

BOND LABORATORIES, INC.
Form 10-Q
May 13, 2011

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

FORM 10-Q

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

For the quarterly period ended March 31, 2011

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

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

Commission File No. 333-137170

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

Nevada
(State or other jurisdiction of incorporation or organization)

20-3464383
(IRS Employer Identification No.)

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

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

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

Yes No

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

Yes No

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

Large accelerated filer Accelerated filer

Non-Accelerated filer

..

Small reporting company

x

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

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

Class	Outstanding at May 13, 2011
Common stock, \$0.01 par value	71,998,246

BOND LABORATORIES, INC.
INDEX TO FORM 10-Q FILING
FOR THE THREE MONTHS ENDED MARCH 31, 2011

TABLE OF CONTENTS

		PAGE
<u>PART I - FINANCIAL INFORMATION</u>		
Item 1.	<u>Condensed Consolidated Financial Statements</u>	1
	<u>Condensed Consolidated Balance Sheets</u>	2
	<u>Condensed Consolidated Statements of Income</u>	3
	<u>Condensed Consolidated Statement of Cash Flows</u>	4
	<u>Notes to Condensed Consolidated Financial Statements</u>	5
Item 2.	<u>Management Discussion & Analysis of Financial Condition and Results of Operations</u>	13
Item 3.	<u>Quantitative and Qualitative Disclosures About Market Risk</u>	15
Item 4.	<u>Controls and Procedures</u>	16
<u>PART II - OTHER INFORMATION</u>		
Item 1.	<u>Legal Proceedings</u>	17
Item 1A.	<u>Risk Factors</u>	17
Item 2.	<u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	17
Item 3.	<u>Defaults Upon Senior Securities</u>	18
Item 5.	<u>Other information</u>	18
Item 6.	<u>Exhibits</u>	18
CERTIFICATIONS		
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.	
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.	
32.2		

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

32.2

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

-i-

Table of Contents

PART I
FINANCIAL INFORMATION

Item 1. Financial Statements

The accompanying reviewed interim consolidated financial statements have been prepared in accordance with the instructions to Form 10-Q. Therefore, they do not include all information and footnotes necessary for a complete presentation of financial position, results of operations, cash flows, and stockholders' equity in conformity with generally accepted accounting principles. Except as disclosed herein, there has been no material change in the information disclosed in the notes to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010. In the opinion of management, all adjustments considered necessary for a fair presentation of the results of operations and financial position have been included and all such adjustments are of a normal recurring nature. Operating results for the three months ended March 31, 2011 are not necessarily indicative of the results that can be expected for the year ending December 31, 2011.

Table of Contents

BOND LABORATORIES, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS

ASSETS:	(Unaudited)	
	March 31, 2011	December 31, 2010
CURRENT ASSETS		
Cash	\$ 539,199	\$ 445,662
Accounts receivables - net	1,033,662	574,616
Inventory	1,453,621	1,473,605
Notes receivables	-	-
Prepaid expenses and other current assets	70,057	54,045
Total current assets	3,096,539	2,547,928
PROPERTY AND EQUIPMENT, net		
	74,686	87,208
Intangibles assets, net	1,641,426	1,696,363
Deposits	3,783	3,783
TOTAL ASSETS	\$ 4,816,434	\$ 4,335,282
LIABILITIES AND STOCKHOLDERS' EQUITY:		
CURRENT LIABILITIES:		
Accounts payable	\$ 924,850	\$ 508,146
Disputed accounts payables	113,299	113,299
Accrued expenses and other liabilities	116,309	101,467
Notes payable	584,297	631,807
Total current liabilities	1,738,755	1,354,719
TOTAL LIABILITIES		
	1,738,755	1,354,719
CONTINGENCIES AND COMMITMENTS		
	-	-
STOCKHOLDERS' EQUITY:		
Preferred stock series A, \$.01 par value, 10,000,000 shares authorized; 0 and 0 issued and outstanding as of March 31, 2011 and December 31, 2010, respectively	-	-
Preferred stock series B, \$.01 par value, 1,000 shares authorized; 103.3 and 103.3 issued and outstanding of its 10% Perpetual Preferred with a Stated Value of \$10,000 per share with a cumulative dividend of \$472,918 and \$436,188 as of March 31, 2011 and December 31, 2010, respectively	472,919	436,189

Edgar Filing: BOND LABORATORIES, INC. - Form 10-Q

Preferred stock series C, \$.01 par value, 500 shares		
authorized; 125 and 125 issued and outstanding as of March 31, 2011 and December 31, 2010, respectively	1	1
Common stock, \$.01 par value, 150,000,000 shares authorized; 72,198,246 and 72,198,246 issued and outstanding as of March 31, 2011 and December 31, 2010, respectively	721,982	721,982
Additional paid-in capital	27,367,863	27,404,593
Accumulated deficit	(25,485,086)	(25,582,201)
Total stockholders' equity	\$ 3,077,679	\$ 2,980,564
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 4,816,434	\$ 4,335,282

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

Table of Contents

BOND LABORATORIES, INC.
 CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
 FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010

	(Unaudited) 2011	2010
Revenue	\$ 2,989,304	\$ 2,372,663
Total	2,989,304	2,372,663
Cost of Goods Sold	1,923,767	1,673,406
Gross Profit	1,065,537	699,257
OPERATING EXPENSES:		
General and administrative	584,278	914,146
Selling and marketing	307,228	277,466
Depreciation and amortization	67,459	66,455
Total operating expenses	958,965	1,258,067
OPERATING INCOME/(LOSS)	106,572	(558,810)
OTHER (INCOME) AND EXPENSES		
Interest expense	9,457	26,096
Other income	-	(30,262)
Gain on extinguishment of debt	-	-
Loss on the sale of assets	-	682
Total other (income) expense	9,457	(3,484)
NET INCOME/(LOSS)	\$ 97,115	\$ (555,326)
NET INCOME/(LOSS) PER SHARE:		
Basic	\$ 0.00	\$ (0.01)
Diluted	\$ 0.00	\$ (0.01)
Basic	72,198,246	56,175,958
Diluted	93,685,091	56,175,958

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

Table of Contents

BOND LABORATORIES, INC.
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010

	(Unaudited) 2011	2010
Net loss	\$ 97,115	\$ (555,326)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	67,460	66,455
Common stock issued for services	-	7,999
Loss on sale of assets	-	682
Changes in operating assets and liabilities:		
Accounts receivables	(459,046)	(289,630)
Inventory	19,984	358,329
Prepaid expenses	(16,012)	(5,427)
Deposits	-	1,181
Accounts payable	416,704	(202,105)
Accrued liabilities	14,842	155,723
Net cash provided by / (used in) operating activities	141,047	(462,119)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	-	-
Proceeds from sale of assets	-	18,420
Net cash provided by / (used in) investing activities	-	18,420
CASH FLOWS FROM FINANCING ACTIVITIES:		
Repayments of note payable	(47,510)	(3,855)
Net cash provided by / (used in) financing activities	(47,510)	(3,855)
INCREASE (DECREASE) IN CASH	93,537	(447,554)
CASH, BEGINNING OF PERIOD	445,662	1,036,213
CASH, END OF PERIOD	\$ 539,199	\$ 588,659
Supplemental disclosure operating activities		
Cash paid for interest	\$ 9,457	\$ 26,096
Cash paid for income tax	\$ -	\$ -
Supplemental disclosure for non cash investing and financing activities		
Common shares issued for services	\$ -	\$ 7,999
Common shares issued for debt	\$ -	\$ -

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

Table of Contents

BOND LABORATORIES, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED MARCH 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF BUSINESS

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

The Company was incorporated in the State of Nevada on July 26, 2005. In October 2008, the Company acquired the assets of NDS Nutritional Products, Inc., a Nebraska corporation, and moved those assets into its wholly owned subsidiary NDS. Management recently determined, based on historical and projected operating results in each of its divisions, to focus its efforts and working capital on the NDS product line, and is currently evaluating plans to maximize the value of Fusion Premium Beverages, Inc., ("Fusion Premium Beverages"), a Florida corporation and wholly owned operating division of the Company. While no assurances can be given, such plans may include the sale, spin-off, liquidation, or other disposition of the Fusion Premium Beverage division.

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

NOTE 2 - BASIS OF PRESENTATION

Interim Financial Statements

The accompanying interim unaudited condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles for interim financial information and with the instructions to Form 10-Q and Article 8 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In our opinion, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the three month periods ended March 31, 2011 are not necessarily indicative of the results that may be expected for the year ending December 31, 2011. While management of the Company believes that the disclosures presented herein are adequate and not misleading, these interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the footnotes thereto for the fiscal year ended December 31, 2010 as filed with the Securities and Exchange Commission as an exhibit to our Annual Report on Form 10-K.

NOTE 3 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

Principle of Consolidation

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

Table of Contents

Use of Estimates

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

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

Revenue Recognition

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

Accounts Receivable

All of the Company’s accounts receivable balance is related to trade receivables. Trade accounts receivable are recorded at the invoiced amount and do not bear interest. The allowance for doubtful accounts is the Company’s best estimate of the amount of probable credit losses in its existing accounts receivable. The Company will maintain allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments for products. Accounts with known financial issues are first reviewed and specific estimates are recorded. The remaining accounts receivable balances are then grouped in categories by the amount of days the balance is past due, and the estimated loss is calculated as a percentage of the total category based upon past history. Account balances are charged off against the allowance when it is probable the receivable will not be recovered. The Company wrote off \$1,049 related to bad debt and doubtful accounts during the quarter ended March 31, 2011.

Allowance for Doubtful Accounts

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

Cash and Cash Equivalents

The Company considers all highly liquid investments with an original maturity of three months or less to be cash equivalents. At March 31, 2011, cash and cash equivalents include cash on hand and cash in the bank.

Inventory

The Company's inventory is carried at the lower of cost or net realizable value using the first-in, first-out ("FIFO") method. The Company evaluates the need to record adjustments for inventory on a regular basis. Company policy is to evaluate all inventories including raw material and finished goods for all of its product offerings across all of the Company's operating subsidiaries. At March 31, 2011, and December 31, 2010, the value of the Company's inventory was \$1,453,621 and \$1,473,605, respectively.

Table of Contents

Property and Equipment

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

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

Asset Category	Depreciation/ Amortization Period
Furniture and 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, which represents the excess of the purchase price and related costs over the value assigned to net tangible and identifiable intangible assets of businesses acquired and accounted for under the purchase method, acquired in business combinations is assigned to reporting units that are expected to benefit from the synergies of the combination as of the acquisition date. Under this standard, goodwill and intangibles with indefinite useful lives are no longer amortized. The Company assesses goodwill and indefinite-lived intangible assets for impairment annually during the fourth quarter, or more frequently if events and circumstances indicate impairment may have occurred in accordance with ASC Topic 350. If the carrying value of a reporting unit's goodwill exceeds its implied fair value, the Company records an impairment loss equal to the difference. ASC Topic 350 also requires that the fair value of indefinite-lived purchased intangible assets be estimated and compared to the carrying value. The Company recognizes an impairment loss when the estimated fair value of the indefinite-lived purchased intangible assets is less than the carrying value.

Impairment of Long-Lived Assets

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

Income Taxes

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

deferred tax assets to the amount expected to be realized.

-7-

Table of Contents

The Company adopted the provisions of FASB Interpretation No. 48; "Accounting For Uncertainty In Income Taxes" - An Interpretation of ASC Topic 740 ("FIN 48"). FIN 48 contains a two-step approach to recognizing and measuring uncertain tax positions. The first step is to evaluate the tax position for recognition by determining if the weight of available evidence indicates it is more likely than not, that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step is to measure the tax benefit as the largest amount, which is more than 50% likely of being realized upon ultimate settlement. The Company considers many factors when evaluating and estimating the Company's tax positions and tax benefits, which may require periodic adjustments. At March 31, 2011, the Company did not record any liabilities for uncertain tax positions.

Concentration of Credit Risk

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

Earnings Per Share

Basic income (loss) per share is computed by dividing net income (loss) available to common shareholders by the weighted average number of common shares outstanding during the reporting period. Diluted earnings per share reflects the potential dilution that could occur if stock options, warrants, and other commitments to issue common stock were exercised or equity awards vest resulting in the issuance of common stock that could share in the earnings of the Company. 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, if any, approximate fair value.

Recent Accounting Pronouncements

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

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

On July 1, 2009, we adopted guidance issued by the FASB on business combinations. The guidance retains the fundamental requirements that the acquisition method of accounting (previously referred to as the purchase method of

accounting) be used for all business combinations, but requires a number of changes, including changes in the way assets and liabilities are recognized and measured as a result of business combinations. It also requires the capitalization of in-process research and development at fair value and requires the expensing of acquisition-related costs as incurred. Adoption of the new guidance did not have a material impact on our financial statements.

Table of Contents

On July 1, 2009, guidance issued by the FASB that changes the accounting and reporting for non-controlling interests. Non-controlling interests are to be reported as a component of equity separate from the parent's equity, and purchases or sales of equity interests that do not result in a change in control are to be accounted for as equity transactions. In addition, net income attributable to a non-controlling interest is to be included in net income and, upon a loss of control, the interest sold, as well as any interest retained, is to be recorded at fair value with any gain or loss recognized in net income. Adoption of the new guidance did not have a material impact on our financial statements.

On July 1, 2009, we adopted guidance on fair value measurement for nonfinancial assets and liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). Adoption of the new guidance did not have a material impact on our financial statements.

NOTE 4 – INVENTORIES

The Company's inventories as of March 31, 2011 and December 31, 2010 are as follows:

	March 31, 2011	December 31, 2010
Finished goods	\$ 1,138,134	\$ 1,201,300
Components	315,487	272,305
Total	\$ 1,453,621	\$ 1,473,605

NOTE 5 - PROPERTY AND EQUIPMENT

The Company's fixed assets as of March 31, 2011 and December 31, 2010 are as follows:

	March 31, 2011	December 31, 2010
Equipment	\$ 288,192	\$ 288,192
Accumulated depreciation	(213,506)	(200,984)
Total	\$ 74,686	\$ 87,208

Depreciation expense for the three months ended March 31, 2011 was \$12,522 compared to \$11,518 for March 31, 2010.

Table of Contents

NOTE 6 – NOTE PAYABLES

Notes payable consist of the following as of March 31, 2011 and December 31, 2010:

	March 31, 2011	December 31, 2010
Amended and Restated Secured Promissory Note dated December 1, 2010, matures December 1, 2011 at an interest rate of 10% per annum. This note replaces the Secured Promissory Note dated September 30, 2009, which replaced the Fixed Asset Note, Component Inventory Note, Installment Note and Earn Out provision. The Company is required to make monthly payments of \$17,350 each throughout 2011 in full satisfaction of the note.	147,208	194,718
Revolving Line of Credit of \$500,000 from US Bank dated April 9, 2009 as amended July 15, 2010 at an interest rate of 3.5% plus the one-month LIBOR quoted by US Bank from Reuters Screen LIBOR01 page. The Line of Credit matures July 15, 2011 and is secured by all of the receivables and inventory of NDS Nutrition Products, Inc. The Company pays interest only on this Line of Credit	437,089	437,089
Total of notes payable and advances	584,297	631,807
Less Current Portion	(584,297)	(631,807)
Long-Term Portion	\$ -	\$ -

NOTE 7 - COMMITMENTS AND CONTINGENCIES

The Company has entered into various consulting agreements with outside consultants. However, certain of these agreements included additional compensation on the basis of performance. The consulting agreements are with key shareholders and advisers that are instrumental to the success of the Company and its development of its products. The Company does not have a commitment and contingency liability.

NOTE 8 - RELATED PARTY TRANSACTIONS

The Company currently has a note payable for the asset purchase of NDS Nutritional Products, Inc. for \$147,208 as of March 31, 2011. The note payable was recorded as note payable-affiliate in the Company's financial statements for the year ended December 31, 2010, but has been reclassified in the quarter ended March 31, 2011 since the holder of such note ceased being an affiliate in 2009.

The Company paid Burnham Hill Advisors LLC ("BHA") \$37,500 during the quarter for advisory and consulting fees pursuant to the terms of a Consulting Agreement for Services ("Agreement") by and between the Company and BHA, dated as of August 20, 2010, as amended on September 15, 2010 and November 18, 2010. Mr. Michael Abrams, the Company's Interim Chief Financial Officer, is an employee of BHA. The fees paid BHA include the services provided by Mr. Abrams to the Company in his capacity of CFO.

Table of Contents

NOTE 9 - NET INCOME/(LOSS) PER SHARE

Basic net income per share is calculated by dividing the net income attributable to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted net income per share includes outstanding warrants and options in the denominator. In the event of a loss, diluted loss per share is the same as basic loss per share. For the three months ended March 31, 2010, the following potential shares of common stock that would have been issuable have been excluded from the calculation of diluted loss per share because the effects, as a result of our net loss, would be anti-dilutive.

	March 31, 2010
Warrants	15,411,191
Options	-
Total	15,411,191

The following table represents the computation of basic and diluted losses per share at March 31, 2011 and 2010.

	March 31, 2011	March 31, 2010
Income / (Losses) available for common shareholders	97,115	(555,326)
Basic weighted average common shares outstanding	72,198,246	56,175,958
Basic income / (loss) per share	0.00	(0.01)
	March 31, 2011	March 31, 2010
Income / (Losses) available for common shareholders	97,115	(555,326)
Diluted weighted average common shares outstanding	93,685,091	56,175,958
Diluted income / (loss) per share	0.00	(0.01)

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

NOTE 10 - EQUITY

Common and Preferred Stock

The Company is authorized to issue 150,000,000 shares of common stock, \$0.01 par value, of which 72,198,246 common shares were issued and outstanding as of March 31, 2011. The Company is authorized to issue 10,000,000 shares of Series A Convertible Preferred Stock, \$0.001 par value, of which 0 shares were issued and outstanding as of March 31, 2011. The Company is authorized to issue 1,000 shares of its 10% Cumulative Perpetual Series B Preferred Stock, \$0.01 par value, of which 103.3 were issued and outstanding as of March 31, 2011. The Company recorded an accumulated dividend of \$36,730 as of March 31, 2011, which was recorded against accumulated deficit and payable in kind. The outstanding 10% Cumulative Perpetual Series B Preferred Stock has a liquidation preference of \$10,000 per share. The Company is authorized to issue 500 shares of its Series C Convertible Preferred Stock, par value \$0.01, of which 125 shares were issued and outstanding as of March 31, 2011. The Series C Convertible Preferred Stock is convertible at \$0.25 per share and has a liquidation preference of \$10,000 per share.

Options

As of March 31, 2011, no options to purchase common stock of the Company were issued and outstanding.

-11-

Table of Contents

Warrants

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

As of March 31, 2011, 16,486,845 warrants to purchase common stock of the Company were issued and outstanding, additional information on which is included in the following table:

Issued	Exercise Price	Issuance Date	Expiration Date	Vesting
2,520,000	\$ 1.500	01/31/08	01/31/13	No
662,877	\$ 0.770	12/31/09	12/31/14	Yes
3,699,040	\$ 0.750	09/30/09	10/01/12	No
100,000	\$ 0.700	12/31/09	12/31/14	No
375,000	\$ 0.500	08/20/09	08/20/14	No
50,000	\$ 0.500	11/01/09	11/01/12	No
65,000	\$ 0.500	12/21/09	12/21/12	No
1,050,000	\$ 0.375	01/31/08	01/31/13	No
500,000	\$ 0.375	12/31/08	12/31/13	No
200,000	\$ 0.375	10/09/09	10/09/12	No
142,593	\$ 0.360	05/14/10	05/14/15	Yes
60,000	\$ 0.350	07/01/09	07/01/12	No
175,000	\$ 0.350	08/20/09	08/20/14	No
2,311,875	\$ 0.350	09/01/09	09/01/12	No
50,000	\$ 0.350	11/01/09	11/01/12	No
100,000	\$ 0.350	12/31/09	12/31/14	No
2,500,000	\$ 0.300	11/15/10	11/15/15	No
20,833	\$ 0.300	04/01/09	04/01/14	Yes
206,400	\$ 0.200	06/29/10	06/29/15	No
212,400	\$ 0.200	07/21/10	07/21/15	No
90,000	\$ 0.200	09/03/10	09/03/15	No
1,395,827	\$ 0.150	12/31/08	12/31/13	Yes
16,486,845				

Expected Dividend Yield	0.0%
Volatility	40.0%
Weighted average risk free interest rate	1.0%
Weighted average expected life (in years)	2.4

Table of Contents

Private Placements, Other Issuances and Cancellations

The Company periodically issues shares of its common stock and warrants to purchase shares of common stock to investors in connection with private placement transactions, as well as to advisors and consultants for the fair value of services rendered. Absent an arm's length transaction with an independent third-party, the value of any such issued shares is based on the trading value of the stock at the date on which such transactions or agreements are consummated. The Company expenses the fair value of all such issuances in the period incurred. During the quarter ended March 31, 2011 the Company did not issue any shares of its common stock.

NOTE 11 – SUBSEQUENT EVENTS

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

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

Forward-Looking Statements

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

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

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

Overview

Bond Laboratories, Inc. (the "Company") is a national provider of innovative and proprietary nutritional supplements for health conscious consumers. The Company produces and markets its products primarily through NDS Nutrition

Products, Inc., a Florida corporation (“NDS”). NDS manufactures and distributes a full line of nutritional supplements to support healthy living predominantly through franchisees of General Nutrition Centers, Inc. (“GNC”) located throughout the United States.

Table of Contents

The Company was incorporated in the State of Nevada on July 26, 2005. In October 2008, the Company acquired the assets of NDS Nutritional Products, Inc., a Nebraska corporation, and moved those assets into its wholly owned subsidiary NDS. Management recently determined, based on historical and projected operating results in each of its divisions, to focus its efforts and working capital on the NDS product line, and is currently evaluating plans to maximize the value of Fusion Premium Beverages, Inc., (“Fusion Premium Beverages”), a Florida corporation and wholly owned operating division of the Company. While no assurances can be given, such plans may include the sale, spin-off, liquidation, or other disposition of the Fusion Premium Beverage division.

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

Results of Operations

Net Sales. Revenues for the three months ended March 31, 2011 increased to \$2,989,304 as compared to \$2,372,663 for the three months ended March 31, 2010. Revenue for the Company’s NDS division for the three months ended March 31, 2011 increased to \$2,925,044 as compared to \$2,045,802 for the three months ended March 31, 2010, an increase of almost 40%. This increase was attributable to sales growth in our existing product lines at NDS, driven primarily by an expansion in the number of GNC franchise locations carrying our products, the number of products approved for sale in such locations by GNC, and the successful launch of several new products. Notable new product introductions include ACG3 in the pre-workout category, Core Fuel in the post-workout category, and Flex Stack in the sports nutrition category. We currently market approximately 50 products to over 600 GNC franchise locations nationwide. The Company continually seeks to increase both the number of stores and number of approved products that comprise its distribution footprint, and, further, anticipates that such efforts will continue to drive increases in future revenue growth.

Cost of Goods Sold. Cost of goods sold for the three months ended March 31, 2011 increased to \$1,923,767 as compared to \$1,673,406 for the three months ended March 31, 2010. The increase was primarily attributable to higher sales and higher margins at the Company’s NDS division during the three month period ended March 31, 2011. Total gross margin increased to 35.6% for the three months ended March 31, 2011 from 29.4% for the three months ended March 31, 2010. This increase was driven primarily by the strategic decision to focus on the NDS division.

General and Administrative Expenses. General and administrative expenses for the three months ended March 31, 2011 decreased to \$584,278 as compared to \$914,146 for the three months ended March 31, 2010. The decrease in general and administrative expenses is primarily attributable to cost savings related to the decision to shift the Company’s strategic focus to the NDS division.

Selling and Marketing Expenses. Selling and marketing expenses for the three months ended March 31, 2011 increased to \$307,228 as compared to \$277,466 for the three months ended March 31, 2010. The increase in selling and marketing expenses is principally attributed to the implementation of aggressive new marketing and sales initiatives at the Company’s NDS division, which was offset by reduced expenses at the Company’s Fusion Premium Beverages division as a direct result of the shift in strategic focus to the NDS operations.

Depreciation and Amortization. Depreciation and amortization for the three months ended March 31, 2011 increased to \$67,479 as compared to \$66,455 for the three months ended March 31, 2010.

Net Income / (Loss). We generated a profit of \$97,115 for the three months ended March 31, 2011 as compared to a loss of \$555,326 for the three months ended March 31, 2010. The increase and crossover to profitability was driven by higher sales at our NDS division and reduced operating expenses throughout the Company.

Table of Contents

Liquidity and Capital Resources

The Company has historically financed its operations primarily through equity and debt financings. The Company has also provided for its cash needs by issuing common stock, options and warrants for certain operating costs, including consulting and professional fees. During the year ended December 31, 2010 and after giving effect for conversions, we sold 2,850,812 shares of common stock and 125 shares of Series C Preferred Stock for aggregate gross proceeds of \$1,674,000. Of that total, \$424,000 was raised in connection with the sale of common stock to investors. The Company raised an additional \$1,250,000 through the private placement of Series C Preferred Stock. These financings provided for the Company's working capital during 2010 and, together with cash derived from operations, are expected to provide for the Company's liquidity through at least June 30, 2011; provided, however, although no assurances can be given, management currently believes the Company will generate sufficient cash from operations to provide for its working capital needs beyond June 30, 2011. The Company did not engage in any financing activity during the three month period ended March 31, 2011.

Cash Provided by / (Used in) Operations. Our cash provided by operating activities for the three months ended March 31, 2011 was \$141,047 as compared to cash used in operating activities of (\$462,119) for the three months ended March 31, 2010. The improvement is mainly attributable to higher sales and lower operating costs during the most recent quarter.

Cash Provided by / (Used in) Investing Activities. Cash provided by investing activities for the three months ended March 31, 2011 was \$0 as compared to \$18,420 for the three months ended March 31, 2010.

Cash Provided by / (Used in) Financing Activities. Our cash used in financing activities for the three months ended March 31, 2011 was (\$47,510) as compared to (\$3,855) for the three months ended March 31, 2010. The greater use is mainly attributable to accelerated principal reduction payments of the Company's outstanding related party note, which the Company is on schedule to retire in full by the end of 2011.

WHERE YOU CAN FIND MORE INFORMATION

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

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

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

Our exposure to risk for changes in interest rates relates primarily to our investments in short-term financial instruments. Investments in both fixed rate and floating rate interest earning instruments carry some interest rate risk. The fair value of fixed rate securities may fall due to a rise in interest rates, while floating rate securities may produce less income than expected if interest rates fall. Partly as a result of this, our future interest income may fall short of expectations due to changes in interest rates or we may suffer losses in principal if we are forced to sell securities that have fallen in estimated fair value due to changes in interest rates. However, as substantially all of our cash

equivalents consist of bank deposits and short-term money market instruments, we do not expect any material change with respect to our net income as a result of an interest rate change.

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

-15-

Table of Contents

ITEM 4. CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

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

Our Chief Executive Officer and Chief Financial Officer are responsible for establishing and maintaining adequate internal control over our financial reporting. In order to evaluate the effectiveness of internal control over financial reporting, as required by Section 404 of the Sarbanes-Oxley Act, management has conducted an assessment, including testing, using the criteria in Internal Control — Integrated Framework, issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). Our system of internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Management has used the framework set forth in the report entitled Internal Control-Integrated Framework published by the Committee of Sponsoring Organizations of the Treadway Commission, known as COSO, to evaluate the effectiveness of our internal control over financial reporting. Based on this assessment, our Chief Executive Officer and Chief Financial Officer have concluded that our internal control over financial reporting was effective as of March 31, 2011. This Quarterly Report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Our internal control over financial reporting was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report in this Quarterly Report. There has been no change in our internal controls over financial reporting during our most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal controls over financial reporting.

(b) Changes in Internal Controls Over Financial Reporting

There have been no changes in our internal controls over financial reporting or in other factors that could materially affect, or are reasonably likely to affect, our internal controls over financial reporting during the quarter ended March 31, 2011. There have not been any significant changes in the Company's critical accounting policies identified since the Company filed its Annual Report on Form 10-K as of December 31, 2010.

Table of Contents

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

OSHA Matter

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

The Company submitted a formal response to the DOL on February 22, 2011, as did our former Chief Executive Officer, refuting in their entirety the conclusions drawn in the preliminary finding of the DOL. Should OSHA proceed with the complaint, we may be required to allocate substantial financial and human resources in defense of this complaint (including significant amounts of our management's time and attention), which in turn could materially and adversely affect our business, operations and financial condition. In addition, if there was an ultimate finding in favor of Mr. Schick on his allegations, we may be required to pay Mr. Schick substantial amounts and incur other potential penalties. Any such payments could materially and adversely affect our financial condition, business and prospects, and could prevent us from executing our business plan as currently contemplated.

CycloBolan Matter

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

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

ITEM 1A. RISK FACTORS

There were no material changes from the risk factors previously disclosed in Part II, Item 6, "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2010.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

None.

-17-

Table of Contents

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

There were no defaults upon senior securities during the period ended March 31, 2011.

ITEM 5. OTHER INFORMATION

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

ITEM 6. EXHIBITS

- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act.
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act.

Table of Contents

SIGNATURES

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

Registrant Bond Laboratories, Inc.

Date: May 13, 2011

By: /s/ John Wilson
John Wilson
Chief Executive
Officer
(Principal Executive
Officer)

Registrant Bond Laboratories, Inc.

Date: May 13, 2011

By: /s/ Michael
Abrams
Michael Abrams
Chief Financial Officer
(Principal Financial
Officer)