

BIOLARGO, INC.  
Form 10QSB/A  
May 21, 2007  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

\_\_\_\_\_  
**Amendment No. 1 to**  
**FORM 10-QSB**  
\_\_\_\_\_

x **QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2007.

or

.. **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 000-19709

\_\_\_\_\_  
**BIOLARGO, INC.**

*(Exact name of registrant as specified in its charter)*  
\_\_\_\_\_

**Delaware**  
*(State or other jurisdiction of*  
  
*incorporation or organization)*

**65-0159115**  
*(I.R.S. Employer*  
  
*Identification No.)*

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2603 Main Street, Suite 1155

Irvine, California 92614

*(Address, including zip code, of principal executive offices)*

(949) 235-8062

*(Registrant's telephone number, including area code)*

**Securities registered pursuant to Section 12(b) of the Exchange Act: None**

**Securities registered pursuant to Section 12(g) of the Exchange Act: Common Stock, \$0.0067 par value.**

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Check whether the Registrant (1) 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

The number of shares of the Registrant's Common Stock outstanding as of May 1, 2007 was 39,355,166 shares.

**DOCUMENTS INCORPORATED BY REFERENCE: None**

Transitional Small Business Disclosure Format (Check one): Yes  No

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**BIOLARGO, INC.**

**FORM 10-QSB**

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**Table of Contents****GENERAL NOTE**

This Report is being amended primarily to (i) correct certain clerical errors in the financial statements for the quarter ended March 31, 2007, and certain of the Notes thereto, which were overlooked in the preparation and filing of the original Report on May 18, 2007, and to correct these clerical errors in Management's Discussion and Analysis, and (ii) correcting a clerical error in Part 1 Item 2 under the subheading Liquidity and Capital Resources, Significant Debt Obligations .

**PART I****Item 1. Financial Statements****BIOLARGO, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

**AS OF DECEMBER 31, 2006 AND MARCH 31, 2007, AND**

**UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET MARCH 31, 2007**

**ASSETS**

|                           |                     |                    | <b>Pro forma</b>    |
|---------------------------|---------------------|--------------------|---------------------|
|                           |                     |                    | <b>March 31,</b>    |
|                           |                     |                    | <b>2007</b>         |
|                           |                     | <b>March 31,</b>   | <b>(see Note 8)</b> |
|                           | <b>December 31,</b> | <b>2007</b>        | <b>(unaudited)</b>  |
|                           | <b>2006</b>         | <b>(unaudited)</b> | <b>(unaudited)</b>  |
| <b>CURRENT ASSETS</b>     |                     |                    |                     |
| Cash and cash equivalents | \$ 229,334          | \$ 146,561         | \$ 146,561          |
| Prepaid expenses          | 16,500              | 6,763              | 6,763               |
| Total current assets      | 245,834             | 153,324            | 153,324             |
| <b>TOTAL ASSETS</b>       | <b>\$ 245,834</b>   | <b>\$ 153,324</b>  | <b>\$ 153,324</b>   |

**LIABILITIES AND STOCKHOLDERS DEFICIT**

|                                       |              |              |            |
|---------------------------------------|--------------|--------------|------------|
| <b>CURRENT LIABILITIES</b>            |              |              |            |
| Accounts payable and accrued expenses | \$ 2,311,500 | \$ 1,436,909 | \$ 596,350 |
| Notes payable                         | 3,782,070    | 2,152,950    | 832,950    |
| Debentures payable, net               | 21,151       | 21,151       | 21,151     |
| Total current liabilities             | 6,114,721    | 3,611,010    | 1,450,451  |

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COMMITMENTS, CONTINGENCIES AND SUBSEQUENT EVENTS

STOCKHOLDERS' DEFICIT

Convertible Preferred Series A, \$.00067 par value, 50,000,000 shares authorized, -0- shares issued and outstanding at March 31, 2007 and at December 31, 2006

Common Stock, \$.00067 par value, 200,000,000 shares authorized, 12,269,622 and 3,135,822 shares issued At March 31, 2007 and December 31, 2006, respectively

|  |              |              |              |
|--|--------------|--------------|--------------|
| (Pro forma 39,355,166 Shares Issued and Outstanding) | 52,256       | 58,376       | 76,522       |
| Additional paid-in capital                           | 23,618,750   | 27,614,178   | 29,890,632   |
| Accumulated deficit                                  | (29,539,893) | (31,130,240) | (31,264,281) |

|                             |             |             |             |
|-----------------------------|-------------|-------------|-------------|
| Total stockholders' deficit | (5,868,887) | (3,457,686) | (1,297,127) |
|-----------------------------|-------------|-------------|-------------|

|   |            |            |            |
|---|------------|------------|------------|
| TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT | \$ 245,834 | \$ 153,324 | \$ 153,324 |
|---|------------|------------|------------|

See accompanying notes to consolidated financial statements.

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**BIOLARGO, INC. AND SUBSIDIARIES**  
**STATEMENTS OF OPERATIONS FOR THE THREE-MONTH PERIODS ENDED**  
**MARCH 31, 2006 AND 2007**  
**(UNAUDITED)**

|   | For the three-month period ended<br>March 31, |                |
|---|---|----------------|
|   | 2006  | 2007           |
| Revenue   | \$  | \$             |
| Total revenues  |   |                |
| Costs and expenses                                    |   |                |
| Selling, general and administrative                   | 333,708                                       | 619,295        |
| Research and development                              | 19,769  | 18,492         |
| Total costs and expenses                              | 353,477                                       | 637,787        |
| Loss from operations                                  | (353,477)                                     | (637,787)      |
| Other income and expense                              |   |                |
| Interest expense                                      | (88,161)                                      | (952,560)      |
| Net other expense                                     | (88,161)                                      | (952,560)      |
| Net loss  | \$ (441,638)                                  | \$ (1,590,347) |
| Loss per common share basic and diluted               |   |                |
| Loss per share  | \$ (0.18)                                     | \$ (0.37)      |
| Weighted average common share equivalents outstanding | 2,498,140                                     | 4,281,186      |

See accompanying notes to consolidated financial statements.

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**BIOLARGO, INC. AND SUBSIDIARIES**  
**STATEMENTS OF STOCKHOLDERS DEFICIT**  
**FOR THE THREE-MONTH PERIOD ENDED MARCH 31, 2007**  
**(UNAUDITED)**

|  | Preferred Stock        |                          | Common Stock |                          | Additional<br>Paid-In<br>Capital | Retained<br>Deficit | Total          |
|--|------------------------|--------------------------|--------------|--------------------------|----------------------------------|---------------------|----------------|
|  | Number<br>of<br>Shares | Par<br>Value<br>\$.00067 | of<br>Shares | Par<br>Value<br>\$.00067 |                                  |                     |                |
| BALANCE DECEMBER 31, 2006  |                        | \$                       | 3,135,822    | \$ 52,256                | \$ 23,618,750                    | \$ (29,539,893)     | \$ (5,868,887) |
| CONVERSION OF NOTE OBLIGATIONS<br>(INCLUDING ADDITIONAL INTEREST<br>EXPENSE) |                        |                          | 6,985,441    | 4,680                    | 3,125,610                        |                     | 3,130,290      |
| SHARES ISSUED FOR SERVICES<br>(INCLUDING ADDITIONAL COSTS AND<br>EXPENSES)   |                        |                          | 525,000      | 352                      | 262,147                          |                     | 262,499        |
| CONVERSION OF BOARD OF DIRECTOR<br>AND OFFICER PAYABLES                      |                        |                          | 1,623,359    | 1,088                    | 607,671                          |                     | 608,759        |
| NET LOSS FOR THE THREE-MONTH PERIOD<br>ENDED MARCH 31, 2007                  |                        |                          |              |                          |                                  | (1,590,347)         | (1,590,347)    |
| BALANCE MARCH 31, 2007   |                        | \$                       | 12,269,622   | \$ 58,376                | \$ 27,614,178                    | \$ (31,130,240)     | \$ (3,457,686) |

See accompanying notes to consolidated financial statements.

Table of Contents**BIOLARGO, INC. AND SUBSIDIARIES****STATEMENTS OF CASH FLOWS FOR THE THREE-MONTH PERIODS ENDED****MARCH 31, 2006 AND 2007****(UNAUDITED)**

|   | <b>For the three-month period ended<br/>March 31,</b> |                   |
|---|---|-------------------|
|   | <b>2006</b>   | <b>2007</b>       |
| <b><u>CASH FLOWS FROM OPERATING ACTIVITIES</u></b>                          |   |                   |
| Net Loss  | \$ (441,638)  | \$ (1,590,347)    |
| Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities: |   |                   |
| Conversion of Note Payable obligations Non-Cash interest expense            |   | 960,639           |
| (Increase) decrease in Prepaid Expenses                                     | (63,750)  | 9,737             |
| Increase in Accounts Payable and Accrued Expenses                           | 91,463  | 213,198           |
| <b>Net Cash Used In Operating Activities</b>                                | <b>(413,925)</b>                                      | <b>(406,773)</b>  |
| <b><u>CASH FLOWS FROM INVESTING ACTIVITIES</u></b>                          |   |                   |
| No Cash Used In or Provided by Investing Activities                         |   |                   |
| <b><u>CASH FLOWS FROM FINANCING ACTIVITIES</u></b>                          |   |                   |
| Funds from Loan   | 777,500   | 324,000           |
| <b>Net Cash Provided By Financing Activities</b>                            | <b>777,500</b>  | <b>324,000</b>    |
| <b>NET (DECREASE) INCREASE IN CASH AND CASH EQUIVALENTS</b>                 | <b>363,575</b>  | <b>(82,773)</b>   |
| <b>CASH AND CASH EQUIVALENTS BEGINNING</b>                                  | <b>283,462</b>  | <b>229,334</b>    |
| <b>CASH AND CASH EQUIVALENTS ENDING</b>                                     | <b>\$ 647,037</b>                                     | <b>\$ 146,561</b> |
| <b>SUPPLEMENTAL DISCLOSURES OF CASHFLOW INFORMATION</b>                     |   |                   |
| Cash Paid During the Period for:  |   |                   |
| Interest  | \$  | \$                |
| Income Taxes  | \$  | \$                |
| Conversion of Note Payable to Shares of the Company's Common Stock          | \$  | \$ 2,235,276      |
| Conversion of Accrued Expenses to Shares of the Company's Common Stock:     |   |                   |
| Board of Director and Officer Payable                                       | \$  | \$ 608,759        |
| Consultant Payable  | \$  | \$ 196,875        |

See accompanying notes to consolidated financial statements.





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BIOLARGO, INC. AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

**Note 1. Accounting Policies-Basis of Presentation**

In the opinion of management, the accompanying balance sheets and related interim statements of operations, cash flows, and stockholders deficit include all adjustments, consisting only of normal recurring items, necessary for their fair presentation in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP). Preparing financial statements requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenue, and expenses. Actual results and outcomes may differ from management's estimates and assumptions. Estimates are used when accounting for stock-based transactions, account payables and accrued expenses and taxes, among others.

Interim results are not necessarily indicative of results for a full year. The information included in this Form 10-QSB should be read in conjunction with Management's Discussion and Analysis and financial statements and notes thereto included in the BioLargo, Inc. Annual Report on Form 10-KSB for the year ended December 31, 2006.

**Note 2. Business and Organization**

**Outlook**

BioLargo, Inc. (the Company) had no continuing business operations as of March 31, 2007 and until the completion of the acquisition of the BioLargo technology on April 30, 2007, and operated as a public shell prior to such date.

The Company will need working capital resources to maintain the Company's status and to fund other anticipated costs and expenses during the year ending December 31, 2007 and beyond, as well as to fund the exploitation of the technology acquired from IOWC Technologies, Inc. (IOWC). The Company's ability to continue as a going concern is dependent on the Company's ability to raise capital to, at a minimum, meet its corporate maintenance requirements and the funding of technology that must be exploited. It would need additional outside capital until and unless that technology is able to generate positive working capital sufficient to fund the Company's cash flow requirements from operations.

These financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of the Company's business. As reflected in the accompanying financial statements, the Company had a net loss of \$1,590,347 for the three-month period ended March 31, 2007, negative cash flow from operating activities of \$406,773 for the three-month period ended March 31, 2007, and an accumulated deficit of \$31,130,240 as of March 31, 2007. Also, as of March 31, 2007, the Company had limited liquid and capital resources. The foregoing factors raise substantial doubt about the Company's ability to continue as a going concern. Ultimately, the Company's ability to continue as a going concern is dependent upon its ability to attract new sources of capital, exploit the technology acquired so it attains a reasonable threshold of operating efficiencies and achieves profitable operations. The financial statements do not include any adjustments that might be necessary if the Company is unable to continue as a going concern.

Cash and cash equivalents totaled \$146,561 at March 31, 2007. The Company had no revenues in the three-month period ended March 31, 2007, and its financing activities funded operations.

During the quarter ended March 31, 2007, the Company sold an aggregate \$324,000 principal amount of its promissory notes (the Fall 2006 Notes) due and payable September 13, 2008 to 16 investors. Additionally, from April 1, 2007 through April 25, 2007, the Company sold the remaining \$192,000 principal amount of Fall 2006 Notes to six investors. Each Fall 2006 Offering Note bears interest at a rate of 10% per annum, such interest to be paid, at the Company's option, in cash or stock at an initial conversion rate of \$0.6875 per share.

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BIOLARGO, INC. AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

As of March 31, 2007, the Company has \$2,152,950 aggregate principal amount of its promissory notes that mature at various times during 2007 and 2008. This amount primarily includes (i) a note totaling \$900,000 due to New Millennium Capital Partners, LLC ( "New Millennium" ) (see Note 6); (ii) Augustine Loan totaling \$420,000 (see Note 5); (iii) convertible notes totaling \$808,000 (see Note 3); (iv) promissory note totaling \$25,000 due to a former professional for legal services (see Note 7). Of the \$2,152,950 outstanding as of March 31, 2007, an aggregate amount of \$1,320,000 was subsequently converted into shares of the Company's common stock. (See Note 8.) The Company does not presently have funds sufficient to repay these remaining obligations as they mature. No financing is in place at present, and it is unknown if any financing will be in place in the future, which would permit the Company to repay these notes in full as they mature.

On March 15, 2007, the Company's stockholders approved, and effective as of the close of business on March 21, 2007, the Company completed a 1-for-25 reverse split of its common stock (the "Reverse Split").

Additionally, on March 15, 2007, the Company's stockholders approved and the Company has filed, an amendment to the Company's certificate of incorporation increasing the Company's authorized capital stock to 200,000,000 shares of common stock and 50,000,000 shares of preferred stock. Unless specifically stated otherwise, all references in the financial statements to the Company's common stock are stated on a post-Reverse Split basis.

**Organization**

On March 15, 2007 the Company's stockholders approved, and the Company has completed, an increase in its authorized capital stock and a corporate name change, changing its name from NuWay Medical, Inc. to BioLargo, Inc. The amendment to the certificate of incorporation reflecting the increase in stock and name change was filed on March 16, 2007 with the Secretary of State of the State of Delaware. In connection with this name change, on March 21, 2007 the Company began trading under a new symbol, "BLGO", under which it will continue to trade on the Pink Sheets.

The Company was initially organized as Repossession Auction, Inc. under the laws of the State of Florida in 1989. In 1991, the Company merged into a Delaware corporation bearing the same name. In 1994, the Company's name was changed to Latin American Casinos, Inc. to reflect its focus on the gaming and casino business in South and Central America, and in 2001 the Company changed its name to NuWay Energy, Inc. to reflect its new emphasis on the oil and gas development industry. During October 2002, the Company's name was changed to NuWay Medical, Inc. coincident with the divestiture of its non-medical assets and the retention of new management.

**Transactions Involving the BioLargo Technology**

Leading up to the completion of the acquisition of the BioLargo technology in April 2007, the Company engaged in several transactions with Mr. Code and IOWC. Mr. Code is the sole stockholder and sole director of IOWC.

**Letter of Intent**

In July 2005, the Company entered into a letter of intent ( "LOI" ) with IOWC. The LOI set out the terms for the acquisition of certain assets of IOWC consisting of certain intellectual property, including two United States patents and two licenses and/or distributor agreements pursuant to which IOWC had licensed certain of its technologies for use in products designed for distribution in the food, medical and biohazardous material transportation industries. In connection with the transactions contemplated by the

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BIOLARGO, INC. AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

LOI, the Company agreed to issue up to 51% of its common stock to IOWC. The LOI provided that the transactions contemplated by the LOI would be completed pursuant to the terms of an asset purchase agreement as well as a research and development agreement. In addition, the LOI required certain stockholders approvals as a condition to the closing of the transactions contemplated by the LOI including approval of the issuance of the shares of the Company's common stock to IOWC, a reverse stock split and an increase in the authorized capital stock of the Company.

As the parties worked toward preparing the documentation called for by the LOI and as the Company began to prepare the proxy materials needed for its stockholders meeting, it became increasingly clear to the parties that the length of time and the costs involved in preparing documentation for a stockholders meeting would likely jeopardize the chances that the transactions contemplated by the LOI could be completed in a manner benefiting both parties. Accordingly, in late 2005 the parties began to explore alternative strategies that would enable them to begin to realize the benefits of the transactions contemplated by the LOI while at the same time allowing the Company to call a meeting of its stockholders for the purpose of approving the issuance of shares of its common stock in connection with the acquisition of the BioLargo technology.

**Marketing and Licensing Agreement**

In furtherance of the proposed transactions with IOWC, on December 31, 2005, the Company entered into the Marketing and Licensing Agreement (the "M&L Agreement") with IOWC and Mr. Code.

Pursuant to the M&L Agreement, the Company's subsidiary, BioLargo Life Technologies, Inc. ("BLTI"), acquired certain rights to develop, market, sell and distribute products that were developed, and were then in development, by IOWC relating to the BioLargo technology.

*Licenses Granted to BLTI.* Pursuant to the terms of the M&L Agreement, IOWC granted to BLTI a license, with respect to the BioLargo technology, to further develop the technology, to further develop existing and new products based on that technology, and to produce, market, sell and distribute any such products, through its own means, or by contract or assignment to third parties or otherwise, including without limitation:

***Technology Development Rights.*** Exclusive worldwide rights to expand and improve upon the existing BioLargo technology, to conduct research and development activities based on the BioLargo technology, and to contract with third parties for such research and development activities; and any improvements on the BioLargo technology, or any new technology resulting such efforts of BLTI, shall be owned solely by BLTI.

***Product Development Rights.*** Exclusive worldwide rights to expand and improve upon the existing products incorporating the BioLargo technology, to conduct research and development activities to create new products for market, and to contract with third parties for such research and development activities. Any new products created by BLTI resulting from these efforts shall be owned solely by BLTI.

***Marketing Rights.*** Exclusive right to market, advertise, and promote the BioLargo technology in any market and in any manner it deems commercially reasonable.

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***Manufacturing Rights.*** A transferable, worldwide exclusive right to manufacture, or have manufactured, products incorporating the BioLargo technology.

***Selling Rights.*** A transferable, worldwide exclusive right to sell BioLargo technology and products incorporating the BioLargo technology.

***Distribution Rights.*** A transferable, worldwide exclusive right to inventory and distribute products incorporating the BioLargo technology.

***Licensing Rights.*** A transferable, worldwide exclusive right to license the BioLargo technology to third parties.

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BIOLARGO, INC. AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

***Assigned Agreements.*** Pursuant to the terms of the M&L Agreement, IOWC and Mr. Code also assigned to BLTI its rights and obligations with respect to the following Agreements (collectively, the Assigned Agreements ):

Agreement dated October 15, 2004 by and between Kenneth R. Code, IOWC, BioLargo Technologies, Inc., or IOWC's assigns, and Craig Sundheimer and Lloyd M. Jarvis (the Sundheimer Agreement );

Agreement dated January 15, 2005 by and between Kenneth R. Code, IOWC and Food Industry Technologies, Inc.; and

Letter of Intent dated November 15, 2004 by and between Kenneth R. Code and IOWC and GTS Research, Inc.

Pursuant to the terms of the M&L Agreement, the Company is entitled to receive any and all royalties, payments, license fees, and other consideration generated by the Assigned Agreements as of January 1, 2006. As part of the assignment, IOWC agreed to transfer the 20% interest it acquired in BioLargo, LLC pursuant to the Sundheimer Agreement. In October 2006, the Company terminated the Sundheimer Agreement, for cause. Subsequently, the Company and IOWC agreed that IOWC's 20% interest in BioLargo, LLC would not be transferred by IOWC to BLTI, but that BLTI would have the option to acquire such 20% interest for nominal consideration for seven years (the Option Agreement ).

**Consulting Agreement**

On June 20, 2006, the Company entered into a Consulting Agreement with Mr. Code (the Consulting Agreement ). Pursuant to the Consulting Agreement, the Company engaged the services of Mr. Code, effective January 1, 2006, to advise the Company in research and development and technical support, and to provide other services and assistance to the Company in matters relating to the BioLargo technology and the rights acquired by the Company in the M&L Agreement.

The Consulting Agreement contained provisions requiring Mr. Code to devote substantially all of his business time to the Company; prohibiting Mr. Code from directly or indirectly engaging in any business activity that would be competitive with the business of the Company or its affiliates, including BLTI; providing that during the term of the Consulting Agreement and for one year post-termination, Mr. Code will not solicit the Company's employees or customers; and other standard provisions typical for a consulting agreement. The Consulting Agreement also provided that the Company retains the exclusive right to use or distribute all creations which may be created during the term of the Consulting Agreement. The Consulting Agreement, as amended on December 20, 2006 and as of March 30, 2007, terminated when the Company entered into an Employment Agreement with Mr. Code on April 30, 2007. During the term of the Consulting Agreement, Mr. Code was paid \$15,400 per month, prorated for partial months, and was entitled to reimbursement for authorized business expenses incurred in the performance of his duties.

**Research and Development Agreement**

On August 11, 2006, the Company and BLTI entered into a Research and Development Agreement with IOWC and Mr. Code (the R&D Agreement ), which agreement was amended on August 14, 2006. Pursuant to the R&D Agreement, IOWC and Mr. Code agreed to provide research and development services and expertise in the field of disposable absorbent products to the Company.

The R&D Agreement provides that the Company will own, and will have the exclusive right to commercially exploit, the intellectual property developed, created, generated, contributed to or reduced to practice pursuant to the R&D Agreement. In addition, IOWC and Mr. Code have agreed that during the term of the R&D Agreement and for one year after termination they will not compete with, and will not provide services to any person or entity which competes with, any aspect of the Company's business.



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BIOLARGO, INC. AND SUBSIDIARIES

NOTES TO CONDENSED FINANCIAL STATEMENTS

(UNAUDITED)

During the term of the R&D Agreement, but only after mutually acceptable research facilities are established for the performance of IOWC's services (as of this date, no acceptable research facilities have been established), IOWC shall be paid (i) a fee of \$5,500 per month for each month during which no services are being performed pursuant to the R&D Agreement to offset for laboratory and/or office and IOWC employee expenses and (ii) such additional amounts as the parties may agree in connection with specific research projects conducted pursuant to the R&D Agreement.

As further consideration to Mr. Code to enter into the R&D Agreement, on August 14, 2006 the Company issued to Mr. Code 620,637 shares of its common stock, as adjusted to reflect the Reverse Split (the Code Stock), or approximately 19.9% of the Company's then issued and outstanding common stock immediately following the issuance of the Code Stock.

In connection with the completion of the acquisition of the BioLargo technology in April 2007, the M&L Agreement, Consulting Agreement, and R&D Agreement were terminated.

**Acquisition of the BioLargo Technology**

On April 30, 2007, the Company completed the acquisition of the BioLargo technology. The following summary of the Asset Purchase Agreement dated April 30, 2007 between the Company, IOWC and Mr. Code (the Asset Purchase Agreement) is qualified in its entirety by reference to the complete terms and conditions contained in the Asset Purchase Agreement itself.

*Acquisition of Assets; Purchase Price.* Pursuant to the terms of the Asset Purchase Agreement, Mr. Code and IOWC sold, transferred and assigned to the Company all of their rights, title and interests to:

United States Patent Number 6,146,725, relating to an absorbent composition to be used in the transport of specimens of bodily fluids; and United States Patent Number 6,328,929, relating to method of delivering disinfectant in an absorbent substrate; and related patent applications and national filings;

all proprietary knowledge, trade secrets, confidential information, computer software and licenses, formulae, designs and drawings, quality control data, processes (whether secret or not), methods, inventions and other similar know-how or rights relating to or arising out of the patents;

all license and distribution agreements to which either Mr. Code or IOWC is presently a party; and

certain records,

in exchange for 22,139,012 shares of the Company's common stock (the IOWC Shares). Mr. Code and certain other co-inventors of intellectual property had previously assigned all of their right title and interest to six patent applications filed with the United States Patent and Trademark Office (USPTO) and two additional patent applications filed under the International Patent Cooperation Treaty (PCT). The R&D Agreement, and the Consulting Agreement were terminated concurrent with the closing of the Asset Purchase Agreement. The IOWC Shares were issued to IOWC at the Closing. Such shares constitute full payment for the obligations of the Company owed to Mr. Code and IOWC for the license rights, assigned agreements, patents and related intellectual property acquired by the Company from Mr. Code and IOWC.



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*Representations and Warranties.* As part of the Asset Purchase Agreement, Mr. Code and IOWC, jointly and severally, have made certain representations and warranties to the Company with respect to, among other things:

good, valid and marketable title to the assets being sold free and clear of any and all material liens and encumbrances;

absence of the need for third party consents;

further assurances to take action to vest good title in the name of the Company

sufficiency of the assets for the future conduct of business by the Company;

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(UNAUDITED)

intellectual property matters;

the absence of litigation and proceedings;

compliance with laws; and

limitations on the resale of the IOWC Shares in accordance with securities laws

The Asset Purchase Agreement also contains additional representations and warranties of Mr. Code and/or IOWC, and of the Company, standard for asset purchase transactions required to be publicly disclosed by reporting companies.

The representations and warranties of the parties contained in the Asset Purchase Agreement will survive for four years after the closing at which time they will expire.

*Indemnification.* Under the Asset Purchase Agreement, IOWC and Mr. Code have agreed, jointly and severally, to indemnify the Company and each of its officers, directors, employees, agents and affiliates, and each of their successors and assigns from and against any and all costs, losses, claims, liabilities, fines, penalties, consequential damages (other than lost profits), and expenses (including interest which may be imposed in connection therewith and court costs and reasonable fees and disbursements of counsel) incurred in connection with, arising out of, resulting from or incident to:

liabilities or claims arising out of the assets or the business of IOWC before the closing;

liabilities or claims after the closing relating to IOWC or Mr. Code;

breach of the representations or warranties made by IOWC or Mr. Code;

default in any agreements made by IOWC or Mr. Code;

taxes of any kind that arise out of or result from the transactions contemplated by the Asset Purchase Agreement; and

liabilities or claims relating to employee matters.

The Company has agreed to indemnify IOWC and Mr. Code and IOWC's officers, directors, employees, agents and affiliates, and each of their successors and assigns from and against any and all costs, losses, claims, liabilities, fines, penalties, consequential damages (other than lost profits), and expenses (including interest which may be imposed in connection therewith and court costs and reasonable fees and disbursements of counsel) incurred in connection with, arising out of, resulting from or incident to:

breach of the representations and warranties made by the Company; and

default in any agreement made by the Company.

The Asset Purchase Agreement provides the mechanism by which the parties must notify each other of any claims, the methods for resolution of such and requires the parties to arbitrate any unresolved claims.

*Miscellaneous.* The Asset Purchase Agreement also contains customary provisions relating to governing law, assignment of rights and obligations, attorneys' fees, force majeure and other matters standard for asset purchase transactions.

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**Code Employment Agreement**

As part of the completion of the acquisition of the BioLargo technology, the Company entered into an Employment Agreement dated April 30, 2007 with Mr. Code (the Code Employment Agreement). The Consulting Agreement with Mr. Code dated June 20, 2006 as amended as of December 20, 2006 and as of March 30, 2007 was terminated when the Company entered into the Employment Agreement with Mr. Code.

The Code Employment Agreement provides that Mr. Code will serve as the Chief Technology Officer of the Company, and receive (i) base compensation of \$184,000 annually (with an automatic 10% annual increase); and (ii) a bonus in such amount as the Compensation Committee of the Board of Directors of the Company (the Compensation Committee) may determine from time to time. In addition, Mr. Code will be eligible to participate in incentive plans, stock option plans, and similar arrangements as determined by the Company's Board of Directors. When such benefits are made available to the senior employees of the Company, Mr. Code is also eligible to receive health insurance premium payments for himself and his immediate family, a car allowance of \$800 per month, paid vacation of four weeks per year plus an additional two weeks per year for each full year of service during the term of the agreement up to a maximum of ten weeks per year, life insurance equal to three times his base salary and disability insurance. The Code Employment Agreement has a term of five years, unless earlier terminated in accordance with its terms.

The Code Employment Agreement also provides that Mr. Code's employment may be terminated by the Company due to disability, for cause or without cause. Disability as used in the Employment Agreement means physical or mental incapacity or illness rendering Mr. Code unable to perform his duties on a long-term basis (i) as evidenced by his failure or inability to perform his duties for a total of 120 days in any 360 day period, or (ii) as determined by an independent and licensed physician whom Company selects, or (iii) as determined without recourse by the Company's disability insurance carrier.

If Mr. Code's employment is terminated for cause he will be eligible to receive his accrued base compensation and vacation compensation through the date of termination. If Mr. Code's employment is terminated without cause, then he will be eligible to receive the greater of (i) one year's compensation plus an additional one half year for each year of service since the effective date of the employment agreement or (ii) one year's compensation plus an additional one half year for each year remaining in the term of the agreement.

The Code Employment Agreement requires Mr. Code to keep certain information confidential, not to solicit customers or employees of the Company or interfere with any business relationship of the Company, and to assign all inventions made or created during the term of the Code Employment Agreement as work made for hire.

In connection with the closing of the acquisition of the BioLargo technology and the execution of the Code Employment Agreement, Mr. Code was also elected to the Board of both BioLargo and BLTI.

**Calvert Employment Agreement**

In connection with the closing of the acquisition of the BioLargo technology, the Company also entered into a new employment agreement with Dennis Calvert, the Company's President and Chief Executive Officer. (See Note 8.)

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**Note 3. Sale of Unregistered Securities**

**Fall 2006 Offering**

Pursuant to a private offering that commenced in September 2006 (the Fall 2006 Offering ) and terminated in April 2007, the Company offered up to \$1,000,000 of its convertible notes (the Fall 2006 Notes ), which are due and payable on September 13, 2008. Interest will accrue monthly and be paid annually on the Fall 2006 Notes, such interest to be paid, at the Company's option, in cash or stock at an initial conversion rate of \$0.6875 per share. Purchasers of the Fall 2006 Notes received, for no additional consideration, stock purchase warrants (the Fall 2006 Warrants ) entitling the holder to purchase a number of shares of Company's Common Stock equal to the number of shares of Common Stock into which the investor's Fall 2006 Note is convertible. The Fall 2006 Warrants are exercisable at an initial price of \$1.25 per share and will expire on September 13, 2009.

The Fall 2006 Notes may be subordinated in an amount up to \$5 million of additional debt financing that the Company may incur prior to the Maturity Date. The Fall 2006 Notes are convertible into shares of the Company's common stock at an initial conversion price of \$0.6875 per share. The Fall 2006 Notes can be converted voluntarily by the noteholders at any time prior to the Maturity Date. The Fall 2006 Notes can be converted mandatorily by the Company (i) on or after September 13, 2007, if the Company has received one or more written firm commitments, or has closed on one or more transactions, or a combination of the foregoing, of at least \$3 million gross proceeds of equity or debt; or (ii) on the Maturity Date. Accordingly, under such circumstances, the Fall 2006 Notes may be repaid in cash on the Maturity Date or may be converted, at the sole option of the Company, into shares of the Company's common stock, on the Maturity Date.

From September 13, 2006 through March 31, 2007, the Company received gross and net proceeds of \$808,000 from 37 investors and issued Fall 2006 Notes which allow conversion into an aggregate of 1,175,273 shares of the Company's common stock and Warrants exercisable for the same number of shares of the Company's common stock into which the Fall 2006 Notes are convertible.

The Fall 2006 Notes have not been converted and remain outstanding.

**2005 First Offering**

In January 2005, pursuant to a private offering that commenced in October 2004 and terminated in January 2005 (the First Offering ), the Company received gross and net proceeds of \$25,000 from an outside investor and issued its convertible promissory note (the First Offering Note ) due and payable one year from the date of issuance. The First Offering Note bears interest at a rate of 10% per annum, payable on the maturity date. The First Offering Note can be converted, in whole or in part, into shares of the Company's Series A Preferred stock, at an exercise price of \$0.10 per share, as adjusted to reflect the Reverse Split, at any time prior to maturity by either the Company or the lender. Each share of Series A Preferred Stock may be converted by the holder into one share of the Company's common stock. If the noteholder converts the First Offering Note into Series A Preferred Stock, on or after the note's original maturity date the noteholder may require the Company to buy back the shares of Series A Preferred Stock for 110% of the principal amount of the note (the Buy Back Provision ). If the Company is unable to do so, the Company's president, Dennis Calvert, has agreed to buy back the shares on the same terms. If shares of Series A Preferred Stock are converted into common stock, the holder has the right to include (piggyback) the shares of common stock in a registration of securities filed by the Company, other than on Form S-4 or Form S-8.

On March 21, 2007, the Company converted \$30,710, which included \$25,000 aggregate principal amount and \$5,710 of accrued but unpaid interest, with a conversion price of \$0.10 per share, into an aggregate of 307,102 shares of the Company's common stock.

**2005 Second Offering**

During 2005, pursuant to a private offering that commenced in January 2005 and terminated in August 2005 (the Second Offering ), the Company received gross proceeds of \$731,120 and net proceeds of \$710,870 from 26 outside investors and issued its



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convertible promissory note (the Second Offering Note ) due and payable one year from the date of issuance. The Second Offering Note bears interest at a rate of 10% per annum, payable on the maturity date. The Second Offering Note can be converted, in whole or in part, into 3,177,589 shares of the Company s common stock, at an exercise price ranging from \$0.10 to \$0.40 per share, as adjusted to reflect the Reverse Split, at any time prior to maturity by either the Company or the holder. The holder has the right to include (piggyback) the shares of common stock in a registration of securities filed by the Company, other than on Form S-4 or Form S-8.

On March 21, 2007, the Company converted \$850,550 in Second Offering Notes, which included \$731,120 aggregate principal amount and \$119,430 of accrued but unpaid interest, with various maturity dates and with various conversion prices, into an aggregate of 4,120,720 shares of the Company s common stock.

**2005 Third Offering**

Pursuant to another private offering, which commenced in September 2005 and terminated in February 2006, on December 31, 2005, the Company sold an aggregate amount of \$299,500 of its promissory notes (the Third Offering Notes ) due and payable January 31, 2007 to twelve individual investors. Each Third Offering Note bears interest at a rate of 10% per annum, and can be converted, in whole or in part, into shares of the common stock of the Company at an initial exercise price of \$0.625 per share, as adjusted to reflect the Reverse Split. Purchasers of the Third Offering Notes also received, for no additional consideration, a warrant (the Third Offering Warrant ) entitling the holder to purchase a number of shares of the Company s common stock equal to the number of shares of common stock into which the Third Offering Note is convertible. The Third Offering Warrant is exercisable at an initial exercise price of \$1.25 per share, as adjusted to reflect the Reverse Split, and expires on January 31, 2008. The Company sold additional notes under this offering subsequent to December 31, 2005.

On March 6, 2006, the Company issued additional notes from its private 2005 Third Offering, in the aggregate principal amount of \$802,500, due and payable January 31, 2007, to 44 individual investors. Of this amount \$777,500 gross and net proceeds were received in 2006, and the balance had been received in 2005.

On March 21, 2007, the Company converted an aggregate principal amount of \$1,102,000 of Third Offering Notes and \$117,931 of accrued but unpaid interest into an aggregate of 1,951,922 shares of the Company s common stock, at a conversion price of \$0.625 per share.

The Company recorded an additional non-cash interest expense of \$895,014 related to the conversion of an aggregate principle amount of \$1,858,120 in note payable obligations, because the conversion common stock price set forth in these notes was less than the market price of the Company s common stock on the date of conversion.

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

**Note 4. Accounts Payable and Accrued Expenses**

Accounts Payable and Accrued Expenses included the following:

|                  | December 31,<br>2006 | March 31,<br>2007 | Proforma<br>March 31,<br>2007<br>(see Note 8) |
|------------------|----------------------|-------------------|---|
| Accounts payable | \$ 32,305            | \$ 32,305         | \$ 32,305                                     |
| Accrued expense  | 746,963              | 694,240           | 150,819                                       |

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|                           |              |              |            |
|---------------------------|--------------|--------------|------------|
| Accrued interest          | 923,472      | 698,864      | 401,726    |
| Officer payable           | 337,796      |              |            |
| Board of Director payable | 270,963      | 11,500       | 11,500     |
| Total Accrued Expenses    | \$ 2,311,500 | \$ 1,436,909 | \$ 596,350 |



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On March 15, 2007, the Company converted \$608,759 of Officer and Board of Director payables to five of its current or former officers and directors into 1,623,359 shares of the Company's common stock at \$0.375 per share, the closing price of a share of the Company's common stock on the March 15, 2007 conversion date various conversion rates.

On March 21, 2007, the Company converted \$986,420 of Accounts Payable and Accrued Expenses into shares of the Company's common stock at various conversion rates. Of this amount (i) \$246,124 related to Accrued Interest from the Company's note obligations, which were converted into an aggregate of 866,854 shares of the Company's common stock, at a price range of \$0.10 - \$0.625 per share under the terms of the note obligations; (ii) \$196,875 related to consulting services, which were converted into 525,000 shares of the Company's common stock at \$0.375 per share. An expense totaling \$65,625 was recorded in the three-month period ended March 31, 2007 in connection with (ii) as the conversion common stock price was less than the market price of the Company's common stock at the date of conversion; and (iii) \$543,421 related to consulting services, which were converted into an aggregate of 1,803,615 shares of the Company's common stock, at prices agreed upon with each consultant ranging between \$0.25 to \$0.625 per share. The stock certificates for the conversion in (iii) were delivered to the consultants after March 31, 2007, and thus \$543,421 of the converted accrued payables remain on the balance sheet at March 31, 2007. (See Note 8.)

**Note 5. Extension of Augustine Loan**

On October 18, 2006, the Company and Augustine Fund agreed to further extend the maturity date of the Augustine Loan to May 1, 2007.

The Company recorded interest expense of \$25,514 for the three-month period ended March 31, 2007 and \$21,831 for the three-month period ended March 31, 2006.

As of March 31, 2007, the principal amount of the loan of \$420,000, together with \$294,042 in accrued but unpaid interest, had not been repaid. On April 11, 2007, the Augustine Fund elected to convert this obligation into shares of our common stock. (See Note 8.)

**Note 6. Related Party Transactions**

**New Millennium**

In March 2003, New Millennium purchased from a third party (i) a \$1,120,000 promissory note assumed by the Company pursuant to a licensing transaction in October 2002, and (ii) 167,285 shares of the Company's common stock, as adjusted to reflect the Reverse Split. In exchange, New Millennium issued a \$1,120,000 promissory note to the third party, secured by the 167,285 shares of the Company's common stock, as adjusted to reflect the Reverse Split.

On April 28, 2006, the Company and New Millennium agreed to amend the terms of the \$1,120,000 promissory note to (i) extend the due date to January 15, 2008; (ii) waive any payments of interest until it becomes due; (iii) reduce the principal amount from \$1,120,000 to \$900,000, equal to a 19.6% reduction; and (iv) correspondingly reduce the accrued but unpaid interest due under the terms of the note from \$317,956 to \$255,636, also equal to a 19.6% reduction.

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As of March 31, 2007, the principal amount of the note, together with \$377,408 in accrued but unpaid interest, had not been repaid. (See Note 8.) On April 13, 2007, New Millennium converted the \$900,000 principal amount of the New Millennium Note into 1,636,364 shares of our common stock. The New Millennium Note had a maturity date of January 15, 2008. The New Millennium Note was converted at a price of \$0.55 per share, which was the last bid price on the date of conversion. New Millennium is controlled by Dennis Calvert, the Company's President and Chief Executive Officer. Accrued but unpaid interest in the amount of \$380,658 as of the conversion date of April 13, 2007 remains outstanding on the New Millennium Note, which amount is not due to be paid until January 2008. No additional interest will be accrued on this obligation.

**Note 7. Other Loans**

In February 2005, the Company amended its obligations to Dr. James Seay under its promissory note dated November 20, 2003 in the principal amount of \$50,000 and which matured on February 18, 2004. On the maturity date of the note, the Company was obligated to pay Dr. Seay \$65,000. The Company paid Dr. Seay \$30,000 and the balance of \$35,000 remained outstanding. The amendment to the note entered into on February 10, 2005, (i) extends the maturity date of the note to February 3, 2006, (ii) provides for interest to accrue at a rate of 10% per annum (15% upon default), and (iii) allows for the conversion of the note into 280,000 shares of the Company's common stock, or \$0.125 per share, as adjusted to reflect the Reverse Split. In February 2006, this note was further extended to the sooner of June 30, 2006, or the date the Company's stockholders approve an amendment to the Company's certificate of incorporation increasing the number of authorized shares of common stock. This was approved on March 15, 2007 and, accordingly, on March 29, 2007, the Company converted the principal amount of the note, plus accrued and unpaid interest in the amount of \$6,588, into 332,704 shares of common stock at a share price of \$0.125 per share.

On November 1, 2004 the Company converted \$25,000 of obligations of a former provider of professional services into a promissory note, which accrues interest at 5% per annum. As of March 31, 2007 the principal amount of the note, together with \$3,237 in accrued but unpaid interest, had not been repaid.

During 2004, the Company raised \$60,000 pursuant to a private offering and issued convertible promissory notes due and payable one year from the date of issuance. The maturity date of the notes were subsequently extended. As of December 31, 2006, the principal amount of the notes, together with \$11,284 in accrued but unpaid interest, had not been repaid. On March 29, 2007, the principle amount of these notes, along with \$12,512 in accrued and unpaid interest, were converted into 580,095 shares of the Company's common stock.

**Note 8. Subsequent Events**

The proforma balance sheet gives effect to certain major transactions described in the paragraphs below under the headings Shares Issued for Consulting Services, Augustine Loan Conversion, New Millennium Conversion, and Issuance to IOWC, that took place subsequent to March 31, 2007, as if those transactions were consummated at March 31, 2007, without consideration to recording a charge to expense of \$134,041 related to additional costs incurred related to converting certain account payable obligations based on the market price of the Company's common stock at the date of conversion, which will be recorded in the second quarter of 2007.

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**Shares Issued for Consulting Services**

On March 21, 2007 the Company converted an aggregate \$740,296 of accrued payables to thirteen of its current or former consultants into an aggregate of 1,803,615 shares of the Company's common stock. The conversion is described in the preceding sentence were effected at various prices ranging from \$0.20 to \$0.625 per share. Of the \$740,296 converted, \$645,296 was for services performed prior to December 31, 2006, and the remaining \$95,000 was for services performed in 2007. Of the 1,803,615 shares issued, (i) 525,000 shares of common stock were issued during the quarter ended March 31, 2007, leaving \$543,421 of accrued payables on the balance sheet as of such date, and (ii) the balance of 1,278,615 shares were issued during the quarter ending June 30, 2007.

The Company will record an additional non-cash expense of \$134,031 related to the conversion of the foregoing payables, because the conversion common stock price was less than the market price of the Company's common stock on the date of conversion.

**Augustine Loan Conversion**

On April 11, 2007, the Augustine Fund converted an aggregate \$717,138, which is comprised of \$420,000 in principal and \$277,138 of accrued but unpaid interest on the Augustine Note into 2,031,553 shares of our common stock. The Augustine Note had a maturity date of May 1, 2007. The Augustine Note provided for a conversion price equal to the last bid price of the five trading days preceding the date of conversion, or \$0.353 per share. The Augustine Note and the loan agreement in respect of the Augustine Note limited the Augustine Fund to hold not more than 4.9% of the Company's issued and outstanding common stock at any given time. In connection with the conversion of the Augustine Note, the Company waived this limitation. Of the \$297,138 of accrued but unpaid interest included in this conversion, \$294,042 related to interest accrued as of March 31, 2007, and the remaining \$3,096 related to interest accrued in the second quarter 2007.

**New Millennium Conversion**

On April 13, 2007, New Millennium converted the \$900,000 principal amount of a note, as amended (the New Millennium Note) into 1,636,364 shares of the Company's common stock.

The New Millennium Note had a maturity date of January 15, 2008. The New Millennium Note was converted at a price of \$0.55 per share, which was the last bid price on the date of conversion. New Millennium is controlled by Dennis Calvert, the Company's President and Chief Executive Officer.

**Issuance to IOWC**

On April 30, 2007, the Company completed its acquisition of the Biolargo technologies from IOWC and issued 22,139,120 shares of the Company's common stock.

**Sales of Unregistered Securities**

From April 1, 2007, through April 25, 2007 the Company received gross and net proceeds of 192,000 from six investors and issued Fall 2006 Notes, which allow conversion into an aggregate of 279,273 shares of the common stock, and Fall 2006 Warrants exercisable for a number of shares of the Company's common stock equal to the number of shares of Common Stock into which the Fall 2006 Notes are convertible.

The offerings and the sales of securities pursuant to the Fall 2006 Offering and the conversions described above are being made in reliance on the exemption from registration contained in Section 4(2) of the Securities Act of 1933 and/or Regulation D promulgated thereunder as not involving a public offering of securities.

**Calvert Employment Agreement**

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In connection with the acquisition of the BioLargo technology, the Company also entered into a new employment agreement dated April 30, 2007 with Dennis Calvert, the Company's President and Chief Executive Officer (the Calvert Employment Agreement). The previous employment agreement with Mr. Calvert, dated December 11, 2002, was terminated.

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The Calvert Employment Agreement provides that Mr. Calvert will serve as the President and Chief Executive Officer of the Company, and receive (i) base compensation of \$184,000 annually (with an automatic 10% annual increase); and (ii) a bonus in such amount as the Compensation Committee may determine from time to time. In addition, Mr. Calvert will be eligible to participate in incentive plans, stock option plans, and similar arrangements as determined by the Company's Board of Directors. When such benefits are made available to the senior employees of the Company, Mr. Calvert is also eligible to receive health insurance premium payments for himself and his immediate family, a car allowance of \$800 per month, paid vacation of four weeks per year plus an additional two weeks per year for each full year of service during the term of the agreement up to a maximum of ten weeks per year, life insurance equal to three times his base salary and disability insurance.

The Calvert Employment Agreement provides that Mr. Calvert will be granted an option (the Option) to purchase 7,733,259 shares of the Company's common stock. The Option shall be a non-qualified stock option, shall be exercisable at \$0.18 per share, shall be exercisable for ten years from the date of grant and shall vest over time as follows:

|  |           |
|--|-----------|
| First anniversary of the date of this Agreement  | 2,577,753 |
| Second anniversary of the date of this Agreement | 2,577,753 |
| Third anniversary of the date of this Agreement  | 2,577,753 |

Notwithstanding the foregoing, any portion of the Option which has not yet vested shall be immediately vested in the event of, and prior to, a change of control, as defined in the Calvert Employment Agreement. Consistent with the foregoing, the precise terms and conditions of the agreement evidencing the Option to be entered into between the Company and Mr. Calvert shall be as determined by the Board of Directors and/or the Compensation Committee.

The Calvert Employment Agreement has a term of five years, unless earlier terminated in accordance with its terms. The Calvert Employment Agreement provides that Mr. Calvert's employment may be terminated by the Company due to disability, for cause or without cause. Disability as used in the Calvert Employment Agreement means physical or mental incapacity or illness rendering Mr. Calvert unable to perform his duties on a long-term basis (i) as evidenced by his failure or inability to perform his duties for a total of 120 days in any 360 day period, or (ii) as determined by an independent and licensed physician whom Company selects, or (iii) as determined without recourse by the Company's disability insurance carrier. If Mr. Calvert's employment is terminated for cause he will be eligible to receive his accrued base compensation and vacation compensation through the date of termination. If Mr. Calvert's employment is terminated without cause, then he will be eligible to receive the greater of (i) one year's compensation plus an additional one half year for each year of service since the effective date of the employment agreement or (ii) one year's compensation plus an additional one half year for each year remaining in the term of the agreement.

The Calvert Employment Agreement requires Mr. Calvert to keep certain information confidential, not to solicit customers or employees of the Company or interfere with any business relationship of the Company, and to assign all inventions made or created during the term of the Calvert Employment Agreement as work made for hire.

**Change in Control; Election of Mr. Code as Director**

The acquisition of the BioLargo technology resulted in a change of control of the Company. In connection with the completion of the acquisition of the BioLargo technology, the Company issued 22,139,012 shares of its common stock, as adjusted for the

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Reverse Split, to IOWC (the IOWC Shares ). IOWC is controlled by Mr. Code. The IOWC Shares, together with 620,637 shares of common stock, as adjusted for the Reverse Split, previously issued to Mr. Code under the Consulting Agreement, constitute approximately 57.8% of the Company's issued and outstanding stock as of April 30, 2007.

Under Delaware law, Mr. Code has the power to elect each of the members of our Board of Directors. Mr. Code also has the power to control the outcome of most matters requiring stockholder approval. In connection with the completion of the acquisition of the BioLargo technology on April 30, 2007, Mr. Code was elected as a director of the Company. Additionally, the Code Employment Agreement provides that during the term of the Code Employment Agreement the Company shall cause to have Mr. Code nominated for election as a director to serve on the Board of Directors. Mr. Code also serves as the Company's Chief Technology Officer, which is an executive officer position.

Mr. Code is the founder and principal stockholder of IOWC, a company which is engaged in the research and development of advanced disinfection technology and substantially all of whose assets the Company purchased in April 2007. From December 2000 to the present, Mr. Code has been President of IOWC. From December 2000 through October 2003, Mr. Code also served as a director and Vice Chairman of BioLargo Technologies Inc., where he was engaged in pre-commercial efforts to seat inorganic disinfection technologies into the non-woven air-laid industry. Mr. Code has authored several publications concerning, and has filed several patent applications applying, disinfection technology. Mr. Code graduated from the University of Calgary, Alberta, Canada.

The Board of the Directors of the Company has determined that Mr. Code is not independent as defined under NASDAQ Marketplace rules. Mr. Code does not serve on any committees of the Board.

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### **Item 2. Management's Discussion and Analysis**

This Quarterly Report on Form 10-QSB of BioLargo, Inc. (the Company) contains forward-looking statements. These forward-looking statements include predictions regarding, among other things, our:

our business plan;

the commercial viability of our technology and products incorporating our technology;

the effects of competitive factors on our technology and products incorporating our technology;

expenses we will incur in operating our business;

our liquidity and sufficiency of existing cash;

the success of our financing plans; and

the outcome of pending or threatened litigation.

You can identify these and other forward-looking statements by the use of words such as may, will, expects, anticipates, believes, estimate, continues, or the negative of such terms, or other comparable terminology. Forward-looking statements also include the assumptions underlying or relating to any of the foregoing statements.

Such statements, which include statements concerning future revenue sources and concentrations, selling, general and administrative expenses, research and development expenses, capital resources, additional financings and additional losses, are subject to risks and uncertainties, including, but not limited to, those discussed elsewhere in this Form 10-QSB, that could cause actual results to differ materially from those projected.

Our actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the heading "Risk Factors" in our Annual Report on Form 10-KSB for the year ended December 31, 2006. Unless otherwise expressly stated herein, all statements, including forward-looking statements, set forth in this Form 10-QSB are as of March 31, 2007, unless expressly stated otherwise, and we undertake no duty to update this information.

As used in this Report, the term Company refers to BioLargo, Inc., and its wholly-owned subsidiaries, BioLargo Life Technologies, Inc., a California corporation, which is sometimes referred to separately as BLTI, and NuWay Sports, LLC, a California limited liability company.

### **General Note**

On March 15, 2007, the Company's stockholders approved, and effective as of the close of business on March 21, 2007, the Company completed a 1-for-25 reverse split of its common stock (the Reverse Split).

Additionally, on March 15, 2007, the Company's stockholders approved and the Company has filed, an amendment to the Company's certificate of incorporation increasing the Company's authorized capital stock to 200,000,000 shares of common stock and 50,000,000 shares of preferred stock. Unless specifically stated otherwise, all references in this Report to the Company's common stock are stated on a post-Reverse Split basis.

### **Introduction**

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By leveraging our suite of patented and patent-pending intellectual property, which we refer to as the BioLargo technology, our business strategy is to harness and deliver nature's best disinfectant - iodine - in a safe, efficient, environmentally sensitive and cost-effective manner. Our BioLargo technology works by combining minerals with water from any source and delivering molecular iodine on demand, in controlled dosages, in order to balance efficacy of disinfectant performance with concerns about toxicity. When our BioLargo technology is incorporated in absorbent products, they also experience increased holding power and may experience increased absorption.

Our BioLargo technology creates a value-added proposition to existing products and can be used to create new products. Our BioLargo technology can be incorporated into absorbents, washes and sprays, and into various products and applications across multiple industry verticals. Our BioLargo technology has the potential to replace other disinfectants such as chlorines and bromines, which may be harmful to the environment. Our business model is to license our BioLargo technology to others, rather than to manufacture our own products.



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We have been engaged in the research and product development of the BioLargo technology since July 2005, when we entered into a letter of intent with the inventor of the BioLargo technology, Kenneth Reay Code, who is now a director, our Chief Technology Officer and our principal stockholder. Between December 2006 and April 2007, we operated under a Marketing and Licensing Agreement with Mr. Code and a company he controls, IOWC Technologies, Inc. ( IOWC ). In April 2007, we completed the acquisition of the BioLargo technology from IOWC.

Our current focus is to develop opportunities to license our BioLargo technology to others in various vertical markets. We do not currently intend to manufacture our own products, although we will contract with others to manufacture the chemicals and minerals that comprise the BioLargo technology.

The Company had no continuing business operations as of March 31, 2007 and until the completion of the acquisition of the BioLargo technology on April 30, 2007, and operated as a public shell prior to such date.

## **Plan of Operation**

### ***Overview***

We intend to focus our efforts primarily on the further research and development, and the licensing of the BioLargo technology for at least the next 12 months. We may also develop certain products incorporating the BioLargo technology ourselves, on a more limited basis, for use in certain applications and industries.

### ***Commercialization of the BioLargo Technology***

We plan to pursue our primary revenues from licensing the BioLargo technology, subject to adequate financing, we may also produce some of our own products, although we do not presently intend to do so. Subject to regulatory compliance where applicable, the BioLargo technology is presently available for incorporation into certain products, including absorbent pads and materials to be used for clean up of or as a precautionary measure from spills of liquids, including hazardous materials. We are actively working with manufacturers, other technology developers and potential customers to develop additional products for distribution.

Our current business plan calls for us to license our BioLargo technology to others for incorporation into existing and newly-created products across numerous industry verticals. Currently, we do not intend to manufacture our own products. We intend to work with manufacturers on a contract-for-hire basis, or on a project by project basis with the potential for these manufacturers to create a product supplier relationship for potential licensees of products incorporating the BioLargo technology. These collaborative efforts will focus on design and specifications for production of pre-commercial samples of products and for actual commercial products. However, while we have been engaged in extensive negotiations with numerous potential licensees and other users of products incorporating the BioLargo technology, there are no such agreements in place to date and therefore we cannot forecast when we will first generate revenues, if at all.

We intend to pursue commercial opportunities in both the United States and Europe initially.

### ***Sales and Marketing***

Over at least the next 12 months, we intend to devote a significant part of our resources to sales and marketing of the BioLargo technology to potential licensees. This is a continuation of the initial efforts we undertook during 2006. While specific efforts will vary based on market conditions and opportunities that present themselves from time to time, the following discussion of recent efforts is indicative of the types of efforts we expect to undertake on an ongoing basis. Our sales and marketing efforts are subject to obtaining adequate third-party financing, for which no commitments are yet in place.

In April 2006, we engaged Robert Stewart, Ph.D., to serve as the Company's regulatory specialist for required activities involving the EPA and the FDA. During this period, we also focused on establishing relationships with key agents who work on a commission basis to assist us in marketing to large corporations and other organizations. In May 2006, we hired a consultant to assist us on our marketing and sales efforts.

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From February through April 2006, we began discussions with five major research universities to further our research for specific applications. These various discussions are ongoing and focus on engaging those universities to perform research on the BioLargo technology for soil and sand remediation, animal studies, United States Department of Defense applications, and embedded anti-microbial applications in textiles. In September 2006, we hired UCLA to research applications of the BioLargo technology for beach and soil remediation. An initial report regarding this research was presented in October 2006 at the National Beaches Conference sponsored by the EPA.

Throughout 2006, we engaged in various efforts to continue testing, developing and pre-marketing products incorporating the BioLargo technology. For example, in January 2006, we contracted with a third party manufacturer to produce samples for presentation purposes of absorbent pads. We also engaged a particle, formulations, blending and specialty manufacturing company to work with us in product development and sample fabrication. In June 2006, we hired a third-party laboratory to perform a series of independent test and issue their reports to assist us in validating the BioLargo technology to a GLP standard.

Throughout 2006, we also were actively involved in initial marketing activities for the BioLargo technology. For example, in February 2006, we presented the BioLargo technology to a number of major corporations for potential licensing discussions. Following an April 2006 international conference of industry for infection control in Prague, Czech Republic, attended by Mr. Code, we pursued with Mr. Code presentations to one of the largest companies in the embedded anti-microbial industry. In June 2006, we began discussions with a number of large healthcare companies about incorporating the BioLargo technology in their products. The potential areas of focus include wound dressings, drapes, wipes, bandages, diapers disinfecting and sterilization solutions, among other possible uses in their various products.

Also in June 2006, we participated in a conference for all government agencies throughout California and have since discussed the BioLargo technology for possible governmental use in sewage spills, water quality, rainwater runoff contamination problems and beach clean-up efforts. Also in June 2006, we participated in a national military defense conference sponsored by the National Defense Industry Association for all military services, including the Department of Homeland Security, and have since discussed the BioLargo technology for possible application in the areas of military hospitals, pandemic prevention, agricultural protection, hazardous waste, food protection, decontamination of porous and non-porous materials, disaster relief and national world class laboratory access. Subsequently, we have presented the BioLargo technology with other governmental officials and agencies. In September 2006, we attended a national Agro Terrorism Conference sponsored by the Federal Bureau of Investigation and the Joint Terrorism Task Force.

Meetings are continuing with numerous potential licensees or purchasers or other users of products incorporating the BioLargo technology in a range of applications. A number of prospective licensees are engaged in materials and product testing efforts, as well as discussions with us about product designs and various uses of the BioLargo technology. However, it is essential to note that we do not yet have any agreements in place with any of these potential licensees, purchasers or other users, or any other potential licensees, purchasers or other users, regarding any products incorporating the BioLargo technology, and no assurance can be given if any such efforts will prove successful or result in commercialization of the BioLargo technology.

Because of the global implications of the BioLargo technology, we intend to augment our U.S. operations with an operational and marketing presence in the EU, subject to obtaining adequate funding, which we are actively seeking but for which no commitment has yet been obtained.

As of May 18, 2007, none of the sales and marketing efforts discussed above has generated any revenue, there are no agreements in place and therefore we cannot forecast when we will first generate revenues, if at all.

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### ***Research and Development, Intellectual Property Protection and Third-Party Testing***

We currently anticipate that research and development costs over the next 12 months could range significantly, between \$300,000 and \$1,000,000, and will be subject to third-party financing which we will require in order to execute our business plan. Although we are actively pursuing such financing, no such commitment is in place at present. We would invest any such funds primarily on continued testing of the BioLargo technology in certain applications and the development of additional production methods for use of the BioLargo technology.

In connection with the closing of the acquisition of the BioLargo technology in April 2007, we obtained full rights, title and interest to two U.S. patents previously owned by Mr. Code and IOWC. Mr. Code, IOWC and co-inventors of certain intellectual property had previously assigned six USPTO patent applications and two additional PCT patent applications to the Company. We intend to continue to expand and enhance our suite of intellectual property through ongoing focus on product development, new intellectual property development and patent applications, and further third-party testing and validations for specific areas of focus for commercial exploitation. We currently anticipate that additional patent applications will be filed during the next 12 months with the USPTO and the PCT, and we are uncertain of the cost of such patent filings, as it will depend upon the number of such applications prepared and filed. The prosecution of patents and ongoing maintenance and defense of patents is expensive and will require substantial ongoing capital resources. However we cannot give any assurance that adequate capital will be available or will be available, if at all, on favorable terms.

Ongoing research and development, and third-party testing, is a critical part of our business plan. These efforts can be time consuming and some of these efforts are costly, requiring adequate capital resources to continue such efforts. However we cannot give any assurance that adequate capital will be available or will be available, if at all, on favorable terms.

### **Results of Operations Comparison of the Quarter Ended March 31, 2007 and 2006**

#### ***Revenue***

We had no revenues from operations during either the quarter ended March 31, 2007 or March 31, 2006.

#### ***Selling, General and Administrative Expense***

Selling, General and Administrative expenses were \$619,000 for the quarter ended March 31, 2007, as compared to \$334,000 for the quarter ended March 31, 2006, an increase of \$285,000. The largest components of these expenses were:

- a. Salaries and Payroll-related Expenses: These expenses were \$56,000 for the quarter ended March 31, 2007, compared to \$46,000 for the quarter ended March 31, 2006, an increase of \$10,000. The increase is primarily attributable to an increase in Mr. Calvert's salary per his employment agreement and a reduced salary related to Mr. Provenzano, the Company's Secretary.
- b. Consulting Expenses: These expenses were \$140,000 for the quarter ended March 31, 2007, compared \$133,000 for the quarter ended March 31, 2006, an increase of \$7,000. Our utilization of full-time and part-time consultants is consistent with executing our business plan to commercialize the BioLargo technology; to provide applications of the BioLargo technology for potential licensees or other customers in various vertical markets; with advising the Company in various respects regarding the BioLargo business and opportunities; further product development and design; financial, valuation and marketing services; licensing, initial marketing and pre-sale research and activities; and various other consulting services.

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c. Professional Fees: These expenses were \$288,000 for the quarter ended March 31, 2007, compared to \$114,000 for the quarter ended March 31, 2006, an increase of \$174,000. The increase is primarily attributable to an increase in (i) the Company's need for legal work related to the BioLargo technology, including the multiple patent applications, as well as obtaining stockholder approvals and preparing for the closing of the transactions with IOWC and Mr. Code; (ii) investment banking fees; (iii) accounting fees; and (iv) audit services.

d. Other Expense: These expenses were \$66,000 for the quarter ended March 31, 2007, compared to \$0 for the quarter ended March 31, 2006. These expenses were the result of converting Account Payables and Accrued Expenses, because the conversion common stock price was less than the market price of the Company's common stock on the date of conversion.

## ***Research and Development***

Research and development expenses were \$18,000 for the quarter ended March 31, 2007, as compared to \$20,000 for the quarter ended March 31, 2006. Our level of research and product development is consistent with our plan to provide applications of the BioLargo technology for potential licensees or other customers in various vertical markets.

## ***Net Loss***

Net loss for the quarter ended March 31, 2007 was \$1,590,347, or \$0.37 per share, compared to a net loss for the quarter ended March 31, 2006 of \$441,638, or \$0.18 per share.

## **Liquidity and Capital Resources**

We have been, and we will be, limited in terms of our capital resources. Cash and cash equivalents totaled \$146,561 at March 31, 2007. We had no revenues in the quarter ended March 31, 2007 and were forced to use cash from financing activities to fund operations. Our cash position is insufficient to meet our continuing anticipated expenses or fund anticipated operating expenses. Accordingly, we will be required to raise additional capital to sustain operations and implement our post-acquisition business plan.

The financial statements accompanying this Report have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of our business. As reflected in the accompanying financial statements, we had a net loss of \$1,590,347 for the quarter ended March 31, 2007, negative cash flow from operating activities of \$406,773 for the quarter ended March 31, 2007, and an accumulated deficit of \$31,130,240 as of March 31, 2007. The foregoing factors raise substantial doubt about our ability to continue as a going concern. Ultimately, our ability to continue as a going concern is dependent upon our ability to attract new sources of capital, attain a reasonable threshold of operating efficiencies and achieve profitable operations by commercializing products incorporating the BioLargo technology. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

In order to meet operating expenses and other financial obligations, we have been forced to use cash on hand to fund our operations. We have also continued to sell convertible promissory notes to investors. During the quarter ended March 31, 2007, we raised \$324,000 gross and net proceeds in the Fall 2006 private offering. Subsequent to March 31, 2007, we raised an additional \$192,000 in the Fall 2006 Offering. The Fall 2006 Offering terminated on April 25, 2007. As described below, the notes issued in our 2005 offerings were converted into shares of our common stock in March 2007. (See Part II, Item 2, Unregistered Sales of Equity Securities and Use of Proceeds, and Item 5, Other Information. ) The Fall 2006 Notes remain outstanding.

As of March 31, 2007, we had outstanding \$2,872,963 aggregate principal amount, together with accrued and unpaid interest, on various promissory notes; and \$738,047 aggregate amount of payables owed to directors, an officer and others.

Recently, we have taken significant steps to reduce our financial obligations. Following stockholder approval on March 15, 2007 for the recapitalization of our stock and the Reverse Split, we converted an aggregate principal amount of \$1,953,120 and aggregate accrued but unpaid interest in the amount of \$282,156, in respect of convertible notes held by 92 investors. These notes had various maturity dates and provided for various conversion prices ranging from \$0.10 to \$0.625 per share and were converted into an aggregate 6,985,441 shares of our common stock. We also converted an aggregate \$608,759 of accrued payables to five of our current or former officers and directors into an aggregate 1,623,359 shares of our common stock. These conversions were effected at \$0.375 per share, the closing price of a share of our common stock on the March 15, 2007 conversion date.



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We also converted an aggregate \$740,296 of accrued payables to 18 of our current or former consultants into an aggregate 1,803,615 shares of our common stock, as adjusted to reflect the Reverse Split. These conversions were effected at various previously agreed upon prices ranging from \$0.20 to \$0.625 per share, as adjusted to reflect the Reverse Split. Of the 1,803,615 shares, (i) 525,000 shares of common stock were issued during the quarter ended March 31, 2007, leaving \$543,421 of accrued payables on the balance sheet as of such date, and (ii) the balance of 1,278,615 shares were issued during the quarter ending June 30, 2007.

On April 11, 2007, the Augustine Fund converted an aggregate \$717,138 of principal and accrued but unpaid interest on the Augustine Note into 2,031,553 shares of our common stock. The Augustine Note had a maturity date of May 1, 2007. The Augustine Note provided for a conversion price equal to the last bid price of the five trading days preceding the date of conversion, or \$0.353 per share. The Augustine Note and the loan agreement in respect of the Augustine Note limited the Augustine Fund to hold not more than 4.9% of our issued and outstanding common stock at any given time. In connection with the conversion of the Augustine Note, we waived this limitation.

On April 13, 2007, New Millennium converted the \$900,000 principal amount of the New Millennium Note into 1,636,364 shares of our common stock. The New Millennium Note had a maturity date of January 15, 2008. The New Millennium Note was converted at a price of \$0.55 per share, which was the last bid price on the date of conversion. New Millennium is controlled by Dennis Calvert, the Company's President and Chief Executive Officer. As of April 13, 2007, accrued but unpaid interest in the amount of \$380,658 remains outstanding on the New Millennium Note.

As a result of the foregoing transactions, we converted an aggregate \$5,201,469 of obligations, consisting primarily of principal amount of notes, accrued and unpaid interest, salaries, fees and payables, into an aggregate 14,080,332 shares of our common stock. Of the \$5,201,469 in obligations converted, \$153,054 related to obligations incurred 2007, and the remaining \$5,048,415 related to obligations incurred prior to December 31, 2006.

Although we recently completed the Fall 2006 Offering to provide additional working capital, we currently estimate that net proceeds currently available from such offering will provide additional capital only until June 2007. We will be required to raise substantial additional capital to sustain our expanded operations following the acquisition of the BioLargo technology, including without limitation, hiring additional personnel, additional scientific and third-party testing, costs associated with obtaining regulatory approvals and filing additional patent applications to protect our intellectual property, as well as to meet our liabilities as they become due for the next 12 months, including the Fall 2006 Notes when they mature in 2008, unless we convert the Fall 2006 Notes, which we may do at our option, into shares of the Company's common stock.

Accordingly, we are actively pursuing numerous alternatives for our current and longer-term financial requirements, including additional raises of capital from investors in the form of convertible debt or equity. Negotiations are underway with various sources of such capital. There can be no assurance that we will be able to raise any additional capital. It is also unlikely that we will be able to qualify for bank debt until such time as our operations are considerably more advanced and we are able to demonstrate the financial strength to provide confidence for a lender, which we do not currently believe is likely to occur for at least the next 12 months.

***Significant Debt Obligations***

Significant debt obligations at March 31, 2007 included:

(i) \$420,000 due to the Augustine Fund, together with accrued but unpaid interest in the amount of \$297,138, described in more detail below and which, as described above, was subsequently converted into 2,031,553 shares of our common stock in April 2007 based on the total amount due and owing on the conversion date;

(ii) a \$900,000 note payable which was purchased in March 2003 by New Millennium, an entity owned and controlled by the Company's president, Dennis Calvert, and certain members of his family, together with accrued but unpaid interest in the amount of \$380,658, described in more detail below and which principal amount, as described above, was subsequently converted into 1,636,364 shares of our common stock, with the accrued but unpaid interest thereon remaining outstanding;

(iii) convertible promissory notes to various investors pursuant to the Fall 2006 offering, in the aggregate principal amount of \$808,000, plus accrued and unpaid interest in the aggregate amount of \$27,817.

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(iv) \$25,000 remaining principal amount of a promissory note, together with accrued and unpaid interest in the amount of \$3,237, relating to professional fees; and

(v) approximately \$21,151 outstanding remaining on a settlement agreement with former convertible debenture holders, which amount remains outstanding.

For the quarter ended March 31, 2007, there was \$698,864 of accrued interest recorded related to these obligations, \$521,240 of which amount was converted into shares of the Company's common stock.

***Augustine Fund Note***

On June 10, 2003 the Company entered into a Term Loan Agreement ( *Loan Agreement* ) with the Augustine Fund, pursuant to which the Augustine Fund agreed to lend the Company \$420,000, payable in installments of \$250,000, \$100,000, and \$70,000 (the *Augustine Loan* ). The proceeds of the Augustine Loan were used by the Company for working capital.

Principal and interest, at an annual rate of 10%, of the Augustine Loan, was originally due on February 29, 2004. In addition, the Loan Agreement contains certain requirements that the Company make mandatory prepayments of the Augustine Loan from the proceeds of any asset sales outside of the ordinary course of business, and, on a quarterly basis, from positive cash flow. In addition, all or any portion of the Augustine Loan may be prepaid by the Company may prepay all or any portion of the Augustine Loan at any time without premium or penalty.

As additional consideration for making the Augustine Loan, the Augustine Fund received five-year warrants to purchase up to 246,336 shares of the Company's common stock at an exercise price of \$4.00 per share, as both amounts are adjusted to reflect the Reverse Split. The Company could require that the warrants be exercised if certain conditions were satisfied. Since these conditions were not fully satisfied by the maturity date, the Loan Agreement provides that the Augustine Fund may, at any time following the maturity date and so long as the warrants remain exercisable, elect to exercise all or any portion of the warrants pursuant to a *cashless exercise* , whereby the Augustine Fund would be issued the net amount of shares of our common stock, taking into consideration the difference between the exercise price of the warrants and the fair market value of our common stock at the time of exercise, without having to pay anything to the Company for such exercise.

As security for the Augustine Loan, New Millennium pledged 100,000 shares of the Company's common stock, as adjusted to reflect the Reverse Split, owned by New Millennium, and, in addition, the Company has granted the Augustine Fund a security interest in its 51% membership ownership interest in our now inactive wholly-owned subsidiary, NuWay Sports, LLC.

Prior to the original maturity date of the Augustine Loan, the Company spoke with representatives of the Augustine Fund and advised them that the Company was unable to pay the amount due under the Augustine Loan by the February 29, 2004 maturity date. On March 30, 2004, the Augustine Fund agreed to extend the maturity date of the Loan Agreement to August 2004. In addition to the extension of the maturity date, the Augustine Fund was given the option of having the Augustine Loan satisfied in cash or by the conversion of any remaining principal balance and any accrued interest on the Augustine Loan to shares of the Company's common stock at a 15% discount to market, so long as Augustine Fund's holdings do not exceed 4.9% of the total issued and outstanding shares of the Company's common stock at any time. In addition, the warrants held by the Augustine Fund to purchase 246,336 shares of the Company's common stock were re-priced to an exercise price of \$0.875 per share, as adjusted to reflect the Reverse Split. Exercise of the warrants is also subject to the limit that the Augustine Fund does not hold more than 4.9% of the issued and outstanding shares of the Company's common stock. On March 7, 2005, the Company and the Augustine Fund agreed to extend the maturity date of the Augustine Loan to May 2006, in exchange for the issuance of a warrant that gives the Augustine Fund the right to purchase 320,000 shares of the Company's common stock at \$0.125 per share for a period of five years, as both amounts are adjusted to reflect the Reverse Split. On July 29, 2005, the Company and the Augustine Fund finalized the terms of this amendment to the Augustine Loan and executed formal documentation, in which the parties agreed to further extend the maturity date to May 2006.

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On October 18, 2006, the Company and Augustine Fund agreed to extend the maturity date of the Augustine Loan to May 1, 2007. Accordingly, as of March 31, 2007, the principal amount of the loan, together with approximately \$294,042 in accrued but unpaid interest, had not been repaid.

On April 11, 2007, the Augustine Fund converted an aggregate \$717,138 of principal and accrued but unpaid interest on the Augustine Note into 2,031,553 shares of our common stock. The Augustine Note had a maturity date of May 1, 2007. The Augustine Note provided for a conversion price equal to the last bid price of the five trading days preceding the date of conversion, or \$0.353 per share. The Augustine Note and the loan agreement in respect of the Augustine Note limited the Augustine Fund to hold not more than 4.9% of our issued and outstanding common stock at any given time. In connection with the conversion of the Augustine Note, we waived this limitation.

***Obligation to New Millennium***

In March 2003, New Millennium purchased from a third party (i) a \$1,120,000 promissory note assumed by the Company pursuant to a licensing transaction in October 2002, and (ii) 167,285 shares of the Company's common stock, as adjusted to reflect the Reverse Split. In exchange, New Millennium issued a \$1,120,000 promissory note to the third party, secured by the 167,285 shares of the Company's common stock, as adjusted to reflect the Reverse Split.

On April 28, 2006, the Company and New Millennium agreed to amend the terms of the \$1,120,000 promissory note to (i) extend the due date to January 15, 2008; (ii) waive any payments of interest until it becomes due; (iii) reduce the principal amount from \$1,120,000 to \$900,000, equal to a 19.6% reduction; and (iv) correspondingly reduce the accrued but unpaid interest due under the terms of the note from \$317,956 to \$255,636, also equal to a 19.6% reduction.

As of March 31, 2007, the principal amount of the note, together with \$377,408 in accrued but unpaid interest, had not been repaid. On April 13, 2007, New Millennium converted the \$900,000 principal amount of the New Millennium Note into 1,636,364 shares of our common stock. The New Millennium Note had a maturity date of January 15, 2008. The New Millennium Note was converted at a price of \$0.55 per share, which was the last bid price on the date of conversion. New Millennium is controlled by Dennis Calvert, the Company's President and Chief Executive Officer. Accrued but unpaid interest in the amount of \$380,658 as of the conversion date of April 13, 2007 remains outstanding on the New Millennium Note, which amount is not due to be paid until January 15, 2008. No additional interest will be accrued on this obligation.

***Obligation to Dennis Calvert***

On March 15, 2007, the board of directors and Mr. Calvert agreed to convert unpaid accrued compensation due Mr. Calvert for periods prior to January 1, 2007, in the amount of \$337,796, into 900,790 shares of common stock at a price of \$0.375 per share, which was the closing bid price on the date of conversion. Since January 1, 2007, Mr. Calvert has been paid his monthly salary per his employment agreement.

***Obligation to Dr. Seay***

In February 2005, the Company amended its obligations to Dr. James Seay under its promissory note dated November 20, 2003 in the principal amount of \$50,000 and which matured on February 18, 2004. On the maturity date of the note, the Company was obligated to pay Dr. Seay \$65,000. The Company paid Dr. Seay \$30,000 and the balance of \$35,000 remained outstanding. The amendment to the note entered into on February 10, 2005, (i) extends the maturity date of the note to February 3, 2006, (ii) provides for interest to accrue at a rate of 10% per annum (15% upon default), and (iii) allows for the conversion of the note into 280,000 shares of the Company's common stock, or \$.012 per share, as adjusted to reflect the Reverse Split. In February 2006, this note was further extended to the sooner of June 30, 2006, or the date the Company's stockholders approve an amended to the Company's certificate of incorporation increasing the number of authorized shares of common stock. This was approved on March 15, 2007 and, accordingly, on March 29, 2007, the Company converted the principal amount of the note, plus accrued and unpaid interest in the amount of \$6,588, into 332,704 shares of common stock.



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### **Critical Accounting Policies**

Our discussion and analysis of our results of operations and liquidity and capital resources are based on our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and disclosure of contingent assets and liabilities. On an ongoing basis, we evaluate our estimates and judgments, including those related to revenue recognition, valuation of intangible assets and investments, and share-based payments. We base our estimates on anticipated results and trends and on various other assumptions that we believe are reasonable under the circumstances, including assumptions as to future events. These estimates form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. By their nature, estimates are subject to an inherent degree of uncertainty. Actual results that differ from our estimates could have a significant adverse effect on our operating results and financial position. We believe that the following significant accounting policies and assumptions may involve a higher degree of judgment and complexity than others.

The methods, estimates and judgments the Company uses in applying these most critical accounting policies have a significant impact on the results of the Company reports in its financial statements.

We anticipate that any generated revenue will principally be derived from royalties and license fees from our intellectual property. Licensees typically pay a license fee in one or more installments and ongoing royalties based on their sales of products incorporating or using our licensed intellectual property. License fees are recognized over the estimated period of future benefit to the average licensee.

The Company has established a policy relative to the methodology to determine the value assigned to each intangible acquired with or licensed by the Company and/or services or products received for non-cash consideration of the Company's common stock. The value is based on the market price of the Company's common stock issued as consideration, at the date of the agreement of each transaction or when the service is rendered or product is received, as adjusted for applicable discounts.

It is the Company's policy to expense share based payments as of the date of grant in accordance with Financial Accounting Standards Board Statement number 123R Share-Based Payment. Application of this pronouncement requires significant judgment regarding the assumptions used in the selected option pricing model, including stock price volatility and employee exercise behavior. Most of these inputs are either highly dependent on the current economic environment at the date of grant or forward-looking expectations projected over the expected term of the award. As a result, the actual impact of adoption on future earnings could differ significantly from our current estimate.

### **Recent Accounting Pronouncements**

In June 2006, FASB issued Interpretation No. 48, Accounting for Uncertainty in Income Taxes, (FIN 48) which defines the threshold for recognizing the benefits of tax return positions in the financial statements as more-likely-than-not to be sustained by the taxing authority. A tax position that meets the more-likely-than-not criterion shall be measured at the largest amount of benefit that is more than 50% likely of being realized upon ultimate settlement. FIN 48 applies to all tax positions accounted for under SFAS No. 109, Accounting for Income Taxes. Interpretation No. 48 is effective for fiscal years beginning after December 15, 2006. Upon adoption, the financial statements will be adjusted to reflect only those tax positions that are more-likely-than-not to be sustained as of the adoption date. Any adjustment will be recorded directly to our beginning retained earnings balance in the period of adoption and reported as a change in accounting principle. The Company does not expect the adoption of Interpretation No. 48 will have a material effect on its consolidated financial statements.

In September 2006, FASB issued Statement of Financial Accounting Standards No. 157, Fair Value Measurements (SFAS 157), which defines fair value, establishes a framework for measuring fair value in GAAP, and expands disclosures about fair value measurements. SFAS 157 does not require any new fair value measurements, but provides guidance on how to measure fair value by providing a fair value hierarchy used to classify the source of the information. This statement is effective beginning in October 2008. The Company is currently evaluating the impact of adopting this standard.

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In September 2006, the SEC issued Staff Accounting Bulletin no. 108 ( SAB 108 ) to clarify consideration of the effects of prior year errors when quantifying misstatements in current year financial statements for the purpose of quantifying materiality. SAB 108 requires issuers to quantify misstatements using both the rollover and iron curtain approaches and requires an adjustment to the current year financial statements in the event that after the application of either approach and consideration of all relevant quantitative and qualitative factors, a misstatement is determined to be material. SAB 108 is effective for fiscal years beginning after November 15, 2006. The Company does not expect the adoption of SAB 108 will have a material effect on its consolidated financial statements.

Other recent accounting pronouncements issued by FASB (including its Emerging Issued Task Force), the American Institute of Certified Public Accountants and the SEC did not or are not believed by management to have a material impact on the Company's present or future consolidated financial statements.

**Item 3. Controls and Procedures**

(a) Evaluation of disclosure controls and procedures. Our management evaluated, with the participation of Dennis Calvert, who serves as both our Chief Executive Officer and Chief Financial Officer, the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-QSB. Based on this evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act )) are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. It should be noted that the design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote.

(b) Changes in internal control over financial reporting: There was no change in our internal control over financial reporting that occurred during the period covered by this Quarterly Report on Form 10-QSB that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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**PART II**

**Item 1. Legal Proceedings**

The Company is party to various other claims, legal actions and complaints arising periodically in the ordinary course of business. In the opinion of management, no such matters will have a material adverse effect on the Company's financial position or results of operations.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

In September 2006, the Company commenced a private offering that terminated in April 2007 (the Fall 2006 Offering). In the quarter ended March 31, 2007, the Company sold an aggregate \$324,000 principal amount of its promissory notes (the Fall 2006 Notes) due and payable September 13, 2008 to 16 investors. From April 1, 2007 through April 25, 2007, the Company sold an aggregate \$192,000 principal amount of Fall 2006 Notes to six investors. Each Fall 2006 Offering Note bears interest at a rate of 10% per annum, such interest to be paid, at the Company's option, in cash or stock at an initial conversion rate of \$0.6875 per share.

Purchasers of the Fall 2006 Notes received, for no additional consideration, a stock purchase warrant (the Fall 2006 Warrant) entitling the holder to purchase a number of shares of Common Stock equal to the number of shares of Common Stock into which the Fall 2006 Note is convertible. The Fall 2006 Warrant is exercisable at an initial price of \$1.25 per share, and will expire on September 13, 2009.

On March 15, 2007, the board of directors and Mr. Calvert agreed to convert unpaid accrued compensation due Mr. Calvert for periods prior to January 1, 2007, in the amount of \$337,796, into 900,790 shares of common stock at a price of \$0.375 per share, which was the closing bid price on the date of conversion.

On March 21, 2007 we converted an aggregate principal amount of \$1,953,120 and aggregate accrued but unpaid interest in the amount of \$282,156, in respect of convertible notes held by 92 investors. These notes had various maturity dates and provided for various conversion prices ranging from \$0.10 to \$0.625 per share and were converted into an aggregate 6,985,441 shares of our common stock. We also converted an aggregate \$608,759 of accrued payables to five of our current or former officers and directors into an aggregate 1,623,359 shares of our common stock. These conversions were effected at \$0.375 per share, the closing price of a share of our common stock on the March 15, 2007 conversion date.

We also converted an aggregate \$740,296 of accrued payables to 18 of our current or former consultants into an aggregate 1,803,615 shares of our common stock. These conversions were effected at various prices ranging from \$0.20 to \$0.625 per share.

All of these offerings and sales were made in reliance on the exemption from registration contained in Section 4(2) of the Securities Exchange Act and/or Regulation D promulgated thereunder as not involving a public offering of securities.

**Table of Contents****Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

NOTE: The numbers listed below are shown on a pre-Reverse Split basis.

We held a special meeting of stockholders on March 15, 2007. At that meeting, our stockholders:

1. Approved the issuance of stock to IOWC in connection with the acquisition by the Company of the BioLargo technology.

|                  |            |
|------------------|------------|
| Votes For        | 35,431,082 |
| Votes Against    | 475,198    |
| Abstentions      | 15,572,554 |
| Broker Non-Votes |            |

2. Approved an amendment to our certificate of incorporation to change our name.

|                  |            |
|------------------|------------|
| Votes For        | 50,940,695 |
| Votes Against    | 492,498    |
| Abstentions      | 45,641     |
| Broker Non-Votes |            |

3. Approved a reverse split of our common stock.

|                  |            |
|------------------|------------|
| Votes For        | 50,476,558 |
| Votes Against    | 954,635    |
| Abstentions      | 47,641     |
| Broker Non-Votes |            |

4. Approved an increase in our authorized capital stock.

|                  |            |
|------------------|------------|
| Votes For        | 49,205,003 |
| Votes Against    | 2,216,798  |
| Abstentions      | 57,033     |
| Broker Non-Votes |            |

**Item 5. Other Information**

As described elsewhere in this Report and in the Company's Annual Report on Form 10-KSB for the year ended December 31, 2006, on March 15, 2007, at a special meeting of our stockholders, our stockholders approved (i) the issuance of stock to IOWC in connection with the acquisition by the Company of the BioLargo technology; (ii) an amendment to our certificate of incorporation to change our name; (iii) a reverse split of our common stock; and (iv) an increase in our authorized capital stock.



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On March 15, 2007 the Company's stockholders approved the filing of an amendment to the Company's certificate of incorporation changing the Company's name to BioLargo, Inc. The amendment to the certificate of incorporation was filed on March 16, 2007 with the Secretary of State of the State of Delaware. In connection with this name change, the Company has obtained a new trading symbol. The Company's stock continues to trade through the National Quotation Service Bureau, commonly known as the Pink Sheets, under its new trading symbol BLGO effective March 21, 2007.

Also on March 15, 2007, the Company's stockholders approved, and effective as of the close of business on March 19, 2007, the Company completed, the Reverse Split of its common stock. Additionally, on March 15, 2007, the Company's stockholders approved and the Company has filed, an amendment to the Company's certificate of incorporation increasing the Company's authorized capital stock to 200,000,000 shares of common stock and 50,000,000 shares of preferred stock, on a post-Reverse Split basis.

Following such action, the Company converted an aggregate \$2,235,276 of principal and accrued but unpaid interest of convertible notes held by 92 investors. These notes had various maturity dates and provided for various conversion prices ranging from \$0.10 to \$0.625 per share, as adjusted to reflect the Reverse Split and were converted into an aggregate 6,985,441 shares of the Company's common stock, as adjusted to reflect the Reverse Split.

The Company also converted an aggregate \$608,759 of accrued payables to five of its current or former officers and directors into an aggregate 1,623,359 shares of the Company's common stock, as adjusted to reflect the Reverse Split. These conversions were effected at \$0.375 per share, the closing price of a share of the Company's common stock on the March 15, 2007 conversion date, as adjusted to reflect the Reverse Split.

The Company also converted an aggregate \$740,296 of accrued payables to 18 of its current or former consultants into an aggregate 1,803,615 shares of the Company's common stock, as adjusted to reflect the Reverse Split. These conversions were effected at various prices ranging from \$0.20 to \$0.625 per share, as adjusted to reflect the Reverse Split. These shares were received by the Company prior to March 31, 2007, and a total of 525,000 shares were delivered to one consultant representing \$196,875 of accrued payables. The remaining 1,278,615 shares were held by the Company and delivered to the consultants during the second quarter of 2007 and the resulting \$543,421 of the converted accrued payables remain on the balance sheet at March 31, 2007.

On April 11, 2007, the Augustine Fund converted an aggregate \$717,138 of principal and accrued but unpaid interest of the Augustine Note, into 2,031,553 shares of the Company's common stock. The Augustine Note had a maturity date of May 1, 2007. The Augustine Note provided for a conversion price equal to the last bid price of the five trading days preceding the date of conversion, or \$0.353 per share. The Augustine Note and the loan agreement in respect of the Augustine Note limited the Augustine Fund to hold not more than 4.9% of the Company's issued and outstanding common stock at any given time. In connection with the conversion of the Augustine Note, the Company waived this limitation.

On April 13, 2007, New Millennium converted the \$900,000 principal amount of the New Millennium Note into 1,636,364 shares of the Company's common stock. The New Millennium Note had a maturity date of January 15, 2008. The New Millennium Note was converted at a price of \$0.55 per share, which was the last bid price on the date of conversion. New Millennium is controlled by Dennis Calvert, the Company's President and Chief Executive Officer.

On April 30, 2007, the Company completed the acquisition of the BioLargo technology. Pursuant to the terms of the Asset Purchase Agreement dated as of April 30, 2007 between the Company, IOWC and Mr. Code (the Asset Purchase Agreement), Mr. Code and IOWC sold, transferred and assigned to the Company all of their rights, title and interests to:

United States Patent Number 6,146,725, relating to an absorbent composition to be used in the transport of specimens of bodily fluids; and United States Patent Number 6,328,929, relating to method of delivering disinfectant in an absorbent substrate; and related patent applications and national filings;

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all proprietary knowledge, trade secrets, confidential information, computer software and licenses, formulae, designs and drawings, quality control data, processes (whether secret or not), methods, inventions and other similar know-how or rights relating to or arising out of the patents;

all license and distribution agreements to which either Mr. Code or IOWC is presently a party; and

certain records,

in exchange for 22,139,012 shares of the Company's common stock (the IOWC Shares). Mr. Code and certain other co-inventors of intellectual property had previously assigned all of their right title and interest to six patent applications filed with the United States Patent and Trademark Office and two additional patent applications filed under the International Patent Cooperation Treaty. The IOWC Shares were issued to IOWC at the Closing. Such shares constitute full payment for the obligations of the Company owed to Mr. Code and IOWC for the license rights, assigned agreements, patents and related intellectual property acquired by the Company from Mr. Code and IOWC.

As part of the completion of the acquisition of the BioLargo technology, the Company entered into an Employment Agreement dated as of April 30, 2007 with Mr. Code (the Code Employment Agreement). The Code Employment Agreement provides that Mr. Code will serve as the Chief Technology Officer of the Company, and receive (i) base compensation of \$184,000 annually (with an automatic 10% annual increase); and (ii) a bonus in such amount as the Compensation Committee of the Board of Directors of the Company (the Compensation Committee) may determine from time to time. In addition, Mr. Code will be eligible to participate in incentive plans, stock option plans, and similar arrangements as determined by the Company's Board of Directors. When such benefits are made available to the senior employees of the Company, Mr. Code is also eligible to receive health insurance premium payments for himself and his immediate family, a car allowance of \$800 per month, paid vacation of four weeks per year plus an additional two weeks per year for each full year of service during the term of the agreement up to a maximum of ten weeks per year, life insurance equal to three times his base salary and disability insurance.

The Code Employment Agreement has a term of five years, unless earlier terminated in accordance with its terms. In connection with the closing of the acquisition of the BioLargo technology and the execution of the Code Employment Agreement, Mr. Code was also elected to the Board of both BioLargo and BLTI.

In connection with the acquisition of the BioLargo technology, the Company also entered into a new employment agreement dated as of April 30, 2007 with Dennis Calvert, the Company's President and Chief Executive Officer (the Calvert Employment Agreement). The previous employment agreement with Mr. Calvert, dated December 11, 2002, was terminated.

The Calvert Employment Agreement provides that Mr. Calvert will serve as the President and Chief Executive Officer of the Company, and receive (i) base compensation of \$184,000 annually (with an automatic 10% annual increase); and (ii) a bonus in such amount as the Compensation Committee may determine from time to time. In addition, Mr. Calvert will be eligible to participate in incentive plans, stock option plans, and similar arrangements as determined by the Company's Board of Directors. When such benefits are made available to the senior employees of the Company, Mr. Calvert is also eligible to receive health insurance premium payments for himself and his immediate family, a car allowance of \$800 per month, paid vacation of four weeks per year plus an additional two weeks per year for each full year of service during the term of the agreement up to a maximum of ten weeks per year, life insurance equal to three times his base salary and disability insurance.

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The Calvert Employment Agreement provides that Mr. Calvert will be granted an option (the Option ) to purchase 7,733,259 shares of the Company s common stock. The Option shall be a non-qualified stock option, shall be exercisable at \$0.18 per share, shall be exercisable for ten years from the date of grant and shall vest over time as follows:

|  |           |
|--|-----------|
| First anniversary of the date of this Agreement  | 2,577,753 |
| Second anniversary of the date of this Agreement | 2,577,753 |
| Third anniversary of the date of this Agreement  | 2,577,753 |

Notwithstanding the foregoing, any portion of the Option which has not yet vested shall be immediately vested in the event of, and prior to, a change of control, as defined in the Calvert Employment Agreement. Consistent with the foregoing, the precise terms and conditions of the agreement evidencing the Option to be entered into between the Company and Mr. Calvert shall be as determined by the Board of Directors and/or the Compensation Committee.

The Calvert Employment Agreement has a term of five years, unless earlier terminated in accordance with its terms.

**Item 6. Exhibits**

The exhibits listed below are attached hereto and filed herewith:

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1               | Certification of Chief Executive Officer of Quarterly Report Pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e).                             |
| 31.2               | Certification of Chief Financial Officer of Quarterly Report Pursuant to 18 U.S.C. Section 1350  |
| 32                 | Certification of Chief Executive Officer and Chief Financial Officer of Quarterly Report pursuant to Rule 13(a)-15(e) or Rule 15(d)-15(e). |



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**SIGNAT URES**

In accordance with Section 13 or 15(d) of the Exchange Act, the Registrant has caused Amendment No. 1 to this report to be signed on its behalf by the undersigned, hereunto duly authorized.

BIOLARGO, INC.

Date: May 21, 2007

By: /s/ Dennis Calvert  
Dennis Calvert  
Chief Executive Officer and Chief Financial Officer

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**EXHIBIT INDEX**

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|--------------------|--|
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