updates issued by the FASB to fair value accounting and reporting as it relates to nonfinancial assets and nonfinancial liabilities that are not recognized or disclosed at fair value in the financial statements on at least an annual basis. These changes define fair value, establish a framework for measuring fair value in GAAP, and expand disclosures about fair value measurements. This guidance applies to other GAAP that require or permit fair value measurements and is to be applied prospectively with limited exceptions. The adoption of these changes, as it relates to nonfinancial assets and nonfinancial liabilities had no impact on the Consolidated Financial Statements. These provisions will be applied at such time a fair value measurement of a nonfinancial asset or nonfinancial liability is required, which may result in a fair value that is materially different than would have been calculated prior to the adoption of these changes.

On January 1, 2009, the Company adopted updates issued by the FASB to accounting for intangible assets. These changes amend the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset in order to improve the consistency between the useful life of a recognized intangible asset outside of a business combination and the period of expected cash flows used to measure the fair value of an intangible asset in a business combination. The adoption of these changes had no impact on the Condensed Consolidated Financial Statements.

On January 1, 2009, the Company adopted updates issued by the FASB to the calculation of earnings per share. These changes state that unvested share-based payment awards that contain nonforfeitable rights to dividends or dividend equivalents (whether paid or unpaid) are participating securities and shall be included in the computation of earnings per share pursuant to the two-class method for all periods presented. The adoption of these changes had no impact on the Condensed Consolidated Financial Statements.

In April 2008, the FASB issued guidance now codified as ASC Topic 350, “Intangibles—Goodwill and Other” (“ASC 350”). This pronouncement amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under previous ASC 350 guidance, thereby improving the consistency between the useful life of a recognized intangible asset under ASC 350 and the period of expected cash flows used to measure the fair value of the asset under ASC Topic 805, “Business Combinations” (“ASC 805”). This pronouncement was effective for financial statements issued for fiscal years beginning after December 15, 2008 and must be applied prospectively to intangible assets acquired after the effective date. The Company has not acquired any intangible assets since adopting this pronouncement. As such, there has been no impact to the Company’s financial statements since the January 1, 2009 adoption date.

In March 2008, the FASB issued guidance now codified as ASC Topic 815 “Derivatives and Hedging” (“ASC 815”), which expands the disclosure requirements in previous ASC 815 guidance about an entity’s derivative instruments and hedging activities. This pronouncement’s disclosure provisions apply to all entities with derivative instruments subject to the previous ASC 815 guidance. The provisions also apply to related hedged items, bifurcated derivatives, and nonderivative instruments that are designated and qualify as hedging instruments. Entities with instruments subject to this pronouncement must provide more robust qualitative disclosures and expanded quantitative disclosures. Such disclosures, as well as existing required disclosures, generally will need to be presented for every annual and interim reporting period. This pronouncement was effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008. For the nine months ended September 30, 2009, the Company has included the expanded disclosures about derivative instruments and hedging activities within the Company’s financial statements.

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In December 2007, the FASB issued guidance now codified as ASC Topic 805, “Business Combinations” (“ASC 805”), which replaces previous ASC 805 guidance. This pronouncement establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any non-controlling interest in the acquiree and the goodwill acquired in connection with a business combination. This pronouncement also establishes disclosure requirements that will enable users to evaluate the nature and financial effect of the business combination. This pronouncement applies prospectively to business combinations for which the acquisition date is on or after the beginning of an entity’s first fiscal year that begins after December 15, 2008. The Company applied the provisions of ASC 805 in connection with the acquisition that closed during the first quarter of 2009. The adoption of this pronouncement did not have a material impact on the Company’s consolidated financial statements.

## Updates issued but not yet adopted

In October 2009, the FASB issued updates to revenue recognition guidance. These changes provide application guidance on whether multiple deliverables exist, how the deliverables should be separated, and how the consideration should be allocated to one or more units of accounting. This update establishes a selling price hierarchy for determining the selling price of a deliverable. The selling price used for each deliverable will be based on vendor-specific objective evidence, if available, third-party evidence if vendor-specific objective evidence is not available, or estimated selling price if neither vendor-specific or third-party evidence is available. The Company will be required to apply this guidance prospectively for revenue arrangements entered into or materially modified after January 1, 2011; however, earlier application is permitted. The Company has not determined the impact that this update may have on its Consolidated Financial Statements.

In August 2009, the FASB issued updates to fair value accounting for liabilities. These changes clarify existing guidance that in circumstances in which a quoted price in an active market for the identical liability is not available, an entity is required to measure fair value using either a valuation technique that uses a quoted price of either a similar liability or a quoted price of an identical or similar liability when traded as an asset, or another valuation technique that is consistent with the principles of fair value measurements, such as an income approach (e.g., present value technique). This guidance also states that both a quoted price in an active market for the identical liability and a quoted price for the identical liability when traded as an asset in an active market when no adjustments to the quoted price of the asset are required are Level 1 fair value measurements. These changes will become effective for the Company’s Consolidated Financial Statements for the year ended December 31, 2009. The Company has not determined the impact that this update may have on its Consolidated Financial Statements.

## NOTE 4 – PREPAID EXPENSES

The Company has prepaid expenses as of December 31, 2008 and 2007 as follows:

	December 31,	
	2008	2007
Sponsorship Agreement	\$-	\$600,000
Legal Retainer	30,240	5,000
ProTab laboratories retainer	-	19,527
Total	\$30,240	\$624,527

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The Company entered into a sponsorship agreement with L&M Racing, Inc. The agreement calls for 200,000 common shares issued, as 144 common stock, and are earned ratably through the next 12 months. The Company issued these shares on December 27, 2007. The Company also has prepaid legal and manufacturing retainers which are expenses when incurred.

## NOTE 5 – INVENTORIES

The Company inventories as of December 31, 2008 and 2007 consists as follows:

	2008	2007
Finished goods	\$1,684,802	\$-
Components	299,443	-
Total	\$1,984,245	\$-

## NOTE 6 - PROPERTY AND EQUIPMENT

The Company has fixed assets as of December 31, 2008 and 2007 as follows:

	December 31,	
	2008	2007
Equipment	\$374,115	\$109,148
Accumulated depreciation	(135,787 )	(16,171 )
Total	\$238,328	\$92,977

Depreciation Expense is \$32,908 for December 31, 2008 compared to \$14,596 for December 31, 2007.

## NOTE 7 - ACQUISITION

On October 1, 2008, the Company entered into an Asset Purchase Agreement with Cory Wiedel, and Ryan Zink, (“Shareholders”), and NDS Nutritional Products, Inc. (“NDS”), a Nebraska based sole proprietorship, and its owner. NDS has a retail distribution establishment that supplies pain relief, and weight loss products. The Company will purchase substantially all of the tangible properties, equipment, tenant improvements, customer accounts, customer lists, goodwill, software, intellectual property, component inventory and all insurance benefits, including rights and proceeds in or related to the retail operations of NDS, in accordance with the provisions of the agreement. The estimated purchase price is \$2,190,500, which will be payable as follows:

- (a) Seven Hundred Thousand Dollars (\$700,000) in cash at the Closing
- (b) Three Hundred Fifty Thousand Dollars (\$350,000) in the form of a secured promissory note payable in eighteen (18) fixed monthly installments and accruing interest at the rate of six percent (6%) per annum.
- (c) An amount equal to the book value of the fixed assets prior to the Closing, in the form of a secured promissory note.



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(d) An earn-out payment in the amount of Three Hundred Fifty Thousand Dollars (\$350,000) (subject to adjustment based on Gross Profits from the Business), payable in six (6) consecutive, equal, quarterly installments,

(e) An amount equal to the book value of the Product Inventory determined prior to the Closing, in the form of a secured promissory note, payable in twelve (12) fixed monthly installments and accruing interest at the rate of six percent (6%) per annum.

(f) One Million Five Hundred Fifty Thousand (1,550,000) shares of the unregistered common stock, with a par value \$0.01 per share.

The consideration had been allocated to assets and liabilities based internal assessments with \$250,000 initially allocated to goodwill.

Purchase Price Allocation	October 1, 2008
Tangible Assets Allocation	
Fixed Assets	\$ 163,386
Inventory	291,798
Tangible Asset Allocation	
Client List	540,500
Formulation Technology	1,000,000
Brand Equity Calculation	400,000
Total Assets	2,395,684
Liabilities	
Fair values of net assets	2,395,684
Total Purchase price	2,645,684
Goodwill	\$ 250,000

Company will calculate the weighted average of the average amortization period, in total and by major define-lived intangible asset on a straight-line basis over the estimated useful lives of the related assets that is ten years.

On September 30, 2009, the Company amended the terms to the above referenced Asset Purchase Agreement originally dated October 1, 2008 by and between the Shareholders, NDS and the Company. Under the terms of the amendment, all remaining obligations payable by the Company in connection with the earn-out and outstanding secured promissory notes were replaced in their entirety by a new promissory note (the "New Note") with an original principal amount of \$621,775.01 payable in monthly installments commencing as of March 1, 2010, accruing at the rate of eight percent (8%) per annum, and due and payable in full on December 31, 2010.

#### Proforma Statement of Operations:

The Company's Proforma statement of operations if the companies were consolidated for the year ended December 31, 2008.

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## Proforma Statement of Operations

	For the year ended December 31, 2008
Revenue	8,745,746
Cost of Goods Sold	6,020,396
Gross Profits	2,725,350
General and Administrative Expenses	5,656,004
Sales and Marketing Expenses	3,377,545
Research and Development	120,634
Total Operating Expenses	9,154,183
Net Loss from operations	(6,428,833)
Rental Income	7,500
Interest Expense	(8,713)
Interest Income	42,893
Total Other income	(41,680)
Net Loss	(6,387,153)
Proforma Loss per Share	(0.27)
Proforma Weighted avg Shares outstanding	23,657,487

## NOTE 8 - GOODWILL AND OTHER INTANGIBLE ASSETS

The Company is seeking to hire a third-party company to prepare a valuation to assist management of the Company in its allocation of the purchase price, primarily through the determination of the fair value and remaining useful lives of the 2008 Acquisitions' respective intangible assets. As of December 31, 2008 the Company recorded intangible assets for a total amount of \$2,190,500, upon the final results of the third-party valuation, management will prepare the asset allocation of the respective intangible assets.

The amortization expense for all intangible assets is grouped with the depreciation expense for the related reporting period, and reported in the Statements of Operations and the Statements of Cash Flows as "Depreciation and amortization" expense. The Company calculates the weighted average of the average amortization period, in total and by major define-lived intangible asset on a straight-line basis over the estimated useful lives of the related assets that is ten years in accordance with the agreements with the above intangible assets. The company had total amortization expense of \$36,625 in 2008.

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## NOTE 9 – NOTE PAYABLES

Notes payable consist of the following as of December 31:

	2008	2007
Secured promissory note (Fixed Assets) dated October 1, 2008 at an interest rate of 6.00% per annum until April 1, 2010. Principal and interest are due in monthly payments of \$9,514.27.	\$ 145,948	\$-
Secured promissory note (Component Inventory) dated October 1, 2008 at an interest rate of 6.00% per annum until October 1, 2009. Principal and interest are due in monthly payments of \$25,114.01.	244,370	-
Secured promissory note (Installment) dated October 1, 2008 at an interest rate of 6.00% per annum until October 1, 2010. Principal and interest are due in quarterly payments of \$20,381.11.	312,645	-
Other notes payable	350,000	-
Total of Notes Payable	1,052,963	-
Less Current Portion	(934,861 )	-
Long-Term Portion	\$ 118,102	\$-

Annual maturities of notes payables are as follows for the years ending December 31:

2009	\$934,861
2010	118,102
	\$1,052,963

## NOTE 10 – SHARE CAPITAL

On July 26, 2005, the Company authorized 75,000,000 shares of common stock, at \$.01 par value and as of December 31, 2008 25,839,928 common shares were issued and outstanding. In August 2006, the Company authorized 10,000,000 of preferred series A shares at a par value of .01 and 5,659,477 shares were issued and outstanding as of December 31, 2008. In June 2008, the Company authorized 1000 of preferred series B shares that are 10% Cumulative Perpetual with a State Value of \$10,000 per share.

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Effective February 26, 2007, the Company closed the initial phase on its financing. The offering consisted of the sale of up to 1,000,000 units (“Units”) each Unit consisting of one share of the Company’s common stock and one warrant to purchase shares of the Company’s common stock at \$3.00 per share, at a price of \$2.00 per Unit. The Company issued 1,238,600 in warrants related to this initial phase financing.

The fair value of each warrant grant was estimated on the date of grant using the Black-Scholes option-pricing model with the following assumptions for year ended December 31, 2008 and 2007:

Date Issued	Warrants Issued	Strike Price	Date Expired
January 31, 2008	2,520,000	1.50	January 31, 2013
June 26, 2008	1,952,359	1.25	June 26, 2013
June 26, 2008	325,393	1.10	June 26, 2013
January 31, 2008	1,050,000	0.375	January 31, 2013
December 31, 2008	500,000	0.375	December 31, 2013
December 31, 2008	1,750,000	0.150	December 31, 2013
<b>Total Warrants Issued</b>	<b>8,097,752</b>		
Dividend yield			None
Volatility			0.491
Risk free interest rate			4.18%
Expected asset life			5 years

The Company valued the warrants using Black-Scholes option-pricing model. The assumptions under Black Scholes are based on the market value of the stock price at the time of issuance, the exercise price of the warrants, life, volatility, risk free interest rate of the warrants. The Black Scholes option-price model was the best determinable value of the warrants that the Company “knew up front” when issuing the warrants in accordance with Topic 505 . The warrants had no vesting schedule and could be exercised at the option of the parties receiving the warrants until either terminated by contract or expiration. No discounts were applied to the calculation through the Black Scholes option-price model.”

## Common Stock

Years Ended	Stock issued for Cash	Cash Recieved	Stock for Conversion of Debt	Stock issued for Stock Split	Stock issued and (cancelled) for services
December 31, 2007	2,014,000	\$1,651,000	1,953,600	9,067,225	2,442,625
Assets Purchase Agreement					1,550,000
Stock Cancelled					(2,780,000)
Stock issued for Services					2,105,522
Stock issued for Cash	4,412,956	\$4,298,000	-	-	-
<b>Total December 31, 2008</b>	<b>4,412,956</b>	<b>\$4,298,000</b>	<b>-</b>	<b>-</b>	<b>875,522</b>

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The Company issued common stock for services and recorded \$4,267,247 for December 31, 2008 as compared to \$3,103,396 for December 31, 2007.

2007

During the year ended December 31, 2007, the Company has issued shares of its common stock as consideration to consultants and the Company valued the issuances of stock for services based on the trading value of the stock at the time of issuance.

The Company issued 2,442,625 shares of common stock to consultants valued in the aggregate at \$3,103,396. The shares were issued to consultants throughout the year ended December 31, 2007 at a weighted average price of \$1.27 per share. During the issuance of the common stock to consultants the share priced trading price ranged between \$.25 and \$3.75. The stock issued for services includes \$3,103,396 of the compensation for services rendered in accordance with the consultant respective agreements.

During the year ended December 31, 2007, the Company issued 2,014,000 shares of its common stock for \$1,651,000. The shares were issued to third parties was based on a private placement completed by the Company. The shares were sold throughout in a private placement to third parties at an aggregate value of \$.82 per share.

During year ended December 31, 2007, The Company issued 1,311,600 shares of its Common Stock in connection with the conversion of unsecured debt of \$874,000 at a value of \$.67 per shares. The Company further issued 642,000 shares of its Common Stock in connection with the conversion of secured debt of \$321,000 comprised of \$230,000 of deferred compensation and \$91,000 of a related party note. The conversion was done at \$.50 per share. The Company issued a total of 1,953,600 shares of its Common Stock at a weighted average value of \$.61 per share in connection with these debt conversions. The debt was issued to founders as a means to fund early stage operations and product development for the Company prior the filing of its SB-2. The founders debt was issued prior to and converted at a valuation that was less than the per share cash sale of stock issued to investors in a private placement in fiscal 2007 per the approval of the Company's Board of Directors.

2008

During the year ended December 31, 2008, the Company issued 5,528,478 shares of its common stock, excluding 7,500,000 shares of common stock subscribed for in 2008 but issued in 2009 and adjusting for an overstatement in the beginning balance of 120,000 shares of common stock. .

The Company had 7,500,000 shares of common stock subscribed for and issued 125 shares of Series B preferred stock for aggregate gross proceeds to the Company of \$1,250,000 in connection with a private placement. which was allocated \$1,249,792 for common and \$208 for preferred. Investors received one share of preferred stock and 60,000 shares of common stock for each \$10,000 invested in the private placement of preferred and common stock. In a separate transaction, the Company issued 2,594,456 shares of common stock for gross proceeds of \$2,550,523, and 659,477 shares of Series A preferred stock for gross proceeds of \$659,477, and 1,952,359 common stock purchase warrants with an exercise price of \$1.25. In connection with that placement, the Company paid placement agents a cash fee of \$321,000 and issued 325,393 common stock purchase warrants with an exercise price of \$1.10. The Company also issued 1,818,500 shares of common stock for aggregate gross proceeds to the Company of \$1,088,000 in connection with additional private placements completed by the Company during the year ended December 31, 2008.



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During the year ended December 31, 2008, the Company issued 1,921,472 shares of common stock to consultants and employees valued in the aggregate at \$3,833,779. The Company cancelled 2,580,000 shares of common stock that had been previously issued to consultants and employees, but surrendered to the Company during the period, at an aggregate value of \$6,156,000.

During the year ended December 31, 2008, the Company also i) issued 1,550,000 shares of its common stock as consideration for the Asset Purchase Agreement by and between the Company and NDS Nutritional Products, Inc. for the fair value of \$790,500, or \$0.51 per share, and ii) cancelled 40,000 shares to correct an over-issuance of that same amount to an investor in a private placement.

The offer and sale of all such shares of our common stock were effected in reliance on the exemptions for sales of securities not involving a public offering, as set forth in Rule 506 promulgated under the Securities Act and in Section 4(2) of the Securities Act, based on the following: (a) the investors confirmed to us that they were “accredited investors,” as defined in Rule 501 of Regulation D promulgated under the Securities Act and had such background, education and experience in financial and business matters as to be able to evaluate the merits and risks of an investment in the securities; (b) there was no public offering or general solicitation with respect to the offering; (c) the investors were provided with certain disclosure materials and all other information requested with respect to our company; (d) the investors acknowledged that all securities being purchased were “restricted securities” for purposes of the Securities Act, and agreed to transfer such securities only in a transaction registered under the Securities Act or exempt from registration under the Securities Act; and (e) a legend was placed on the certificates representing each such security stating that it was restricted and could only be transferred if subsequently registered under the Securities Act or transferred in a transaction exempt from registration under the Securities Act.

During the year ended December 31, 2008, the Company issued shares of its common stock as consideration to consultants and valued the issuances of stock for services based on the trading value of the stock at the time of issuance.

### 2008 Subscribed Stock

The Company issued 4,000,000 shares of Series A Preferred stock valued at \$600,000 on the date of issuance.

The Company issued 125 shares of cumulative and perpetual Series B Preferred stock with a stated value of \$10,000 per share. Along with the Preferred B shares, the Company also issued 7,500,000 common shares in the same transaction. The Company issued these subscribed shares for \$1,250,000 in cash, we allocated the price of these shares between the Series B Preferred Stock at a value of \$208 and Common Stock at a value of \$1,249,792.

### Preferred Stock

#### Preferred Series A

During the year ended December 31, 2008, the Company issued 659,477 Preferred Series A for \$659,477. On December 29, 2008, the Company memorialized the issuance of 4,000,000 shares of Series A Preferred stock, which were previously designated but not issued, and issued the Series A Preferred stock in January of 2009.

#### Preferred Series B

During the year ended December 31, 2008 the Company has subscribed common stock of 7,500,000 shares and Preferred Series B stock of 125 shares . These common and preferred shares were issued in a related agreement with Vicis Capital Master Fund where \$1,250,000 was received by the Company pursuant to related transaction documents





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The Company authorized 1,000 shares of Series B Preferred stock as 10% Cumulative Perpetual Series B Preferred Stock. Each share of Series B Preferred Stock has a stated value of \$10,000 per shares, a liquidation preference equal to the Stated Value, and is non-convertible.

## NOTE 11 - RECLASSIFICATION

Certain prior period amounts have been reclassified to conform to current year presentations.

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Accumulated Deficit	Total
DECEMBER 31, 2006	4,954,000	\$ 49,540	\$ -	\$ (815,013 )	\$ (715,473 )
Common Stock issued for cash	2,014,000	\$ 20,140	\$ 3,310,301		\$ 3,330,441
Common Stock issued for services	2,917,625	\$ 29,176	\$ 1,630,860		\$ 1,660,036
Common Stock issued in a 2 for 1 forward split	9,067,225	\$ 90,672	\$ (90,672 )		\$ -
Common stock issued for convertible debt	1,478,600	\$ 14,786	\$ 944,133		\$ 958,919
Warrants issued 1,238,600 @ \$0.01			\$ 12,386		\$ 12,386
Net loss	-	\$ -	\$ -	\$ (3,961,602 )	\$ (3,961,602 )
DECEMBER 31, 2007	20,431,450	\$ 204,314	\$ 5,807,008	\$ (4,776,615 )	\$ 1,284,707
Common Stock issued for cash	2,014,000	\$ 20,140	\$ 1,630,860		\$ 1,651,000
Common Stock issued for services	2,442,625	\$ 24,426	\$ 3,078,970		\$ 3,103,396
Common Stock issued in a 2 for 1 forward split	9,067,225	\$ 90,672	\$ (90,672 )		\$ -
Common stock issued for convertible debt	1,953,600	\$ 19,536	\$ 1,175,464		\$ 1,195,000
Warrants issued 1,238,600 @ \$0.01			\$ 12,386		\$ 12,386
Net loss	-	\$ -	\$ -	\$ (3,961,602 )	\$ (3,961,602 )
DECEMBER 31, 2007	20,431,450	204,314	5,807,008	(4,776,615 )	1,284,707

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The Company reclassified 75,000 shares of common stock from Common Stock Issued for Services to Common Stock Issued for Convertible Debt. The change was a reclassification from one caption to the other. The overall calculations were stated correctly and the adjustment did not reflect a modification or restatement of equity and had no impact on our financial statements as of December 31, 2007.

	Common Stock Shares	Common Stock Amount	Paid-In Capital	Accumulated Deficit	Total
DECEMBER 31, 2007	20,431,450	\$ 204,314	\$ 5,807,008	\$ (4,776,615 )	\$ 1,284,707
Common Stock issued for cash	3,642,456	\$ 36,425	\$ 3,461,575	\$ -	\$ 3,498,000
Common Stock issued for services	1,340,522	\$ 13,405	\$ 1,531,793	\$ -	\$ 1,545,198
Common Stock cancelled	(1,124,500 )	\$ (11,245 )	\$ 11,245	\$ -	\$ -
Common stock issued in the Asset Purchase Agreement	1,550,000	\$ 15,500	\$ 775,000	\$ -	\$ 790,500
Warrants issued	-	\$ -	\$ 317,232	\$ -	\$ 317,232
Preferred Stock issued	-	\$ -	\$ 652,882	\$ -	\$ 659,477
Subscribed stock	-	\$ -	\$ -	\$ -	\$ 1,850,000
Cost of capital	-	\$ -	\$ (250,713 )	\$ -	\$ (250,713 )
Net loss	-	\$ -	\$ -	\$ (6,625,991 )	\$ (6,625,991 )
DECEMBER 31, 2008	25,839,928	\$ 258,399	\$ 12,306,023	\$ (11,402,606 )	\$ 3,068,411
Common Stock issued for cash	4,412,956	\$ 44,130	\$ 4,253,870	\$ -	\$ 4,298,000
Common Stock issued for services	2,105,522	\$ 21,055	\$ 4,246,192	\$ -	\$ 4,267,247
Common Stock cancelled	(2,660,000 )	\$ (26,600 )	\$ (3,495,449 )	\$ -	\$ (3,522,049 )
Common stock issued in the Asset Purchase Agreement	1,550,000	\$ 15,500	\$ 775,000	\$ -	\$ 790,500
Warrants issued	-	\$ -	\$ 317,232	\$ -	\$ 317,232
Preferred Stock issued	-	\$ -	\$ 652,882	\$ -	\$ 659,477
Subscribed stock	-	\$ -	\$ -	\$ -	\$ 1,850,000
Cost of capital	-	\$ -	\$ (250,713 )	\$ -	\$ (250,713 )
Net loss	-	\$ -	\$ -	\$ (6,625,991 )	\$ (6,625,991 )
DECEMBER 31, 2008	25,839,928	\$ 258,398	\$ 12,306,022	\$ (11,402,606 )	\$ 3,068,411

The Company reclassified 1,535,500 shares of common stock to Common Stock Cancelled, of which 770,500 and 765,000 had previously been netted against Common Stock Issued for Cash and Common Stock Issued for Services, respectively. The adjustment had no net effect on equity or our financial statements as of December 31, 2008.

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## NOTE 12 - INCOME TAXES

The provision (benefit) for income taxes from continued operations for the years ended December 31, 2008 and 2007 consist of the following:

	December 31,	
	2008	2007
Current:		
Federal	\$-	\$-
State	-	-
	-	-
Deferred:		
Federal	\$2,252,837	\$1,536,010
State	589,713	402,173
	2,842,550	1,938,183
Valuation allowance	(2,842,550)	(1,938,183)
Provision benefit for income taxes, net	\$-	\$-

The difference between income tax expense computed by applying the federal statutory corporate tax rate and actual income tax expense is as follows:

	December 31,			
	2008		2007	
Statutory federal income tax rate	34.0	%	34.0	%
State income taxes and other	8.9	%	8.9	%
Valuation allowance	(42.9	%)	(42.9	%)
Effective tax rate	-		-	

Deferred income taxes result from temporary differences in the recognition of income and expenses for the financial reporting purposes and for tax purposes. The tax effect of these temporary differences representing deferred tax asset and liabilities result principally from the following:

	December 31,	
	2008	2007
Net operating loss carryforward	2,842,550	1,938,183
Valuation allowance	(2,842,550)	(1,938,183)
Deferred income tax asset	\$-	\$-

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The Company has a net operating loss carryforward of approximately \$11,402,606 available to offset future taxable income through 2028.

The Company recognized an income tax provision of \$2,842,550 and \$1,938,183 for the years ended December 31, 2009 and 2008, respectively, despite losses before taxes. The year-to-date provision is primarily due to the recording of a valuation allowance on the Company's U.S. deferred tax assets as of December 31, 2008. The valuation allowance was recorded as of December 31, 2008 to reduce certain U.S. federal and state net deferred tax assets to their anticipated realizable value.

For income tax reporting purposes, the Company's aggregate unused net operating losses approximate \$22,404,170 which expire in various years through 2028, subject to limitations of Section 382 of the Internal Revenue Code, as amended. The Company has provided a valuation reserve against the full amount of the net operating loss benefit, because in the opinion of management based upon the earning history of the Company, it is more likely than not that the benefits will not be realized.

Under the Tax Reform Act of 1986, the benefits from net operating losses carried forward may be impaired or limited on certain circumstances. Events which may cause limitations in the amount of net operating losses that the Company may utilize in any one year include, but are not limited to, a cumulative ownership change of more than 50% over a three-year period. The impact of any limitations that may be imposed for future issuances of equity securities, including issuances with respect to acquisitions have not been determined.

NOTE 13 - 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 consulting agreement are with key shareholders that are instrumental to the success of the company and its development of it product.

NOTE 14 - RELATED PARTY TRANSACTIONS

The Company is managed by its key shareholder. This shareholder is the sole shareholder of Small World Traders. The Company entered into Demand Note Payable with Beshert LLC, an entity controlled by the Company's key shareholder , for \$50,000 bearing an interest rate of 8%. The note matures on March 22, 2009.

NOTE 15 - NET LOSS PER SHARE

Basic loss per share is calculated by dividing net loss attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted loss per share for the years ended December 31, 2008 and 2007 is the same as basic loss per share. The net loss per common shares is calculated by dividing the consolidated loss by the weighted average number of shares outstanding during the period.

NOTE 16 - SUBSEQUENT EVENTS

The Company entered into to two new employment agreements with key employees with substantial distribution experience.

\* \* \* \* \*



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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

We have no changes or disagreements with our auditors.

ITEM 9A (T) . CONTROLS AND PROCEDURES

Our management team, under the supervision and with the participation of our principal executive officer and our principal financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as such term is defined under Rule 13a-15(e) promulgated under the Securities Exchange Act of 1934, as amended (Exchange Act), as of the last day of the fiscal period covered by this report, December 31, 2008. The term disclosure controls and procedures means our controls and other procedures that are designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to management, including our principal executive and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of December 31, 2008.

Management's report on internal control over financial reporting

Our principal executive officer and our principal financial officer, are responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f). Management is required to base its assessment of the effectiveness of our internal control over financial reporting on a suitable, recognized control framework, such as the framework developed by the Committee of Sponsoring Organizations (COSO). The COSO framework, published in Internal Control-Integrated Framework, is known as the COSO Report. Our principal executive officer and our principal financial officer, have has chosen the COSO framework on which to base its assessment. Based on this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2008.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance of achieving their control objectives. Furthermore, smaller reporting companies face additional limitations. Smaller reporting companies employ fewer individuals and find it difficult to properly segregate duties. Often, one or two individuals control every aspect of the Company's operation and are in a position to override any system of internal control. Additionally, smaller reporting companies tend to utilize general accounting software packages that lack a rigorous set of software controls

Based on our assessment, under the criteria established in Internal Control – Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control -- Integrated Framework, management has concluded that the Company maintained effective internal control over financial reporting as of December 31, 2009.

This annual report does not include an attestation report of our independent registered public accounting firm over management's assessment regarding internal control over financial controls due to a transition period established by rules of the SEC for non-accelerated filers. Our principal executive officer and our principal financial officer, report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the

Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

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It should be noted that any system of controls, however well designed and operated, can provide only reasonable and not absolute assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of certain events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

Changes in Internal Control Over Financial Reporting

During the fiscal year ended December 31, 2008, there were no changes in our internal control over financial reporting that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

LACK OF INDEPENDENT BOARD OF DIRECTORS AND AUDIT COMMITTEE

Management is aware that an audit committee composed of the requisite number of independent members along with a qualified financial expert has not yet been established. Considering the costs associated with procuring and providing the infrastructure to support an independent audit committee and the limited number of transactions, Management has concluded that the risks associated with the lack of an independent audit committee are not justified. Management will periodically reevaluate this situation.

LACK OF SEGREGATION OF DUTIES

Management is aware that there is a lack of segregation of duties at the Company due to the small number of employees dealing with general administrative and financial matters. However, at this time management has decided that considering the abilities of the employees now involved and the control procedures in place, the risks associated with such lack of segregation are low and the potential benefits of adding employees to clearly segregate duties do not justify the substantial expenses associated with such increases. Management will periodically reevaluate this situation

ITEM 9B. OTHER INFORMATION

None.



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## PART III

## ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

## Director and Executive Officer

Set forth below is information regarding the Company's current directors and executive officers. There are no family relationships between any of our directors or executive officers. The directors are elected annually by stockholders. The executive officers serve at the pleasure of the Board of Directors.

Name	Age	Title
Scott Landow	53	President and Chief Executive Officer, Director, Principle Accounting Officer
John Wilson	45	President of Fusion Premium Energy, Inc.
Scott Solcum	40	Executive of Fusion Premium Energy, Inc.
Ryan Zink	42	President of NDS Nutritional Products

The chief executive officer and sole director and officer of the Company will hold office until additional members or officers are duly elected and qualified. The background and principal occupations of the sole officer and director of the Company is as follows:

Scott D. Landow is our sole director, CEO, CFO, and Senior Managing Director of New Business Development since May, 2005. From December 2005 through May 2005 Mr. Landow was President, CEO and a member of the board of directors of Bridgetech Holdings International a publicly traded company leveraging significant relationships in China & the U.S. to capitalize on proprietary opportunities in high growth segments of the healthcare industry. From August 2000 through February 2005, Mr. Landow was President of Parentech Inc., an emerging medical device company for newborns and infants.

## Executives:

John Wilson is the President of Fusion Premium Energy, Inc. with over seventeen years of invaluable experience at both Coca-Cola and Coca-Cola Enterprises. Most recently, Mr. Wilson was responsible for negotiating exclusive bottling agreements with national customers on behalf of all seventy-three of the Coca-Cola Bottlers in the United States.

Scott Slocum an executive of Fusion with over 24 years experience in the beverage industry including numerous leadership roles within Coca-Cola Enterprises. Mr. Slocum's strength is his vast experience in the areas of channel distribution, customer management, as well as operations logistics.

Ryan Zink- is the President of NDS Nutrition Products, Inc. and has held this position since March, 2008 (including acting as President of NDS Nutritional Products, Inc. prior to the merger with our company). From January, 2007 through February, 2008, Mr. Zink acted as an independent contractor for NDS Nutritional Products, Inc. From July, 2005 through November, 2006, Mr. Zink was Chief Operating Officer of Complete Nutrition, Inc. From March, 2004 through July, 2005, Mr. Zink was Director of Sales of NDS Nutritional Products LLC. In addition to the above, Mr. Zink has been the owner/franchisee of Anytime Fitness Gyms.



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Audit Committee Financial Expert

The Company does not have an audit committee or a compensation committee of its board of directors. In addition, the Company's board of directors has determined that the Company does not have an audit committee financial expert serving on the board. When the Company develops its operations, it will create an audit and a compensation committee and will seek an audit committee financial expert for its board and audit committee.

Conflicts of Interest

Members of our management are associated with other firms involved in a range of business activities. Consequently, there are potential inherent conflicts of interest in their acting as officers and directors of our company. Although the officers and directors are engaged in other business activities, we anticipate they will devote an important amount of time to our affairs.

Our officers and directors are now and may in the future become shareholders, officers or directors of other companies, which may be formed for the purpose of engaging in business activities similar to ours. Accordingly, additional direct conflicts of interest may arise in the future with respect to such individuals acting on behalf of us or other entities. Moreover, additional conflicts of interest may arise with respect to opportunities which come to the attention of such individuals in the performance of their duties or otherwise. Currently, we do not have a right of first refusal pertaining to opportunities that come to their attention and may relate to our business operations.

Our officers and directors are, so long as they are our officers or directors, subject to the restriction that all opportunities contemplated by our plan of operation which come to their attention, either in the performance of their duties or in any other manner, will be considered opportunities of, and be made available to us and the companies that they are affiliated with on an equal basis. A breach of this requirement will be a breach of the fiduciary duties of the officer or director. If we or the companies with which the officers and directors are affiliated both desire to take advantage of an opportunity, then said officers and directors would abstain from negotiating and voting upon the opportunity. However, all directors may still individually take advantage of opportunities if we should decline to do so. Except as set forth above, we have not adopted any other conflict of interest policy with respect to such transactions.

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

As of December 31, 2008, the Company is aware that all filings of Form 4 and 5 required of Section 16(a) of the Exchange Act of Directors, Officers or holders of 10% of the Company's shares have not been timely,

Our prior CEO Scott Landow did not file any form 3, 4, 5 and has been delinquent on his filings since 2006. Mr. Landow is delinquent on filing 1 form 3 and 1 form 5 for year ended December 31, 2006, delinquent on filing 3 form 3 and 1 form 5 for year ended December 31, 2007, delinquent in filing 1 form 3's and 1 form 5 for year ended December 31, 2008, and delinquent in filing 5 form 3's and 1 form 5 for year ended December 31, 2009.

Our present CEO John Wilson did not file any form 3, 4, 5 and has been delinquent on his filings since he accepted the position of CEO in 2009. Mr. Wilson is delinquent in filing 1 form 3 and 1 form 5 for year ended December 31, 2009.

Our interim CFO Michael Abrams did not file any form 3, 4, 5 and has been delinquent on his filings since he accepted the position of interim CFO in 2009. Mr. Abrams is delinquent in filing 1 form 3 and 1 form 5 for year ended December 31, 2009.

Our director Elorian Landers did not file any form 3, 4, 5 and has been delinquent on his filings since he accepted the position on the Board of Directors in 2009. Mr. Landers is delinquent in filing 1 form 3 and one form 5 for years ended December, 31, 2009.

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The officers and directors of the Company are in the process of applying for Edgar codes to file their respective form 3, 4, and 5 as required under 16A of the 1934 Securities Exchange Act.

Code of Ethics

We have adopted a code of ethics that applies to all of our executive officers, directors and employees. Code of ethics codifies the business and ethical principles that govern all aspects of our business. This document will be made available in print, free of charge, to any shareholder requesting a copy in writing from the Company and it attached hereto as Exhibit 14.1

ITEM 11. EXECUTIVE COMPENSATION

General. As of December 31, 2008 and 2007, Mr. Scott Landow serves as the Company's sole-director and chief executive officer. Pursuant to a Management Services Agreement executed and approved by the Company Mr. Landow was compensated approximately \$120,000 (deferring an additional \$80,000 per year), and \$6,000 for fringe benefits, and other sources or forms of compensation was not paid or collected for Fiscal year ended 2007 and 2008. As of December 31, 2008 the company has deferred compensation of \$280,000. Further Mr. Landow receives cashless warrants of 350,000 per year until the company begins paying his full salary.

Summary Compensation Table

The following table sets forth for the year ended December 31, 2008 and 2007 compensation awarded to, paid to, or earned by, Mr. Scott Landow, our sole Director and Chief Executive Officer as of December 31, 2008, and our other most highly compensated executive officers whose total compensation during the last fiscal year exceeded \$100,000, if any. Scott Landow defers \$80,004 per year in his salary and has accrued unpaid salary of \$280,000. While Mr. Landow defers his salary he is granted 350,000 in common stock warrants at \$.375 strike price. Mr. Landow received only 1,400,000 in warrants in December 2008 for past years of deferred salary. However, Mr. Landow ultimately forfeited 400,000 of those warrants on August 13, 2009.

We did not issue any options to directors in fiscal 2008 and 2007.

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## 2008, and 2007 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	Warrants & Option Awards (\$)	Non-Equity Incentive Compensation (\$)	Change in Pension Value and Non-qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Scott	2008	200,000	80,000	0	0	0	0	6,000	286,000
Landow	2007	200,000	80,000	0	0	0	0	6,000	811,000

## 2008 and 2007 OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END TABLE

Name	Option Awards				Stock Awards				Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Equity Incentive Plan Awards: Exercise Price (\$)	Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#)	
Scott	0	0	0	0	0	0	0	0	0
Landow	0	0	0	0	0	0	0	0	0

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## 2008 and 2007 OPTION EXERCISES AND STOCK VESTED TABLE

## 2008 and 2007 PENSION BENEFITS TABLE

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Fiscal Year (\$)
Scott Landow	0	0	0	0

## 2008 and 2007 NONQUALIFIED DEFERRED COMPENSATION TABLE

Name		Executive Contributions in Last Fiscal Year (\$)	Registrant Contributions in Last Fiscal Year (\$)	Aggregate Earnings in Last Fiscal Year (\$)	Aggregate Withdrawals / Distributions (\$)	Aggregate Balance at Last Fiscal Year-End (\$)
Scott Landow	2007	0	0	0	0	0
	2008	0	0	0	0	0

## 2008 and 2007 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)	Non-Equity Incentive Plan Compensation (\$)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Scott Landow	0	0	0	0	0	0	0

## 2008 and 2007 ALL OTHER COMPENSATION TABLE

Name	Year	Perquisites and Other Personal Benefits (\$)	Tax Reimbursements (\$)	Insurance Premiums (\$)	Company Contributions to Retirement 401(k) Plans (\$)	Severance and Payments / Accruals (\$)	Change in Control Payments / Accruals (\$)	Total (\$)
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Scott	2007	0	0	0	0	0	0	0
Landow	2008	0	0	0	0	0	0	0



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## 2008 and 2007 PERQUISITES TABLE

Name	Year	Personal Use of Company Car/Parking	Financial Planning/ Legal Fees	Club Dues	Executive Relocation	Total Perquisites and Other Personal Benefits
Scott Landow	2008	0	0	0	0	0
	2007	0	0	0	0	0

## 2008 and 2007 POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL TABLE

Name	Benefit	Before Change in Control Termination w/o Cause or for Good Reason	After Change in Control Termination w/o Cause or for Good Reason	Voluntary Termination	Death	Disability	Change in Control
Scott Landow	Basic salary						-

Eric Schick's employment with the Company terminated in October of 2008.

## Compensation of Directors

We currently have one director. Our current compensation policy for directors is to compensate them through options to purchase common stock as consideration for their joining our board and/or providing continued services as a director. For the years ended December 31, 2008, 2008, and 2007, we did not issue any options to directors. We do not currently provide our directors with cash compensation, although we do reimburse their expenses, with exception for a chairman of the board. No additional amounts are payable to the Company's directors for committee participation or special assignments. There are no other arrangements pursuant to which any directors was compensated during the Company's last completed fiscal year for any service provided.

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## ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT.

The following table lists stock ownership of our Common Stock as of May 31, 2010, based on 55,909,302 shares of common stock issued and outstanding. The information includes beneficial ownership by (i) holders of more than 5% of our Common Stock, (ii) each of two directors and executive officers and (iii) all of our directors and executive officers as a group. Except as noted below, to our knowledge, each person named in the table has sole voting and investment power with respect to all shares of our Common Stock beneficially owned by them.

Name and Address of Owner	Title of Class	Number of Shares Owned (1)	Percentage of Class
Scott Landow 777 South Highway 101, Suite 215 Solana Beach, CA 92975 (2)	Common Stock	6,280,400	12 . %
All Officers and Directors As a Group (1 persons)	Common Stock	6,280,400	12 . %
Small World Traders(3) 777 South Highway 101, Suite 215 Solana Beach, CA 92975	Common Stock	2,740,000	5.0 %
WWFD LLC(4) 777 South Highway 101, Suite 215 Solana Beach, CA 92975	Common Stock	2,950,000	6.0 %
Vicis Capital Master Fund(5) 445 Park Ave 16th Floor New York, NY 10022	Common Stock	9,840,523	18.0 %

(1) Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities.

(2) Includes shares held by family members and family trusts such as WWFD LLC and shares held by Small World Traders.

(3) Scott Landow is the managing member of WWFD LLC is a Nevada LLC.

(4) Small World Traders is controlled by Scott Landow.

(5) Vicis Capital Master Fund is controlled by Keith Hughes

## Changes in Control

We are not aware of any arrangements that may result in a change in control of the Company.

## DESCRIPTION OF SECURITIES

## General

Our authorized capital stock consists of 75,000,000 shares of common stock, par value \$ .01, and 10,000,000 shares of preferred A stock, 1,000 designated preferred series B 1,000 at \$.01 par value, 10% Cumulative Perpetual preferred shares.



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### Common Stock

The shares of our common stock presently outstanding, and any shares of our common stock issues upon exercise of stock options and/or warrants, will be fully paid and non-assessable. Each holder of common stock is entitled to one vote for each share owned on all matters voted upon by shareholders, and a majority vote is required for all actions to be taken by shareholders. In the event we liquidate, dissolve or wind-up our operations, the holders of the common stock are entitled to share equally and ratably in our assets, if any, remaining after the payment of all our debts and liabilities and the liquidation preference of any shares of preferred stock that may then be outstanding. The common stock has no preemptive rights, no cumulative voting rights, and no redemption, sinking fund, or conversion provisions. Holders of common stock are entitled to receive dividends, if and when declared by the Board of Directors, out of funds legally available for such purpose, subject to the dividend and liquidation rights of any preferred stock that may then be outstanding.

### Voting Rights

Each holder of Common Stock is entitled to one vote for each share of Common Stock held on all matters submitted to a vote of stockholders.

### Dividends

Subject to preferences that may be applicable to any then-outstanding shares of Preferred Stock, if any, and any other restrictions, holders of Common Stock are entitled to receive ratably those dividends, if any, as may be declared from time to time by the Company's board of directors out of legally available funds. The Company and its predecessors have not declared any dividends in the past. Further, the Company does not presently contemplate that there will be any future payment of any dividends on Common Stock.

### Preferred Stock Series A

We are authorized to issue 10,000,000 shares of Series A preferred stock, \$.01 par value, of which 5,659,477 are issued and outstanding as of December 31, 2008. We had subscribed preferred stock of 4,000,000 where the total subscribed and outstanding of 9,659,477 as of December 31, 2008.

### Preferred Stock Series B

We designated 1,000 shares of 10% Cumulative Perpetual Series B Preferred Stock. Each share of Series B Preferred Stock has a stated value of \$10,000 per share, a liquidation preference equal to its stated value, and is non-convertible.

### Subscribed Common and Preferred Stock

The Company issued 4,000,000 shares of Series A Preferred stock at a value of \$.15 per share at the date of issuance. The Preferred A shares were issued to consultants for services rendered for the company.

The Company issued 125 shares of Series B Preferred stock. In connection with the issuance of the Series B shares, the Company issued 7,500,000 shares of common stock in the same transaction. The Company issued these subscribed shares for \$1,250,000 in cash, and allocated the price of these shares between shares of Series B Preferred shares and common shares B at \$208 and \$1,249,792, respectively.



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Options and Warrants:

As of December 31, 2008 there were no options to acquire shares of the Company's common stock outstanding, however there are 6,361,875 warrants outstanding that expire in 2013.

Convertible Securities

At December 31, 2008, the Company converted all convertible notes to common stock.

Amendment of our Bylaws

Our bylaws may be adopted, amended or repealed by the affirmative vote of a majority of our outstanding shares. Subject to applicable law, our bylaws also may be adopted, amended or repealed by our board of directors.

Transfer Agent

On August 31, 2006, the Company engaged Colonial Transfer Agent to serve in the capacity of transfer agent. Their mailing address and telephone number Colonial Stock Transfer, 66 Exchange Place, Salt Lake City, UT 84111 - Phone is (801) 355-5740.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDPENDENCE.

During the year ended December 31, 2008 there were no related party advances. During the period July 26, 2005 (inception) through December 31, 2008, certain officers and stockholders advanced to the Company \$50,000. The Company is managed by its key shareholder. This shareholder is the sole shareholder of Small World Traders. The Company entered into Demand Note Payable with Bershert LLC and affiliate for \$50,000 bearing an interest rate of 8%. The note matures on March 22, 2009.

In addition, the CEO is to receive an annual bonus reflecting 40% of his then current salary, which he has elected to defer the remaining 20% and has deferred compensation of \$280,000. Presently any and all bonuses have been deferred.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

Audit Fees. The aggregate fees billed by Tarvaran , Askelson & Company for professional services rendered fro the audit of the Company's annual Financial statements for fiscal years ended December, 31, 2009 approximated \$30,000. The aggregate fees billed by Jewett, Schwartz, Wolfe & Associates for professional services rendered for the audit of the Company's annual financial statements for fiscal years ended December 31, 2008 and 2007 approximated \$ 21 ,000 and \$ 21 ,000 respectively. The aggregate fees billed by Jewett, Schwartz, Wolfe & Associates for the review of the financial statements included in the Company's Forms 10-Q for fiscal year 2008 and 2007 approximated \$ 9 ,000 per year. The aggregate fees billed by Tarvaran , Askelson & Company for the review of the financial statements included in the Company's Forms 10-Q for fiscal year 2008 and 2007 approximated \$0 per year.

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**Audit-Related Fees.** The aggregate fees billed by Tarvaran, Askelson & Company and Jewett, Schwartz, Wolfe & Associates for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements for the fiscal years ended December 31, 2009, 2008 and 2007, and that are not disclosed in the paragraph captioned "Audit Fees" above, were \$0, \$0 and \$0, respectively.

**Tax Fees.** The aggregate fees billed by Tarvaran, Askelson & Company and Jewett Schwartz Wolfe & Associates for professional services rendered for tax compliance, tax advice and tax planning for the fiscal year ended December 31, 2009, 2008 and 2007 were \$0 , \$0, and \$0.

**All Other Fees.** The aggregate fees billed by Tarvaran, Askelson & Company and Jewett Schwartz Wolfe & Associates for products and services, other than the services described in the paragraphs "Audit Fees," "Audit-Related Fees," and "Tax Fees" above for the fiscal years ended December 31, 200 9, 2008 and 2007 approximated \$ 30,000, \$21 ,000 and \$ 21 ,000 respectively.

The Board has received and reviewed the written disclosures and the letter from the independent registered public accounting firm required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), and has discussed with its auditors its independence from the Company. The Board has considered whether the provision of services other than audit services is compatible with maintaining auditor independence.

Based on the review and discussions referred to above, the Board approved the inclusion of the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K/A for its 2008 fiscal year for filing with the SEC.

The Board pre-approved all fees described above.

PART IV

ITEM 15. EXHIBITS AND REPORTS.

Exhibits

- 3.1 Articles of Incorporation (1)
- 3.2 Amendments to Articles of Incorporation (1)
- 3.1 Bylaws of the Corporation (1)
- 10.1 Employment Agreement Scott Landow (1)
- 10.2 Securities Purchase Agreement (1)
- 14.1 Code of Ethics (2)
- 21 Subsidiaries (2)
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act. (2)
- 31.2 Certification of Principal Financial and Accounting Officer Pursuant to Section 302 of the Sarbanes-Oxley Act. (2)
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act. (2)
- 32.2 Certification of Chief Accounting Officer Pursuant to Section 906 of the Sarbanes-Oxley Act. (2)

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(1). Incorporated by reference to the same exhibit filed with Amendment No. 3 to the Company's Registration Statement on Form SB2 (Commission File No. 333-137170).

(2) Filed herein.





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ITEM 15: SIGNATURES

SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, there unto duly authorized.

Registrant	Bond Laboratories, Inc.
Date: June 3, 2010	By: /s/ John Wilson John Wilson Chief Executive Officer (Principle Executive Officer), President

Date: June 3, 2010	By: /s/ Michael Abrams Michael Abrams Chief Financial Officer (Principle Financial Officer)
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In accordance with the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Company and in the capacities and on the dates indicated.

Date: June 3, 2010	By: /s/ Scott Landow Scott Landow Chairman
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Date: June 3, 2010	By: /s/ John Wilson John Wilson Chief Executive Officer (Principle Executive Officer), President, Director
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Date: June 3, 2010	By: /s/ Elorian Landers Elorian Landers Director
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