

BIOLARGO, INC.
Form 10-Q
November 16, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended September 30, 2009.

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.)

2603 Main Street, Suite 1155
Irvine, California 92614
(Address, including zip code, of principal executive offices)

(949) 643-9540
(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.

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

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

Large accelerated filer Accelerated filer Non-accelerated filer
Smaller reporting company

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

The number of shares of the Registrant's Common Stock outstanding as of September 30, 2009 was 42,897,751 shares.

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PART I

Item 1. Financial Statements

BIOLARGO, INC. AND SUBSIDIARY
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2008 AND SEPTEMBER 30, 2009

| | December 31, 2008 | September 30, 2009 |
|--|-------------------------|--------------------------|
| ASSETS | | |
| CURRENT ASSETS | | |
| Cash and cash equivalents | \$ 90,384 | \$ 138,692 |
| Accounts receivable | — | 11,223 |
| Inventory | — | 4,843 |
| Prepaid assets | 4,586 | 4,586 |
| Total current assets | 94,970 | 159,344 |
| FIXED ASSETS | | |
| Equipment, net | 25,954 | 18,781 |
| Total fixed assets | 25,954 | 18,781 |
| OTHER ASSETS | | |
| Licensing rights, net | 9,633,052 | 8,866,468 |
| Assigned agreements, net | 255,285 | 191,466 |
| TOTAL ASSETS | \$ 10,009,261 | \$ 9,236,059 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| CURRENT LIABILITIES | | |
| Accounts payable and accrued expenses | \$ 993,431 | \$ 1,201,434 |
| Accrued option compensation expense | 657,801 | 1,004,208 |
| Convertible notes payable, current portion | 1,000,000 | 1,913,625 |
| Discount on convertible notes, current portion net of amortization | (568,738) | (608,050) |
| Note payable | — | 70,000 |
| Total Current Liabilities | 2,082,494 | 3,581,217 |
| LONG-TERM LIABILITIES | | |
| Convertible notes payable, net of current portion | 973,625 | 954,360 |
| Discount on convertible notes, net of current portion and amortization | (400,950) | (447,951) |
| Total Long-term Liabilities | 572,675 | 506,409 |
| TOTAL LIABILITIES | 2,655,169 | 4,087,626 |
| COMMITMENTS, CONTINGENCIES AND SUBSEQUENT EVENTS | | |
| STOCKHOLDERS' EQUITY | | |

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| | | |
|--|---------------|--------------|
| Convertible Preferred Series A, \$.00067 par value, 50,000,000 shares authorized, -0- shares issued and outstanding, at September 30, 2009 and December 31, 2008. | — | — |
| Common Stock, \$.00067 par value, 200,000,000 shares authorized, 42,897,751 and 42,261,268 shares issued, at September 30, 2009 and December 31, 2008, respectively. | 28,319 | 28,763 |
| Additional Paid-In Capital | 49,481,805 | 52,597,017 |
| Accumulated Deficit | (42,156,032) | (47,459,347) |
| Total Stockholders' Equity | 7,354,092 | 5,148,433 |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ 10,009,261 | \$ 9,236,059 |

See accompanying notes to consolidate financial statements

BIOLARGO, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF OPERATIONS FOR THE
THREE-AND NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2008 AND 2009
(unaudited)

| | For the three-month periods ended September 30, | | For the nine-month periods ended September 30, | |
|--|--|---------------------|---|---------------------|
| | 2008 (unaudited) | 2009 (unaudited) | 2008 (unaudited) | 2009 (unaudited) |
| Revenue | \$ — | \$ 115,741 | \$ — | \$ 115,741 |
| Total revenue | — | 115,741 | — | 115,741 |
| Cost of goods sold | | 72,175 | | 72,175 |
| Total cost of goods sold | — | 72,175 | — | 72,175 |
| Costs and expenses | | | | |
| Selling, general and administrative | 915,101 | 919,103 | 3,865,758 | 3,056,771 |
| Research and development | 54,456 | 39,319 | 148,140 | 132,637 |
| Amortization and depreciation | 278,169 | 279,192 | 831,771 | 837,576 |
| Total costs and expenses | 1,247,726 | 1,237,614 | 4,845,669 | 4,026,984 |
| Loss from operations | (1,247,726) | (1,194,048) | (4,845,669) | (3,983,418) |
| Other income and (expense) | | | | |
| Interest expense | (300,912) | (454,429) | (794,123) | (1,329,235) |
| Other income | 2,684 | 7,774 | 17,296 | 9,338 |
| Net other income and (expense) | (298,228) | (446,655) | (776,827) | (1,319,897) |
| Net loss | \$ (1,545,954) | \$ (1,640,703) | \$ (5,622,496) | \$ (5,303,315) |
| Loss per common share – basic and diluted | | | | |
| Loss per share | \$ (0.04) | \$ (0.04) | \$ (0.13) | \$ (0.12) |
| Weighted average common share equivalents outstanding | 41,897,944 | 42,920,614 | 42,325,788 | 42,535,996 |

See accompanying notes to consolidated financial statements

BIOLARGO, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
FOR THE NINE-MONTH PERIOD ENDED SEPTEMBER 30, 2009

| | Common Stock | | | | |
|--|------------------------|--------------------------|----------------------------------|-----------------------------------|--------------|
| | Number of Shares | Par Value \$.00067 | Additional Paid-In Capital | Retained Earnings (Deficit) | Total |
| BALANCE DECEMBER 31, 2008 | 42,261,268 | \$ 28,319 | \$ 49,481,805 | \$(42,156,032) | \$ 7,354,092 |
| Vested portion of stock option | — | — | 953,799 | — | 953,799 |
| Issuance of warrants as part of convertible note offering | — | — | 838,398 | — | 838,398 |
| Issuance of stock option to related party (New Millennium) | — | — | 248,485 | — | 248,485 |
| Issuance of stock options to officer and board of director in lieu of services | — | — | 256,838 | — | 256,838 |
| Issuance of stock for services | 420,360 | 287 | 188,269 | — | 188,556 |
| Issuance of stock options for services | — | — | 94,131 | — | 94,131 |
| Conversion of note payable accrued interest obligation | 216,123 | 157 | 93,557 | — | 93,714 |
| Fair value of warrant re-pricing | — | — | 423,735 | — | 423,735 |
| Net loss for the nine-month period ended September 30, 2009 | — | — | — | (5,303,315) | (5,303,315) |
| | 42,897,751 | \$ 28,763 | \$ 52,597,017 | \$(47,459,347) | \$ 5,148,433 |

See accompanying notes to consolidated financial statements

BIOLARGO, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE-MONTH PERIODS ENDED SEPTEMBER 30, 2008 AND 2009

| | For the nine-month periods Ended September 30, | |
|--|---|-------------------|
| | 2008 | 2009 |
| CASH FLOWS FROM OPERATING ACTIVITIES | | |
| Net Loss | \$ (5,622,496) | \$ (5,303,315) |
| Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities: | | |
| Non-cash interest expense related to conversion of note holder obligations | 75,362 | 35,692 |
| Non-cash interest expense related to the fair value of warrants issued in conjunction with our convertible notes | 553,493 | 1,101,365 |
| Non-cash expense related to options issued to officers and board of directors | 998,506 | 950,707 |
| Non-cash expense related to warrants and options issued to consultants | 1,348,335 | 498,000 |
| Issuance of stock for services provided | — | 309,414 |
| Amortization and depreciation expense | 831,771 | 837,576 |
| Increase in inventory | — | (4,843) |
| Increase in accounts receivable | — | (11,223) |
| Increase in accounts payable and accrued expenses | 240,130 | 695,435 |
| Net Cash Used In Operating Activities | (1,574,899) | (891,102) |
| CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of fixed assets | (16,414) | — |
| Net Cash Used in Investing Activities | (16,414) | — |
| CASH FLOWS FROM FINANCING ACTIVITIES | | |
| Proceeds from exercised warrants | 608,750 | — |
| Payments to note payable | (22,076) | — |
| Proceeds from note payable | — | 70,000 |
| Proceeds from convertible notes | 913,625 | 869,410 |
| Net Cash Provided By Financing Activities | 1,500,299 | 939,410 |
| NET CASH (USED IN) PROVIDED BY IN CASH AND CASH EQUIVALENTS | (91,014) | 48,308 |
| CASH AND CASH EQUIVALENTS — BEGINNING | 457,809 | 90,384 |
| CASH AND CASH EQUIVALENTS — ENDING | \$ 366,795 | \$ 138,692 |
| SUPPLEMENTAL DISCLOSURES OF CASHFLOW INFORMATION | | |
| Cash Paid During the Period for: | | |
| Interest | \$ — | \$ — |
| Income taxes | \$ — | \$ — |
| Conversion of interest related to our convertible notes | \$ — | \$ 91,363 |
| Conversion of convertible notes to shares of the Company's common stock | \$ 1,173,009 | \$ — |

| | | | |
|---|------|---|------------|
| Conversion of accrued expenses to shares of the Company's common stock: | | | |
| Board of Directors and officer obligations | \$ | — | \$ 150,000 |
| Consultant obligations | \$ — | | \$ 75,678 |
| Conversion of related party – New Millennium and other | \$ | — | \$ 242,358 |

SUPPLEMENTAL DISCLOSURES OF NON-CASH FINANCING AND INVESTING ACTIVITIES:

| | | | |
|---|----|---------|--------------|
| Issuance of warrants in conjunction with convertible note offerings | \$ | 736,237 | \$ 1,240,178 |
| Re-priced warrants in conjunction with convertible note offering | \$ | 76,300 | \$ 52,967 |

See accompanying notes to consolidated financial statements

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 1. Business and Organization

Outlook

Prior to the acquisition of certain patented and patent-pending intellectual property and other assets (the “BioLargo technology”) from IOWC Technologies, Inc. (“IOWC”) on April 30, 2007, BioLargo, Inc. (the “Company”, or “we”) had no continuing business operations and operated as a shell company.

We will be required to raise substantial capital to sustain our expanded operations, 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, and possible strategic acquisitions or alliances, as well as to meet our liabilities as they become due for the next 12 months.

We will need additional outside capital until and unless our technology or products are able to generate positive working capital sufficient to fund our cash flow requirements from operations, and we may be compelled to reduce or curtail certain activities to preserve cash.

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 our business. As reflected in the accompanying financial statements, for the nine-month period ended September 30, 2009, we had a net loss of \$5,303,315 and negative cash flow from operating activities of \$891,102. As of September 30, 2009, we had negative working capital of \$3,421,873, and an accumulated stockholders’ deficit of \$47,459,347. Also, as of September 30, 2009, we had limited liquid and capital resources. 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 and exploit our technology so that 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 we are unable to continue as a going concern.

As of September 30, 2009, cash and cash equivalents totaled \$138,692. During the nine-month period ended September 30, 2009 we received proceeds of \$894,360 and issued convertible promissory notes pursuant to our outstanding private securities offerings. (See Note 4.) Also, during the three month period ended September 30, 2009, we received proceeds of \$70,000 related to a note payable. (See Note 6.)

As of September 30, 2009, we had \$2,937,985 aggregate principal amount, together with \$273,138 accrued and unpaid interest, outstanding on promissory notes and a note payable that mature at various times during 2010, 2011 and 2012. (See Note 4 and Note 6.)

In the opinion of management, the accompanying balance sheets and related statements of operations, cash flows, and stockholders’ equity 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. 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.

Quarterly results are not necessarily indicative of results for a full year. The information included in this Form 10-Q should be read in conjunction with Management's Discussion and Analysis and financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2008.

Organization

We were initially organized under the laws of the State of Florida in 1989 as Repossession Auction, Inc. In 1991, we merged into a Delaware corporation bearing the same name. In 1994, we changed our name to Latin American Casinos, Inc. to reflect our new focus on the gaming and casino business in South and Central America, and in 2001 we changed our name to NuWay Energy, Inc. to reflect our new emphasis on the oil and gas development industry. During October 2002, we changed our name to NuWay Medical, Inc. coincident with the divestiture of our non-medical assets and the retention of new management. In March 2007, in connection with the approval by our stockholders of the acquisition of the BioLargo technology, we changed our name to BioLargo, Inc.

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Business Overview

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. The centerpiece of our BioLargo technology is CupriDyne™, which works by combining minerals with water from any source and delivering “free iodine” on demand, in controlled dosages, in order to balance efficacy of disinfectant performance with concerns about toxicity.

In addition to our BioLargo technology, in 2008 we acquired the rights to market an iodine based water disinfection system (the “Isan system”) from Ioteq IP Pty. Ltd., an Australian company, and its U.S. affiliate Ioteq Inc. The Isan system is an automated water disinfection system that substantially reduces the incidence of fungal growth, spoilage, organisms and pathogens in water and on food. Capable of treating high volumes of water flow, the Isan system is a combination of electrodes for measuring iodine levels in the target water stream, a control unit which automatically controls the running of the system, iodine canisters to deliver the iodine, and resin canisters to collect by-products after disinfection has been completed. The Isan system is registered with the APVMA (Australian Pesticides and Veterinary Medicines Authority) and FSANZ (Food Standards Australia and New Zealand) in Australia and New Zealand, where it has approximately 150 customer installations currently operating.

Both our BioLargo technology and the Isan system have potential commercial applications within global industries, including but not limited to agriculture, animal health, beach and soil environmental remediation, consumer products, food processing, medical, and water industries. While we believe the potential applications are many, we are currently focused in two primary areas — the agriculture and animal health industries.

First, we are focused on commercializing our BioLargo technology and the Isan system in products applicable to the agriculture industry. We are actively seeking to secure strategic partners to either license or partner with to exploit commercial opportunities for CupriDyne and for the Isan system. The Isan related opportunities are focused primarily on post-harvest treatment of fruits and vegetables, irrigation supply, and hydroponic growers. We continue to work with a number of very large global companies who are engaged in technology evaluation and testing processes. Simultaneously, we are also actively seeking to identify and negotiate regional or global partnerships to exploit commercial opportunities for these technologies. No such regional or global partnerships have been formed at this time, and we can make no representation about our ability to successfully conclude such partnership arrangements.

Second, in 2009 we introduced animal health products under the brand name “Odor-No-More”, and continue development of additional products.

Although we are focused primarily on the agriculture and animal health industries, we also intend to continue to advance our intellectual property, product designs and licensing opportunities for our technology for use in other industries, as capital resources are available to support these efforts.

Odor-No-More™

During 2008 we identified and began development of three products incorporating our BioLargo technology targeted to the animal health marketplace, the primary product advantages help customers save time and money while controlling odor and moisture. In 2009, we have begun selling these products under the “Odor-No-More” brand name:

1. Animal Bedding Additive (for horses/livestock, small animals, reptiles, and birds)

2. Cat Litter Additive
3. Facilities and Equipment Wash

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BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

We have established local third party manufacturing and packaging for the products, as well as alternative manufacturing facilities in other parts of the United States. On May 13, 2009, as a result of our test marketing efforts, we announced the launch of our initial three Odor-No-More branded products. Since that time, we have signed national distributors in the animal care market, one of the largest catalog and eCommerce animal health supply retailers, a distributor in the exotic animal care market, and are currently in discussions with other industry leaders. We received our first large commercial order for Odor-No-More products, from national distributor E.T. Horn Company, in June 2009, and as of the quarterly period ended September 30, 2009, earned revenue.

As part of our promotional and advertising campaign we are sponsoring and participating in equestrian events, local fairs, trade shows, horse and livestock shows, and a horse rescue organization.

In September 2009, we launched three new bedding additive products for small animals, birds and reptiles. We plan to market these products to the pet industry in the near future.

Note 2. Odor-No-More

Inventory

Inventories consist of raw materials and finished goods related to our Odor-No-More products and are valued at the lower of cost or market. As of September 30, 2009 we had \$4,843 of inventory.

Note 3. Intangible Assets/Long-lived Assets

Licensing rights are stated on the balance sheet net of accumulated amortization of \$8,866,468 as of September 30, 2009. Amortization expense for the nine-month periods ended September 30, 2008 and 2009 was \$766,584. At September 30, 2009 the weighted average remaining amortization period for the licensing rights was approximately 10 years.

Certain agreements assigned to us in connection with our acquisition of the BioLargo technology (the "Assigned Agreements") are stated on the balance sheet net of accumulated amortization of \$191,466 at September 30, 2009. Amortization expense for the nine-month periods ended September 30, 2008 and 2009 was \$63,819. At September 30, 2009 the weighted average remaining amortization period was approximately 2 years.

Note 4. Sale of Unregistered Securities

Spring 2009 Offering

In April 2009 we commenced a private offering (the "Spring 2009 Offering") of up to \$1,000,000 of our 10% convertible promissory notes due June 1, 2012 (the "Spring 2009 Notes"), subject to an over-allotment option of 15%, or an aggregate \$1,150,000 principal amount of Spring 2009 Notes. We can unilaterally convert the Spring 2009 Notes (i) on or after December 15, 2009, if we have received one or more written firm commitments, or have 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, the Spring 2009 Notes may be repaid in cash or may be converted, at the noteholders' option or our option, into shares of our common stock, on or before the maturity date.

The Spring 2009 Notes are convertible into shares of our common stock at a conversion price of \$0.55 per share. Purchasers of the Spring 2009 Notes receive, for no additional consideration, two stock purchase warrants, each of which entitle the holder to purchase the number of shares of the Company's Common Stock into which the principal amount of the Note is initially convertible. The first warrant (the "Spring 2009 One-Year Warrant") is exercisable at a price of \$0.75 per share and expires on June 1, 2010. The second warrant (the "Spring 2009 Three-Year Warrant") is exercisable at a price of \$1.00 per share and expires on June 1, 2012. (See Note 8.)

From the inception of the Spring 2009 Offering in April 2009, through September 30, 2009 we received gross and net proceeds of \$231,360 from nine investors and issued Spring 2009 Notes, the principal amount of which allow for conversion into an aggregate 420,657 shares of our common stock. (See also Note 14.)

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Fall 2008 Offering

In October 2008 we commenced a private offering (the “Fall 2008 Offering”) of up to \$1,000,000 of our 10% convertible promissory notes due October 15, 2011 (the “Fall 2008 Notes”), subject to an over-allotment option of 15%, or an aggregate \$1,150,000 principal amount of Fall 2008 Notes, which offering terminated on March 31, 2009. We can unilaterally convert the Fall 2008 Notes (i) on or after April 30, 2009, if we have received one or more written firm commitments, or have 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, the Fall 2008 Notes may be repaid in cash or may be converted, at the noteholders’ option or our option, into shares of our common stock, on or before the October 15, 2011 maturity date.

As originally offered, the Fall 2008 Notes were convertible into shares of our common stock at an initial conversion price of \$1.00 per share. Also as originally offered, purchasers of the Fall 2008 Notes were to receive, for no additional consideration, two stock purchase warrants, each of which entitled the holder to purchase the number of shares of the Company’s Common Stock into which the principal amount of the Note was convertible. The first warrant (the “Fall 2008 One-Year Warrant”) was exercisable at an initial price of \$1.00 per share and was due to expire on October 15, 2009. The second warrant (the “Fall 2008 Three-Year Warrant” and together with the One-Year Warrant, the “Fall 2008 Warrants”) was exercisable at an initial price of \$2.00 per share and was due to expire on October 15, 2011. (See Note 8.)

On January 16, 2009, our Board of Directors amended the terms of the Fall 2008 Offering as follows: (i) the initial conversion price of the Fall 2008 Notes was reduced from \$1.00 per share to \$0.50 per share; (ii) the exercise price of the Fall 2008 One-Year Warrant was reduced from \$1.00 per share to \$0.75 per share; (iii) the exercise price of the Fall 2008 Three-Year Warrant was reduced from \$2.00 per share to \$1.00 per share; and the number of shares of our Common Stock for which the Fall 2008 One-Year Warrants and the Fall 2008 Three-Year Warrants may be exercised is being increased from one share per dollar invested to two shares for each dollar invested.

We received gross and net proceeds of \$723,000 from eighteen investors and issued Fall 2008 Notes, the principal amount of which allow for conversion into an aggregate 1,446,000 shares of our common stock. Of this amount, \$60,000 was received during 2008, \$400,000 during the three-month period ended March 31, 2009, and \$263,000 during the three-month period ended June 30, 2009.

Spring 2008 Offering

Pursuant to a private offering that commenced March 2008 (the “Spring 2008 Offering”) and terminated August 2008, we sold \$913,625 of our 10% convertible notes (the “Spring 2008 Notes”), which are due and payable on March 31, 2010, to 30 investors, convertible into an aggregate 676,775 shares of our common stock. The Spring 2008 Notes are convertible into shares of our common stock at an initial conversion price of \$1.35 per share. The Spring 2008 Notes can be converted voluntarily by the noteholders at any time prior to the maturity date. We can unilaterally convert the Spring 2008 Notes (i) on or after September 30, 2008, if we have received one or more written firm commitments, or have 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, the Spring 2008 Notes may be repaid in cash or may be converted, at our sole option, into shares of our common stock, on or before the maturity date of the Spring 2008 Notes.

Each purchaser of the Spring 2008 Notes received, for no additional consideration, two stock purchase warrants (a one-year warrant and a three-year warrant), each of which entitles the holder to purchase the number of shares of our common stock into which the holder's Spring 2008 Note is convertible. The "Spring 2008 One-Year Warrants" expired on March 31, 2009 and were exercisable at \$0.50 (originally \$1.50) per share. The "Spring 2008 Three-Year Warrants" are exercisable at an initial exercise price of \$2.00 per share and expire on March 31, 2011.

On September 19, 2008, our Board of Directors reduced the exercise price of the Spring 2008 One-Year Warrants from \$1.50 per share (the original exercise price pursuant to the terms of the Spring 2008 Offering) to \$1.00 per share. On January 16, 2009, our Board of Directors reduced the exercise price of the Spring 2008 One-Year Warrants from \$1.00 per share to \$0.50 per share. (See Note 8.)

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 5. Extension of Maturity Date of 2007 Offering

On June 30, 2009, we agreed to extend, by one year, the maturity dates of an aggregate principal amount of \$1,000,000 of promissory notes (the "2007 Notes") issued in the offering that commenced May 2007 (the "2007 Offering"). The 2007 Notes now mature on June 30, 2010. The 2007 Notes bear interest at a rate of 10% compounding annually, such interest to be paid, at our option, in cash or stock at a conversion rate of \$0.70 per share. The 2007 Notes are convertible into shares of the Company's common stock at an initial conversion price of \$0.70 per share, and can be converted voluntarily by the noteholders at any time. We can elect to convert the 2007 Notes (i) on or after September 30, 2007, if we have received one or more written firm commitments, or have 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, on the Maturity Date, we may repay the 2007 Notes in cash or choose to convert the notes, at our sole option, into shares of our common stock.

Note 6. Note Payable

On August 3, 2009, we received \$70,000 and issued a promissory note with a maturity date of October 31, 2009 which accrued interest at a rate of 10%. For the three-month period September 30, 2009 we recorded \$1,170 of interest expense. (See Note 14.)

Note 7. Issuance of Common Stock Options in exchange for payment of payables

On April 27, 2009, in an effort to preserve the Company's cash and reduce outstanding payables, we offered to third parties, officers and board members an option ("Option") to purchase common stock in lieu of cash payment to reduce amounts we owed to these individuals. The Options may be exercised at \$0.50 cents a share, an amount which was \$0.20 cents a share above the \$0.30 cents per share closing price of our common stock on April 27, 2009, would be issued pursuant to the Company's 2007 Equity Incentive Plan, and would expire April 27, 2012.

The members of the Board, as well as the Company's Chief Financial Officer, opted to reduce their outstanding accrued and unpaid compensation by an aggregate \$150,000 in exchange for Options to purchase up to an aggregate 450,000 shares of common stock. The Options issued to Board members Dennis P. Calvert and Kenneth R. Code were issued at an exercise price of \$0.55 per share, rather than \$0.50 per share. The fair value of these options resulted in additional expense totaling \$3,092 which was expensed during the three-month period ended June 30, 2009. In addition, seven individuals who provided services to the Company agreed to reduce their payables by an aggregate \$75,678 and accept Options to purchase up to an aggregate 292,135 shares, under the terms set forth by the Board. The fair value of these options resulted in additional expense totaling \$5,849, which was expensed during the three-month period ended June 30, 2009.

During the nine-month periods ended September 30, 2008 and 2009 we recorded an aggregate \$519,193 and \$478,288 in option compensation expense related to options issued pursuant to the 2007 Plan.

On April 27, 2009, New Millennium agreed to accept an option to purchase common stock as payment of \$230,658 of the outstanding \$380,658 in accrued but unpaid interest. The option allows New Millennium to purchase up to

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691,974 shares of the Company's common stock at \$0.55 cents per share, on or before April 27, 2012. New Millennium further agreed to extend the due date for the remaining \$150,000 accrued and unpaid interest to April 30, 2010. (See Note 10.)

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.

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BIOLARGO, INC. AND SUBSIDIARY
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Note 8. Warrants

Spring 2009 Warrants

From April 2009 through September 30, 2009, we issued warrants to purchase up to an aggregate 841,314 shares of our common stock to purchasers of our Spring 2009 Notes, consisting of Spring 2009 One-Year Warrants to purchase up to an aggregate 420,657 shares which expire June 1, 2010, at an exercise price of \$0.75 per share, and Spring 2009 Three-Year Warrants to purchase up to an aggregate 420,657 shares which expire June 1, 2012, at an exercise price of \$1.00 per share.

Fall 2008 Warrants

During the six-month period ended June 30, 2009, we issued warrants to purchase up to an aggregate 2,652,000 shares of our common stock to purchasers of our Fall 2008 Notes, consisting of Fall 2008 One-Year Warrants to purchase up to an aggregate 1,326,000 shares which expired October 15, 2009 and were exercisable at \$0.75 per share, and Fall 2008 Three-Year Warrants to purchase up to an aggregate 1,326,000 shares which expire October 15, 2011, at an exercise price of \$1.00 per share.

During 2008 we issued warrants to purchase up to an aggregate of 240,000 shares of our common stock to purchasers of our Fall 2008 Notes, consisting of Fall 2008 One-Year Warrants to purchase up to an aggregate 120,000 shares which expire October 15, 2009, at an original exercise price of \$1.00, and Fall 2008 Three-Year Warrants to purchase up to an aggregate 120,000 shares which expire October 15, 2011, at an original exercise price of \$2.00 per share. On January 16, 2009, the exercise price of the Fall 2008 One-Year Warrants was reduced from \$1.00 to \$0.75, and the exercise price of the Fall 2008 Three-Year Warrants was reduced from \$2.00 to \$1.00, resulting in additional fair value totaling \$52,967, which is recorded as interest expense in the three-month period ended March 31, 2009.

Other Warrants

On March 31, 2009, a warrant to purchase up to 246,336 shares of our common stock at an exercise price of \$0.875, expired unexercised.

On January 16, 2009, the exercise price of the Spring 2008 One-Year Warrants was reduced from \$1.50 to \$1.00, resulting in an immaterial fair value adjustment. These Spring 2008 One-Year Warrants to purchase up to an aggregate 676,775 shares of our common stock at an exercise price of \$0.50, expired unexercised on March 31, 2009.

On September 13, 2009, we extended by one year, to September 13, 2010, the expiration date of the Fall 2006 Warrants, resulting in a fair value of \$370,768 which is recorded as discount on convertible notes, net of current portion on our balance sheet. The Fall 2006 Warrants allow for the purchase up to an aggregate 1,454,564 shares of our common stock at an exercise price of \$1.25.

We have certain warrants outstanding to purchase our common stock, at various prices, as described in the following table:

| | Number of Shares | Price Range |
|-------------------------------------|---------------------|----------------|
| Outstanding as of December 31, 2008 | 5,193,361 | \$ |

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| | | | |
|--------------------------------------|-----------|----------------|---------|
| | | | 0.125 – |
| | | | 2.00 |
| Issued | 3,613,314 | \$ 0.75 – 1.00 | |
| Exercised | | —\$ | |
| | | | 0.50 – |
| Expired | (923,111) | \$ 0.875 | |
| | | | 0.125 – |
| Outstanding as of September 30, 2009 | 7,883,564 | \$ 2.00 | |

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BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

To determine interest expense related to our outstanding warrants issued in conjunction with debt offerings, the fair value of each award grant is estimated on the date of grant using the Black-Scholes option-pricing model and the calculated value is amortized over the life of the warrant. The determination of expense of warrants issued for services or settlement also uses the option-pricing model. The principal assumptions we used in applying this model were as follows:

| | 2008 | 2009 |
|-------------------------|-------|--------------|
| Risk free interest rate | 2.11% | 0.52 – 2.42% |
| Expected volatility | 310% | 253 – 480% |
| Expected dividend yield | — | — |
| Forfeiture rate | — | — |
| Expected life in years | 1.50 | 0.50 – 3.00 |

The risk-free interest rate is based on U.S Treasury yields in effect at the time of grant. Expected volatilities are based on historical volatility of our common stock. The expected term is presumed to be the mid-point between the vesting date and the end of the contractual term.

The aggregate fair value of the warrants issued and outstanding as of September 30, 2009 totaled \$3,996,764. Of this total, \$87,500 was related to warrants issued to a consultant of which \$35,000 was expensed during the year ended December 31, 2008 and \$52,500 was expensed during the three-month period ended March 31, 2009. The remaining fair value of \$3,909,224 was issued in conjunction with our convertible notes and is recorded on our balance sheet as discount on convertible notes net of amortization of \$2,853,223. We recorded \$608,219 and \$1,101,365 of interest expense related to the amortization of the discount on convertible notes for the nine-month periods ended September 30, 2008 and 2009, respectively.

Note 9. Stockholders' Equity

Preferred Stock

Our certificate of incorporation authorizes our Board of Directors to issue preferred stock, from time to time, on such terms and conditions as they shall determine. As of September 30, 2009 and December 31, 2008 there were no outstanding shares of our preferred stock.

Common Stock

As of December 31, 2008 and September 30, 2009 there were 42,261,268 and 42,897,751 shares of common stock outstanding, respectively. The increase in shares during the nine-month period ended September 30, 2009 is comprised of the following stock issuances: (i) 216,123 shares of our common stock for accrued and unpaid interest related to our 2007 Notes, (ii) 16,948 shares of our common stock to a director in exchange for his services as a director, (iii) 158,606 shares of our common stock in payment of rent pursuant to our Sublease Agreement, and (iv) 244,806 shares of our common stock pursuant to consulting agreements.

Note 10. Stock-Based Compensation and Other Employee Benefit Plans

2007 Equity Incentive Plan

On August 7, 2007, our Board of Directors adopted the BioLargo, Inc. 2007 Equity Incentive Plan (“2007 Plan”) as a means of providing our directors, key employees and consultants additional incentive to provide services. Both stock options and stock grants may be made under this plan. The Compensation Committee administers this plan. The plan allows grants of common shares or options to purchase common shares. As plan administrator, the Compensation Committee has sole discretion to set the price of the options. The Compensation Committee may at any time amend or terminate the plan.

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Under this plan, 6,000,000 shares of our common stock are reserved for issuance under awards. Any shares that are represented by awards under the 2007 Plan that are forfeited, expire, or are canceled or settled in cash without delivery of shares, or that are forfeited back to us or reacquired by us after delivery for any reason, or that are tendered to us or withheld to pay the exercise price or related tax withholding obligations in connection with any award under the 2007 Plan, will again be available for awards under the 2007 Plan. Only shares actually issued under the 2007 Plan will reduce the share reserve. If we acquire another entity through a merger or similar transaction and issue replacement awards under the 2007 Plan to employees, officers and directors of the acquired entity, those awards, to the extent permitted under applicable laws and securities exchange rules, will not reduce the number of shares reserved for the 2007 Plan.

The 2007 Plan imposes additional maximum limitations, which limitations will be adjusted to take into account stock splits, reverse stock splits and other similar occurrences. The maximum number of shares that may be issued in connection with incentive stock options granted to any one person in any calendar year intended to qualify under Internal Revenue Code Section 422 is 160,000 shares. The maximum number of shares that may be subject to stock options or stock appreciation rights granted to any one person in any calendar year is 200,000 shares, except that this limit is 400,000 shares if the grant is made in the year of the recipient's initial employment. The maximum number of shares that may be subject to restricted stock or restricted stock units granted to any one person in any calendar year is 200,000 shares.

The maximum number shares that may be subject to awards granted to any one Participant in any calendar year of (i) performance shares, and/or performance units (the value of which is based on the Fair Market Value of a share of our common stock), is 200,000 shares; and (ii) of performance units (the value of which is not based on the Fair Market Value of a share of our common stock) that could result a payment of more than \$500,000.

During the nine-month period ended September 30, 2009, we granted options to purchase shares of our common stock which aggregated to 120,000 shares, to our Chief Financial Officer, pursuant to the terms of our engagement agreement with him. These options are exercisable at various exercise prices ranging between \$0.28 and \$0.45 depending upon their respective dates of grant. The fair value of these options totaled \$43,100, all of which was expensed during the nine-month period ended September 30, 2009, \$13,300 was expensed during the three-month period ended September 30, 2009. Each option is exercisable for ten years from its respective date of grant.

On April 27, 2009, in an effort to preserve the Company's cash and reduce outstanding payables, we offered to third parties, officers and board members an option ("Option") to purchase common stock in lieu of cash payment to reduce amounts we owed to these individuals. The Options may be exercised at \$0.50 cents a share, an amount which was \$0.20 cents a share above the \$0.30 cents per share closing price of our common stock on April 27, 2009, would be issued pursuant to the Company's 2007 Equity Incentive Plan, and would expire April 27, 2012.

The members of the Board, our Officer's and vendors, opted to reduce their outstanding accrued and unpaid compensation by an aggregate \$150,000 in exchange for Options to purchase up to an aggregate 450,000 shares of common stock. The Options issued to Board members Dennis P. Calvert and Kenneth R. Code were issued at an exercise price of \$0.55 per share, rather than \$0.50 per share. The fair value of these options resulted in additional expense totaling \$6,946. In addition, five individuals who provided services to the Company agreed to reduce their payables by an aggregate \$75,678 and accept Options to purchase up to an aggregate 292,135 shares, under the terms set forth by the Board. The fair value of these options resulted in additional expense totaling \$13,143.

During the nine-month periods ended September 30, 2008 and 2009 we recorded an aggregate \$241,885 and \$478,288 in option compensation expense related to options issued pursuant to the 2007 Plan.

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BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Activity for our stock options under the 2007 Plan for the nine-month period ended September 30, 2009 is as follows:

| | Options Outstanding | Shares Available | Price per share | Weighted Average Price per share |
|------------------------------|------------------------|---------------------|--------------------|---|
| Balances, December 31, 2008 | 785,000 | 5,215,000 | \$ 1.89 | \$ 1.02 |
| Granted | 832,136 | (832,136) | \$ 0.55 | \$ 0.49 |
| Exercised | — | — | — | — |
| Canceled | — | — | — | — |
| Balances, September 30, 2009 | 1,617,136 | 4,382,865 | \$ 1.89 | \$ 0.73 |

The following table summarizes the stock options issued under the 2007 Equity Plan outstanding at September 30, 2009.

| Options Outstanding at September 30, 2009 | Exercise Price | Weighted Average Remaining Contractual Life | Weighted Average Exercise Price | Currently Exercisable Number of Shares at September 30, 2009 | Weighted Average Exercise Price |
|--|-------------------|---|--|--|---------------------------------------|
| 20,000 | \$ 0.40 | 10 | \$ 0.40 | 20,000 | \$ 0.40 |
| 605,000 | \$0.94 – 1.03 | 10 | \$ 0.97 | 105,000 | \$ 0.94 |
| 50,000 | \$ 1.89 | 10 | \$ 1.89 | 50,000 | \$ 1.89 |
| 110,000 | \$0.35 – 1.65 | 10 | \$ 1.04 | 110,000 | \$ 1.04 |
| 120,000 | \$0.28 – 0.50 | 10 | \$ 0.40 | 120,000 | \$ 0.40 |
| 592,135 | \$ 0.50 | 3 | \$ 0.50 | 592,135 | \$ 0.50 |
| 120,000 | \$ 0.55 | 3 | \$ 0.55 | 120,000 | \$ 0.55 |

Stock Options Issued Outside the 2007 Equity Incentive Plan

On January 10, 2008, pursuant to consulting agreements with Jeffrey C. Wallace and Robert J. Szolomayer, we issued options outside the 2007 Equity Plan to purchase 2,400,000 shares of our common stock at \$0.99 per share. Each option is exercisable for five years, and vests in four equal installments commencing on the date of the respective consulting agreement and continuing on each of December 31, 2008, December 31, 2009 and December 31, 2010 (each, an “Option Vesting Date”); provided that no additional portion of each option shall vest if Mr. Wallace or Mr. Szolomayer, as the case may be, is not providing services under his consulting agreement as of such Option Vesting Date. The fair value of these options was \$2,358,240, and for the nine-month periods ended September 30, 2008 and 2009 we recognized \$1,032,840 and \$445,500 of consulting expense, respectively.

On April 30, 2007, we issued an option outside the 2007 Equity Plan to our Chief Executive Officer to purchase 7,733,259 shares of our common stock at \$0.18 per share, a discount to the \$0.37 closing price on the date of issuance.

This option vests over three years in equal amounts on the anniversary date, and expires ten years from the date of issuance. The fair value of this option was \$2,861,306, and for the nine -month periods ended September 30, 2008 and 2009 we recognized \$715,326 of compensation expense.

On April 27, 2009, we issued an option to purchase 691,974 shares of our common stock to New Millennium in exchange for the reduction of accrued and unpaid interest. (See Note 12.) The fair value of this option resulted in additional expense totaling \$40,059.

We recognize compensation expense for stock option awards on a straight-line basis over the applicable service period of the award, which is the vesting period. Share-based compensation expense is based on the grant date fair value estimated using the Black-Scholes Option Pricing Model. The following methodology and assumptions were used to calculate share based compensation for the three-month periods ended September 30, 2008 and 2009:

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

| | Non plan Option | 2007 Plan |
|-------------------------|--------------------|----------------|
| Risk free interest rate | 1.50% | 1.5 – 3.00% |
| Expected volatility | 482% | 482 – 769% |
| Expected dividend yield | — | — |
| Forfeiture rate | — | — |
| Expected life in years | 3 | 3 |

Expected price volatility is the measure by which our stock price is expected to fluctuate during the expected term of an option. Expected volatility is derived from the historical daily change in the market price of our common stock, as we believe that historical volatility is the best indicator of future volatility.

Following the guidance of Staff Accounting Bulletin No. 107, we follow the “shortcut” method to determine the expected term of plain vanilla options issued to employees and Directors. The expected term is presumed to be the mid-point between the vesting date and the end of the contractual term.

The risk-free interest rate used in the Black-Scholes calculation is based on the prevailing U.S Treasury yield as determined by the U.S. Federal Reserve. We have never paid any cash dividends on our common stock and do not anticipate paying cash dividends on our common stock in the foreseeable future.

Stock-based compensation expense recognized in the consolidated statements of operations is based on awards ultimately expected to vest, reduced for estimated forfeitures. Forfeitures are estimated at the time of grant, and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. Historically, we have not had significant forfeitures of unvested stock options granted to employees and Directors. A significant number of our stock option grants are fully vested at issuance or have short vesting provisions. Therefore, we have estimated the forfeiture rate of our outstanding stock options as zero.

Note 11. Accounts Payable and Accrued Expenses

Accounts payable and accrued expenses included the following:

| | December 31, 2008 | September 30, 2009 |
|---|-------------------------|--------------------------|
| Accounts payable and accrued expenses | \$ 302,518 | \$ 487,186 |
| Accrued interest | 560,031 | 423,138 |
| Officer and Board of Director payable | 130,882 | 291,110 |
| Total Accounts Payable and Accrued Expenses | \$ 993,431 | \$ 1,201,434 |

On April 27, 2009, in an effort to preserve the Company’s cash and reduce outstanding payables, the Board offered to third parties, a related party, officers and board members an option (“Option”) to purchase shares of our common stock in lieu of cash payment to reduce amounts owed by the Company.

Accounts payable and accrued expenses were reduced as certain vendors, consultants and professionals agreed to accept options to purchase shares of our common stock as payment of an aggregate \$75,678, of which \$45,543 was outstanding as of December 31, 2008, and the balance of \$30,135 related to expenses incurred in the three-month period ended March 31, 2009. (See Note 7.)

Accrued interest as of December 31, 2008, includes \$380,658 of accrued and unpaid interest related to a note previously held by New Millennium Capital Partners, LLC ("New Millennium"), a related party. The interest owed to New Millennium does not accrue additional interest (see Note 12). On April 27, 2009, New Millennium agreed to accept from the Company an option to purchase common stock as payment of \$230,658 of the outstanding \$380,658 in accrued but unpaid interest. The option will allow New Millennium to purchase up to 691,974 shares of the Company's common stock at \$0.55 cents per share. (See Note 7.) New Millennium further agreed to extend the due date for the remaining \$150,000 accrued and unpaid interest to April 30, 2010. The remaining \$273,138 of accrued and unpaid interest relates to outstanding convertible promissory notes issued by the Company pursuant to its sale of unregistered securities. (See Note 4.)

During the nine-month period ended September 30, 2009, we paid \$90,363 of outstanding interest by issuing an aggregate 216,123 shares of common stock, pursuant to the terms of certain promissory notes issued pursuant to the Spring 2008 Offering, issued at prices ranging from \$0.37 to \$0.47 per share.

BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

During the nine-month periods ended September 30, 2008 and 2009, we recorded \$185,904 and \$205,308, respectively, of interest expense related to the convertible notes outstanding.

Our Officers and board of directors agreed to accept an option to purchase shares of our common stock as payment of \$150,000 of accounts payable and accrued expenses, of which \$140,000 were outstanding as of December 31, 2008 and the balance of \$10,000 related to board of director expense incurred in 2009. (See Note 7.)

Note 12. Related Party Transaction

New Millennium

In March 2003, New Millennium, a company controlled by our president and chief executive officer, Dennis Calvert, purchased from a third party a promissory note in the principal amount of \$1,120,000 we assumed pursuant to a licensing transaction in October 2002.

On April 28, 2006, New Millennium agreed to amend the terms of the \$1,120,000 promissory note (the "New Millennium 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 \$318,000 to \$256,000, also equal to a 19.6% reduction.

On April 13, 2007, we entered into an agreement with New Millennium whereby the \$900,000 principal amount of the New Millennium Note was converted into 1,636,364 shares of our common stock, at a price of \$0.55 per share, which was the last bid price on the date of conversion. The remaining accrued but unpaid interest in the amount of \$380,658 was not converted, and the parties agreed that no further interest would accrue, and that the interest would be paid on or before January 15, 2008, subsequently extended to April 30, 2009 by the Board of Directors and New Millennium.

On April 27, 2009, New Millennium agreed to accept an option to purchase common stock as payment of \$230,658 of the outstanding \$380,658 in accrued but unpaid interest. The option allows New Millennium to purchase up to 691,974 shares of the Company's common stock at \$0.55 cents per share, on or before April 27, 2012. New Millennium further agreed to extend the due date for the remaining \$150,000 accrued and unpaid interest to April 30, 2010. (See Notes 7, 10 and 11.)

Note 13. Commitments and Contingencies

Litigation

From time to time, we are party to various claims, legal actions and complaints arising periodically in the ordinary course of our business. In the opinion of management, no such matters will have a material adverse effect on our financial position or results of operations.

Stock-Based Commitments

We have utilized and presently utilize the services of a number of consultants who have been and are compensated with shares of our common stock or securities convertible into or exercisable for shares of our common stock. Therefore, we may be obligated to issue additional securities to these consultants pursuant to the terms of our

arrangements or agreements with them.

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BIOLARGO, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

C.F.O Agreement Extension

On February 23, 2009, BioLargo, Inc. (the “Company”) and its Chief Financial Officer Charles K. Dargan, II agreed to extend the engagement agreement dated February 1, 2008 (the “Engagement Agreement”), pursuant to which Mr. Dargan served as the Company’s Chief Financial Officer for a period of one year, expiring January 31, 2009. The Engagement Extension Agreement dated as of February 1, 2009 (the “Engagement Extension Agreement”) provides for an additional one-year term effective February 1, 2009 (the “Extended Term”). During the Extended Term, Mr. Dargan will continue to receive a fee of \$4,000 per month, which amount will be increased to \$8,000 or more in months during which the Company files its periodic reports with the Securities and Exchange Commission.

In addition to the cash compensation specified above, Mr. Dargan will be issued stock options over the Extended Term as follows:

- an option to purchase 50,000 shares of the Company’s common stock, granted on February 23, 2009, at an exercise price equal to the closing price of a share of the Company’s common stock on the grant date, such option to vest in full 90 days after grant; and
- options to purchase 10,000 shares of the Company’s common stock, each such option to be granted on the last day of each month commencing April 2009 and ending January 2010, provided that the Engagement Extension Agreement with Mr. Dargan has not been terminated prior to each such grant date, at an exercise price equal to the closing price of a share of the Company’s common stock on each grant date, each such option to be fully vested upon grant.

All other provisions of the Engagement Agreement not expressly amended pursuant to the Engagement Extension Agreement remain the same, including provisions regarding indemnification and arbitration of disputes.

Note 14. Subsequent Events

Stock Issuances

Subsequent to September 30, 2009, we issued an aggregate 200,160 shares of our common stock. Of the total, (i) 49,515 shares of our common stock were issued as payment of obligations related to third party consultants and vendors, (ii) 112,198 shares of our common stock were issued as payment of \$42,211 of accrued and unpaid interest due on promissory notes issued in our Fall 2008 Offering (see Note 4), and (iii) 38,477 shares of our common stock were issued as payment of rental obligations pursuant to our Sublease agreement.

Spring 2009 Offering

Subsequent to September 30, 2009, we received \$290,000 from seven investors, and issued Spring 2009 Notes, the principal amount of which allow for conversion into an aggregate 527,276 shares of our common stock, issued Spring 2009 One-Year Warrants that allow purchase of up to an aggregate 527,276 shares of our common stock, and issued Spring 2009 Three-Year Warrants that allow purchase of up to an aggregate 527,276 shares of our common stock.

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.

Extension of Maturity Date of Note Payable

On August 3, 2009, we received \$70,000 and issued a promissory note with a maturity date of October 31, 2009. (See Note 6.) On October 31, 2009, the maturity date of this promissory note was extended to February 1, 2010.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q 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; and
- the success of our financing plans.

You can identify these and other forward-looking statements by the use of words such as "may", "will", "expects", "anticipates", "believes", "estimates", "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-Q, 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-K for the year ended December 31, 2008. Unless otherwise expressly stated herein, all statements, including forward-looking statements, set forth in this Form 10-Q are as of September 30, 2009, 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., a Delaware corporation, and its wholly-owned subsidiary, BioLargo Life Technologies, Inc., a California corporation.

The following discussion and analysis should be read in conjunction with our unaudited consolidated financial statements and the related notes to the consolidated financial statements included elsewhere in this report.

Overview

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. The centerpiece of our BioLargo technology is CupriDyne™, which works by combining minerals with water from any source and delivering "free iodine" on demand, in controlled dosages, in order to balance efficacy of disinfectant performance with concerns about toxicity.

In addition to our BioLargo technology, in 2008 we acquired the rights to market an iodine based water disinfection system (the "Isan system") from Ioteq IP Pty. Ltd., an Australian company, and its U.S. affiliate Ioteq Inc. The Isan system is an automated water disinfection system that substantially reduces the incidence of fungal growth, spoilage, organisms and pathogens in water and on food. Capable of treating high volumes of water flow, the Isan system is a combination of electrodes for measuring iodine levels in the target water stream, a control unit which automatically controls the running of the system, iodine canisters to deliver the iodine, and resin canisters to collect by-products after disinfection has been completed. The Isan system is registered with the APVMA (Australian Pesticides and Veterinary Medicines Authority) and FSANZ (Food Standards Australia and New Zealand) in Australia and New Zealand, where it has approximately 150 customer installations currently operating. Ioteq and its Isan system were

honored in early 2009 as a Top 50 Water Company for the 21st Century by the Artemis Project.

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Both our BioLargo technology and the Isan system have potential commercial applications within global industries, including but not limited to agriculture, animal health, beach and soil environmental remediation, consumer products, food processing, medical, and water industries. While we believe the potential applications are many, we are currently focused in two primary areas — the development of certain products designed for the animal health industry, and agriculture.

First, we are focused on commercializing our BioLargo technology and the Isan system in products applicable to the agriculture industry. We are actively seeking to secure strategic partners to either license or partner with to exploit commercial opportunities for CupriDyne and for the Isan system. The Isan related opportunities are focused primarily on post-harvest treatment of fruits and vegetables, irrigation supply, and hydroponic growers. We continue to work with a number of very large global companies who are engaged in technology evaluation and testing processes. Simultaneously, we are also actively seeking to identify and negotiate regional or global partnerships to exploit commercial opportunities for these technologies. No such regional or global partnerships have been formed at this time, and we can make no representation about its ability to successfully conclude such partnership arrangements.

Second, in 2009 we introduced animal health products under the brand name “Odor-No-More”, and continue development of additional products.

Although we are focused primarily on odor control products and agriculture, we also intend to continue to advance our intellectual property, product designs and licensing opportunities for our technology for use in other industries, as capital resources are available to support these efforts.

Odor-No-More

During 2008 we identified and began development of three products incorporating our BioLargo technology targeted to the animal health marketplace, the primary product advantages help customers save time and money while controlling odor and moisture. In 2009, we have begun selling these products under the “Odor-No-More” brand name:

1. Animal Bedding Additive (for horses/livestock, small animals, reptiles, and birds)
2. Cat Litter Additive
3. Facilities and Equipment Wash

We have established local third party manufacturing and packaging for the products, as well as alternative manufacturing facilities in other parts of the United States. On May 13, 2009, as a result of our test marketing efforts, we announced the launch of our initial three Odor-No-More branded products. Since that time, we have signed national distributors in the animal care market, one of the largest catalog and eCommerce animal health supply retailers, a distributor in the exotic animal care market, and are currently in discussions with other industry leaders. We received our first large commercial order for Odor-No-More products, from national distributor E.T. Horn Company, in June 2009, and as of the quarterly period ended September 30, 2009, earned revenue. With over 9,000,000 horses in the United States, and 39 billion dollars of equine products and services sold annually, our advertising efforts have initially focused on the equine industry.

As part of our promotional and advertising campaign we are sponsoring and participating in equestrian events, local fairs, trade shows, horse and livestock shows, and a horse rescue organization.

In September 2009, we launched three new bedding additive products for small animals, birds and reptiles. We plan to market these products to the pet industry in the near future.

A number of our Odor-No-More products may be eligible for certain regulated claims. While we are not required to pursue such claims, it may, at some point in the future, be in the best interests of the Company to work towards and

pursue additional regulated marketing claims to further differentiate the products in the marketplace as financial resources are more readily available.

Results of Operations—Comparison of the three- and nine-month periods ended September 30, 2008 and 2009

Our first commercial products based on our BioLargo technology were launched May 2009. We generated revenues of \$115,741 during the nine-month period ended September 30, 2009. During the nine-month period ended September 30, 2009, we incurred a net loss of \$5,303,315. Of this amount, \$2,585,854 consists of non-cash expenses related to the issuances of stock options, warrants and stock for services and \$837,576 of expense related to the amortization of our intangible assets. During that time, we commercially launched our Odor-No-More branded products, continued research and development on our technologies, and continued our efforts to market the Isan system.

Revenue

We generated \$115,741 and \$115,741 in revenues from operations during the three and nine-month periods ended September 30, 2009, compared to zero revenues during the three and nine-month periods ended September 30, 2008. The revenues consist entirely of sales of our Odor-No-More products, which we commercially launched in May 2009.

Selling, General and Administrative Expense

Selling, General and Administrative expenses were \$919,103 and \$3,056,771 for the three- and nine-month periods ended September 30, 2009, compared to \$915,101 and \$3,865,758 for the three- and nine-month periods ended September 30, 2008, an increase of \$4,002 and a decrease of \$808,987, respectively. The largest components of these expenses were:

- a. Salaries and Payroll-related Expenses: These expenses were \$458,250 and \$1,392,843 for the three- and nine-month periods ended September 30, 2009, compared to \$449,837 and \$1,398,506 for the three- and nine-month periods ended September 30, 2008, an increase of \$8,413 and a decrease of \$5,663, respectively. Of these amounts, non-cash stock option expenses comprised \$925,861 during the nine-month period ended September 30, 2009, compared to \$998,506 during the same period in 2008.
- b. Consulting Expenses: These expenses were \$260,444 and \$808,991 for the three- and nine-month periods ended September 30, 2009, compared \$238,270 and \$1,606,018 for the three- and nine-month periods ended September 30, 2008, an increase of \$22,174 and a decrease of \$797,027, respectively. The increase in the three-month period September 30, 2009, is related to increased expenses associated with the launch of our Odor-No-More products. The decrease in the nine-month period ended September 30, 2009 is primarily attributable to non-cash stock option compensation expenses incurred in 2008, related to the vesting schedule of the options issued in connection with the long-term consulting agreements with Robert Szolomayer, our Director of Corporate Development, and Jeffrey Wallace, our Director of Sales and Marketing, both of which began in January 2008, as well as a warrants that vested in the three- and nine-month periods ended September 30, 2008 related to consultants and other professional advisors.
- c. Professional Fees: These expenses were \$76,602 and \$230,526 for the three- and nine-month periods ended September 30, 2009, compared to \$120,851 and \$475,343 for the three- and nine-month periods ended September 30, 2008, a decrease of \$44,249 and \$244,817, respectively. The decrease in the three- and nine-month periods ended September 30, 2009 is primarily attributable to a comparative reduction in legal fees resulting from a reduced need for those services.
- d. Other Expense: These expenses were \$60,000 and \$170,000 for the three- and nine-month periods ended September 30, 2009, compared to \$20,000 and \$0 for the three- and nine-month periods ended September 30, 2008. The expenses incurred in 2008 and 2009 were the result of expense pursuant to a marketing agreement with Ioteq which was executed in September 2008.

Interest expense

Interest expense totaled \$454,429 and \$1,329,235 for the three- and nine-month periods ended September 30, 2009, compared to \$300,912 and \$794,123 for the three- and nine-month periods ended September 30, 2008, an increase of \$153,517 and \$535,112, respectively. Our interest expenses are primarily comprised of two components – interest due on debt obligations, and fair value expense associated with warrants issued in our private offerings. Our interest expense continues to increase as we continue to raise money, and issue promissory notes and related warrants, through our private security offerings.

Research and Development

Research and development expenses were \$39,319 and \$132,637 for the three- and nine-month periods ended September 30, 2009, compared to \$54,456 and \$148,100 for the three- and nine-month periods ended September 30, 2008, a decrease of \$15,137 and a decrease of \$15,503, respectively. These decreases relate to a slight decrease in legal patent activity in 2009 as compared with 2008.

Net Loss

Net loss for the three- and nine-month periods ended September 30, 2009 was \$1,640,703 and \$5,303,315, or a loss of \$0.04 and \$0.12 per share, compared to a net loss for the three- and nine-month periods ended September 30, 2008 of \$1,545,954 and \$5,622,496, or a loss of \$0.04 and \$0.13 per share, respectively. The net loss for the nine-month period decreased due to the aforementioned decrease in consulting fees and professional fees, partially offset by the increase in interest expense and in other expense related to the marketing agreement with Ioteq, and to a new contract with a consultant to provide technical services related to our technologies. The net loss for the three-month period September 30, 2009 increased due to the increase in interest expense and in other expense related to the marketing agreement with Ioteq. The net loss per share was unchanged for the three-month periods ended September 30, 2009 and 2008, and decreased by \$0.01 cents as compared to the three- and nine-month periods ended September 30, 2009 and 2008 due to the reduction of consulting fees and an increase in the comparable number of weighted average shares outstanding.

Liquidity and Capital Resources

We have been, and anticipate that we will continue to be, limited in terms of our capital resources. Until we are successful in commercializing products or negotiating and securing payments for licensing rights from prospective licensing candidates, we expect to continue to have operating losses. Cash and cash equivalents totaled \$138,692 at September 30, 2009. We had negative working capital of \$3,421,873 for the nine-month period ended September 30, 2009, compared with negative working capital of \$1,772,411 for the nine-month period ended September 30, 2008. We had negative cash flow from operating activities of \$891,102 for the nine-month period ended September 30, 2009, compared to a negative cash flow from operating activities of \$1,574,899 for the nine-month period ended September 30, 2008. We primarily used 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 significant additional capital to sustain operations and further implement our business plan and we may be compelled to reduce or curtail certain activities to preserve cash.

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 \$5,303,315 for the nine-month period ended September 30, 2009, and an accumulated stockholders' deficit of \$47,459,347 as of September 30, 2009. 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 its ability to attract significant new sources of capital, attain a reasonable threshold of operating efficiencies and achieve profitable operations by licensing or otherwise commercializing products incorporating our BioLargo technology. The financial statements do not include any adjustments that might be necessary if we are unable to continue as a going concern.

As of September 30, 2009 we had \$2,937,985 aggregate principal amount, together with \$273,138 accrued and unpaid interest, outstanding on various promissory notes. We may pay all of these amounts in cash or in stock, at our option, at maturity. In addition, as of September 30, 2009, we had \$778,296 in accrued and unpaid payables, including officer and director payables. Due to our limited cash resources, our payables increased during the nine-month period ended September 30, 2009. In addition, as of September 30, 2009, we owed \$150,000 in accrued and unpaid interest to New

Millennium Capital Partners, LLC, an entity controlled by Dennis P. Calvert, our President and Chief Executive Officer.

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We will be required to raise substantial additional capital to expand our operations, 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, and possible strategic acquisitions or alliances, as well as to meet our liabilities as they become due for the next 12 months. We may also be compelled to reduce or curtail certain activities to preserve cash. During the nine-month period ended September 30, 2009, we received gross and net proceeds of \$869,410 pursuant to private offerings of our securities.

We are continuing to explore 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. To fully implement our business plan, we believe that we must raise up to an additional \$10 million in financing. There can be no assurance that we will be able to raise any additional capital. No commitments are in place as of the date of the filing of this report for any such additional financings. Moreover, in light of the current unfavorable global economic conditions, we can not make assurances that any such financing is likely to be in place in the immediate future.

It is also unlikely that we will be able to qualify for bank or other financial institutional debt financing 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 or more.

If we are unable to raise sufficient capital, we may be required to curtail some of our operations, including efforts to develop, test, market, evaluate, license and legally protect our BioLargo technology. If we were forced to curtail aspects of our operations, there could be a material adverse impact on our intellectual property, financial condition and results of operations.

Obligation to New Millennium Capital Partners, LLC

In March 2003, New Millennium, a company controlled by our president and chief executive officer, Dennis P. Calvert, purchased from a third party a promissory note in the principal amount of \$1,120,000 we assumed pursuant to a licensing transaction in October 2002.

On April 28, 2006, New Millennium agreed to amend the terms of the \$1,120,000 promissory note (the "New Millennium 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 \$318,000 to \$256,000, also equal to a 19.6% reduction.

On April 13, 2007, we entered into an agreement with New Millennium whereby the \$900,000 principal amount of the New Millennium Note was converted into 1,636,364 shares of our common stock, at a price of \$0.55 per share, which was the last bid price on the date of conversion. The remaining accrued but unpaid interest in the amount of \$380,658 was not converted, and the parties agreed that no further interest would accrue, and that the interest would be paid on or before January 15, 2008. On November 12, 2008, Mr. Calvert and we further extended the date on which interest would be paid to April 30, 2009.

On April 27, 2009, New Millennium agreed to accept as payment of \$230,658 of the outstanding \$380,658 in accrued but unpaid interest an option to purchase 691,974 shares of the Company's common stock, exercisable at 55 cents per share. The expiration date of the option is April 24, 2012. New Millennium further agreed to extend the due date for the remaining \$150,000 unpaid interest to April 30, 2010.

2007 Equity Incentive Plan

On April 27, 2009, in an effort to preserve the Company's cash and reduce outstanding payables, the Board offered to third parties, officers and board members an option ("Option") to purchase common stock in lieu of cash payment to reduce amounts owed by the Company. The Options may be exercised at \$0.50 cents a share, an amount which was 20 cents a share above the \$0.30 per share closing price of the Company's common stock on April 27, 2009, would be issued pursuant to the Company's 2007 Equity Incentive Plan, and would expire April 27, 2012.

The members of the Board, as well as the Company's Chief Financial Officer, opted to reduce their outstanding accrued and unpaid compensation by an aggregate \$150,000 in exchange for Options to purchase up to an aggregate 450,000 shares of common stock. The Options issued to Board members Dennis P. Calvert and Kenneth R. Code were issued at an exercise price of \$0.55 per share, rather than \$0.50 per share. In addition, seven individuals who provided services to the Company agreed to reduce their payables by an aggregate \$99,378 and accept Options to purchase up to an aggregate 298,135 shares, under the terms set forth by the Board.

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 revenue will come from two sources: sales of Odor-No-More products and from royalties and license fees from our intellectual property. Odor-No-More revenue is recognized upon shipment of the product and all other contingencies have been met. 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 the Company's policy to expense share based payments as of the date of grant. We utilize the Black Scholes model for valuing options for which 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

Only July 1, 2009, the Financial Accounting Standards Board (FASB) launched the FASB Accounting Standards Codification as the single source of authoritative nongovernmental U.S. generally accepted accounting principles (GAAP). The Codification is effective for interim and annual periods ending after September 15, 2009. All existing accounting standards documents are superseded as described in FASB Statement No. 168, The FASB Accounting

Standards Codification and the Hierarchy of Generally Accepted Accounting Principles. All other accounting literature not included in the Codification is nonauthoritative.

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 4. Controls and Procedures

(a) Evaluation of disclosure controls and procedures.

We conducted an evaluation, under the supervision and with the participation of management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Report.

Our procedures have been designed to ensure that the information relating to our company, including our consolidated subsidiary, required to be disclosed in our SEC reports 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.

Based on this evaluation, our chief executive officer and chief financial officer concluded that as of the evaluation date our disclosure controls and procedures need improvement. Additionally, due to limited personnel and the resulting competing demands on our senior officers, at times there have been delays in disseminating information internally to those parties responsible for processing such information for disclosure. We have implemented certain further steps that we believe are warranted and believe, subject to our continuing evaluation and review of these further steps, that yet additional steps may also be warranted. In February 2008, we hired a Chief Financial Officer who is a Certified Public Accountant. We have also adopted disclosure controls and procedures guidelines. Additional steps that we believe that we must undertake are to retain a consulting firm to, among other things, design and implement adequate systems of accounting and financial statement disclosure controls during the current fiscal year to comply with the requirements of the SEC. We believe that the ultimate success of our plan to improve further our internal controls over financial reporting and disclosure controls and procedures will require a combination of additional financial resources, outside consulting services, legal advice, additional personnel, further reallocation of responsibility among various persons, improved lines of communication internally and substantial additional training of those of our officers, personnel and others, including certain of our directors such as our committee chairs, who are charged with implementing and/or carrying out our plan.

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-Q that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II

OTHER INFORMATION

Item Unregistered Sales of Equity Securities and Use of Proceeds

2.

Spring 2009 Offering

In April 2009 we commenced a private offering (the “Spring 2009 Offering”) of up to \$1,000,000 of our 10% convertible promissory notes due June 1, 2012 (the “Spring 2009 Notes”), subject to an over-allotment option of 15%, or an aggregate \$1,150,000 principal amount of Spring 2009 Notes. We can unilaterally convert the Spring 2009 Notes (i) on or after December 15, 2009, if we have received one or more written firm commitments, or have 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, the Spring 2009 Notes may be repaid in cash or may be converted, at the noteholders’ option or our option, into shares of our common stock, on or before the maturity date.

The Spring 2009 Notes are convertible into shares of our common stock at a conversion price of \$0.55 per share. Purchasers of the Spring 2009 Notes receive, for no additional consideration, two stock purchase warrants, each of which entitle the holder to purchase the number of shares of the Company’s Common Stock into which the principal amount of the Note is initially convertible. The first warrant (the “Spring 2009 One-Year Warrant”) is exercisable at a price of \$0.75 per share and expires on June 1, 2010. The second warrant (the “Spring 2009 Three-Year Warrant”) is exercisable at a price of \$1.00 per share and expires on June 1, 2012. (See Note 8.)

From the inception of the Spring 2009 Offering in April 2009, through September 30, 2009 we received gross and net proceeds of \$231,360 from nine investors and issued Spring 2009 Notes, the principal amount of which allow for conversion into an aggregate 420,657 shares of our common stock.

For the three-month period ended September 30, 2009, we issued common stock as follows: (i) 60,670 shares of our common stock for accrued and unpaid interest related to our 2007 Notes, (ii) 53,525 shares of our common stock in payment of rent pursuant to our Sublease Agreement, and (iv) 82,826 shares of our common stock pursuant to consulting agreements.

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.

Item Submission of Matters to a Vote of Security Holders

4.

Stockholders beneficially owning 26,186,805 shares, or approximately 61.8%, of our outstanding common stock as of May 15, 2009, executed a written consent as of July 1, 2009, with respect to the election of the following five directors to serve until our 2009 annual meeting of stockholders or until each such person's successor is duly elected and qualified:

| Name | For | Withheld |
|-------------------|------------|----------|
| Dennis P. Calvert | 26,186,805 | (1) |
| Kenneth R. Code | 26,186,805 | (1) |
| Gary A. Cox | 26,186,805 | (1) |

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| | | |
|----------------------|------------|-----|
| Dennis E. Marshall | 26,186,805 | (1) |
| Joseph L. Provenzano | 26,186,805 | (1) |

(1) Because proxies were not solicited, withheld votes cannot be calculated.

Item 6. Exhibits

The exhibits listed below are attached hereto and filed herewith:

| Exhibit No. | Description |
|-------------|--|
| 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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SIGNATURES

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

BIOLARGO, INC.

Date: November 16, 2009

By:

/s/ DENNIS P. CALVERT
Dennis P. Calvert
Chief Executive Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|-------------|--|
| 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). |