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PURE BIOSCIENCE
Form 10QSB
June 14, 2007

U.S. Securities and Exchange Commission
Washington, D.C. 20549

Form 10-QSB

(Mark One)

- QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the period ended April 30, 2007
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 [No Fee Required]
For the transition period from _____ to _____

Commission File number 0-21019

PURE Bioscience

(Name of small business issuer in its charter)

California

(State or other jurisdiction of incorporation or
organization)

33-0530289

(IRS Employer Identification No.)

1725 Gillespie Way, El Cajon, California 92020

(Address of principal executive offices)

619 596 8600

Issuer's telephone number

Check whether the issuer (1) filed all reports to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 X No ___

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

State the number of shares outstanding of each of the issuer's classes of common equity as of the latest practicable date: 24,801,555 as of May 31, 2007.

CONSOLIDATED BALANCE SHEETS

| | (Unaudited) April 30 2007 | July 31 2006 |
|--|---------------------------------|-----------------|
| | <hr/> | <hr/> |
| ASSETS | | |
| Current Assets | | |
| Cash and cash equivalents | \$ 2,230,535 | \$ 4,720,362 |
| Accounts receivable, net of allowance for doubtful accounts of \$0 at July 31, 2006 and \$0 at April 30, 2007 | 116,516 | 58,075 |
| Inventories | 240,790 | 171,939 |
| Prepaid expenses | | 116,242 |
| | <hr/> | <hr/> |
| Total current assets | 2,587,841 | 5,066,618 |
| | <hr/> | <hr/> |
| Property, Plant and Equipment | | |
| Property, plant and equipment | 986,598 | 353,272 |
| | <hr/> | <hr/> |
| Total property, plant and equipment | 986,598 | 353,272 |
| | <hr/> | <hr/> |
| Other Assets | | |
| Prepaid consulting | 174,525 | 398,915 |
| Deposits | 9,744 | 9,744 |
| Patents and licenses | 2,081,884 | 2,136,725 |
| | <hr/> | <hr/> |
| Total other assets | 2,266,153 | 2,545,384 |
| | <hr/> | <hr/> |
| Total assets | \$ 5,840,592 | \$ 7,965,274 |
| | <hr/> | <hr/> |
| LIABILITIES AND STOCKHOLDERS EQUITY | | |
| Current Liabilities | | |
| Accounts payable | \$ 424,240 | \$ 334,040 |
| Accrued liabilities | 97,642 | 75,448 |
| Taxes payable | | 2,400 |
| | <hr/> | <hr/> |
| Total current liabilities | 521,882 | 411,888 |
| | <hr/> | <hr/> |
| Total liabilities | 521,882 | 411,888 |
| | <hr/> | <hr/> |
| Stockholders' Equity | | |
| Preferred Stock | | |
| Class A common stock, no par value: | | |
| 50,000,000 shares authorized | | |
| 23,983,002 issued and outstanding at July 31, 2006, and | | |
| 24,805,805 issued and outstanding at April 30, 2007 | 28,062,319 | 27,545,223 |
| Warrants: | | |
| 391,698 issued and outstanding at July 31, 2006, and | | |
| 391,698 issued and outstanding at April 30, 2007 | 245,825 | 245,825 |
| Accumulated deficit | (22,989,434) | (20,237,662) |
| | <hr/> | <hr/> |
| Total stockholders' equity | 5,318,710 | 7,553,386 |
| | <hr/> | <hr/> |
| Total liabilities and stockholders' equity | \$ 5,840,592 | \$ 7,965,274 |
| | <hr/> | <hr/> |

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The accompanying notes are an integral part of the financial statements

CONSOLIDATED STATEMENTS OF OPERATIONS

| | For the Nine Months Ended April 30 | | For the Three Months Ended April 30 | |
|--|---------------------------------------|-------------|--|-----------|
| | 2007 | 2006 | 2007 | 2006 |
| | (Unaudited) | | (Unaudited) | |
| Net revenues | \$ 328,842 | \$ 158,925 | \$ 132,379 | \$ 44,314 |
| Cost of sales | 215,804 | 66,585 | 88,880 | 22,592 |
| Gross profit | 113,038 | 92,340 | 43,499 | 21,722 |
| Selling expenses | 523,518 | 410,418 | 124,775 | 168,747 |
| General and administrative expenses | 1,604,849 | 1,278,435 | 582,627 | 411,712 |
| Research and development | 874,900 | 815,958 | 253,562 | 332,450 |
| Total operating costs | 3,003,267 | 2,504,811 | 960,964 | 912,909 |
| Loss from operations | (2,890,229) | (2,412,471) | (917,465) | (891,187) |
| Other income and (expense): | | | | |
| Interest income | 129,055 | 24,904 | 37,621 | 23,710 |
| Other | 9,402 | (12,575) | 3,474 | (3,975) |
| Total other income (expense) | 138,457 | 12,329 | 41,095 | 19,735 |
| Net loss before taxes | (2,751,772) | (2,400,142) | (876,370) | (871,452) |
| Income tax provision | | | | |
| Net loss after taxes | (2,751,772) | (2,400,142) | (876,370) | (871,452) |
| Net loss per common share, basic and diluted | \$ (0.11) | \$ (0.13) | \$ (0.03) | \$ (0.04) |

CONSOLIDATED STATEMENTS OF ACCUMULATED DEFICITS

| | (Unaudited) Year-to-Date Ended April 30 2007 | Year Ended July 31 2006 |
|------------------------------|--|----------------------------------|
| Balance, beginning of period | \$ (20,237,662) | \$ (16,554,736) |
| Net income (loss) | (2,751,772) | (3,682,926) |
| Balance, end of period | \$ (22,989,434) | \$ (20,237,662) |

The accompanying notes are an integral part of the financial statements

CONSOLIDATED STATEMENTS OF CASH FLOWS

| | For the Nine Months Ended April 30 | |
|---|---|----------------|
| | 2007 | 2006 |
| | <hr/> | <hr/> |
| Cash flows from operating activities: | | |
| Net loss | \$ (2,751,772) | \$ (2,400,142) |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Amortization and depreciation | 329,032 | 199,945 |
| Services paid for with stock and options | 385,670 | 418,777 |
| Changes in assets and liabilities: | | |
| Accounts receivable | (58,442) | 2,435 |
| Other receivables and interest receivable | | 135,338 |
| Notes and other amounts receivable (Water Treatment Division sale) | | 200,000 |
| Prepaid expense | 116,242 | 12,568 |
| Inventory | (68,851) | (76,112) |
| Accounts payable and accrued cash liabilities | 112,394 | (31,424) |
| Income tax payable | (2,400) | (2,800) |
| | <hr/> | <hr/> |
| Net cash (used) in operating activities | (1,938,127) | (1,541,415) |
| Cash flows from investing activities | | |
| Investment in capitalized patents and licenses | (67,393) | (11,734) |
| Purchase of property, plant and equipment | (840,122) | (95,689) |
| | <hr/> | <hr/> |
| Net cash (used) in investing activities | (907,515) | (107,423) |
| Cash flows from financing activities | | |
| Proceeds from short-term loans | | 80,000 |
| Payment of short-term loans | | (80,000) |
| Proceeds from sale of common stock | 355,815 | 7,041,568 |
| | <hr/> | <hr/> |
| Net cash provided by financing activities | 355,815 | 7,041,568 |
| | <hr/> | <hr/> |
| Net increase (decrease) in cash and cash equivalents | \$ (2,489,827) | \$ 5,392,730 |
| | <hr/> | <hr/> |
| Cash and cash equivalents at beginning of period | 4,720,362 | 405,888 |
| Cash and cash equivalents at end of period | \$ 2,230,535 | \$ 5,798,618 |
| | <hr/> | <hr/> |
| Supplemental disclosures of cash flow information | | |
| Cash paid for taxes | 2,400 | |
| Non-cash investing and financing activities: | | |
| Value of options issued in exchange for services - prepaid | 174,525 | 473,711 |

The accompanying notes are an integral part of the financial statements

NOTES TO FINANCIAL STATEMENTS

Note 1. Financial Statements

The financial statements included herein have been prepared by PURE Bioscience (we, us) without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in the financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted as allowed by such rules and regulations, and we believe that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with our audited financial statements for the period ending July 31, 2006 and their accompanying notes, as filed with the Securities and Exchange Commission in our 10K-SB on October 27, 2006. While management believes the procedures followed in preparing the financial statements included in this quarterly report on Form 10Q-SB are reasonable, the accuracy of the amounts are at least partially dependent upon facts that will exist and results that will be accomplished in subsequent periods. The results of operations for interim periods are not necessarily indicative of the results of operations for the full year, or any future periods.

We believe that the accompanying unaudited financial statements contain all adjustments (including normal recurring adjustments) necessary to present fairly the operations and cash flows for the periods presented.

Note 2. Business Segment and Sales Concentrations

In accordance with the provisions of SFAS No. 131, Disclosures about Segments of an Enterprise and Related Information, certain information may be disclosed based on the way we organize financial information for making operating decisions and assessing performance. SFAS 131 requires that we apply standards based on a management approach, and requires segmentation based upon our internal organization and disclosure of revenue and operating income based upon internal accounting methods. In determining operating segments, we have reviewed the current management structure reporting to the chief operating decision-maker (CODM) and analyzed the reporting the CODM receives to allocate resources and measure performance.

We have determined that based upon the end use of our products, the value added contributions made by us, the regulatory requirements, the customers and partners, and the strategy required to successfully market finished products, we are operating in a single segment.

During the three months ended April 30, 2007, 100% of sales were made to four strategic partners that are also developing markets for our products. During the nine months ended April 30, 2007, 92% of sales were made to these four strategic partners. 32% of sales for the three month period ended April 30, 2007 were made to U.S. domestic customers, and 68% were made to international customers. In the nine month period ended April 30, 2007, 75% of sales were made to U.S. domestic customers, and 25% were made to international customers.

Note 3. Reclassifications

Certain reclassifications have been made to previously reported statements to conform to our current financial statement format.

Note 4. Equity and Common Stock

In October 2006, we issued options on 100,000 shares in exchange for operations, manufacturing and facility development consulting services, at an exercise price of \$1.83, valued at \$91,250 (based on the Black-Scholes Option Pricing Model assuming no dividend yield, volatility of 70.84% and a risk-free interest rate of 5.25%).

During the three months ended October 31, 2006, we received an aggregate of \$51,500 from the exercise of non-employee options on 51,500 shares of common stock at an average exercise price of \$1.00.

In November 2006, we issued 30,000 shares of common stock at a market price of \$2.17 for research and development services valued at \$65,100.

In January 2007, there were net exercises of options which were due to expire and which were issued under the 2002 Non-Qualified Stock Option Plan (See Note 5 for a further description of this Plan). Options on 450,000 shares under this plan were exercised, resulting in the issuance of 338,553 shares of common stock. We also, in the same month, received \$53,000 from the exercise by a director of the Company of an option on 100,000 shares of common stock under the same Plan.

During the three months ended January 31, 2007 we received an aggregate of \$74,000 from the exercise of non-employee options on 86,500 shares of common stock at an average exercise price of \$0.86. In the same three month period we also recorded \$2,465 of employee stock option expense (See Note 5 for a further discussion of this expense).

During the three months ended April 30, 2007 we received an aggregate of \$169,190 from the exercise of non-employee options on 200,000 shares of common stock at an average exercise price of \$0.85. Also during the quarter we received \$8,125 from the exercise of options on 16,250 shares of common stock issued under employee stock option plans. In addition, we recorded \$2,465 of employee stock option expense (See Note 5 for a further discussion of this expense).

Note 5. Share-Based Compensation

The Company has, or has had during the fiscal years presented herein, the following stock option plans (the Plans) pursuant to which options to acquire common stock have been granted: the 1996 Directors And Officers Stock Option Plan (terminated on April 17, 2006); the 1998 Directors And Officers Stock Option Plan; the 2001 Directors And Officers Stock Option Plan; the 2001 ETIH2O Stock Option Plan; the 2001 Consultants and Advisors Stock Option Plan; the 2002 Non-Qualified Stock Option Plan; the 2002 Employee Incentive Stock Option Plan; and the 2004 Consultants and Advisors Stock Option Plan. During the three months ended April 30, 2007 the shareholders of the Company approved a new Plan, the 2007 Equity Incentive Plan, which has a share reserve of 5,000,000 shares. The 5,000,000 shares of common stock underlying the 2007 Equity Incentive Plan were registered under a Form S-8 filed with the SEC on May 30, 2007.

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The Plans are administered by an Administrative Committee. The exercise price for Options is set by the Administrative Committee but shall not be for less than the fair market value of the shares on the date the Option is granted. Fair market value is defined under the Plans based on the market price of our common stock for a specified number of trading days prior to the date the option is granted. The period in which Options can be exercised and their vesting schedule is set by the Administrative Committee but is not to exceed five years from the date of Grant.

On August 1, 2006, we adopted the provisions of SFAS 123R, requiring the Company to recognize expense related to the fair value of share-based compensation awards to employees and directors. Prior to this date, we followed the intrinsic value method set forth in APB Opinion 25, Accounting for Stock Issued to Employees (APB 25) in accounting for our stock option plans. We have elected to use the modified-prospective-transition method as permitted by SFAS 123R and therefore have not restated our financial results for prior periods. As at July 31, 2006, all outstanding share-based awards were fully vested, with the exception of the consultant options recorded in our balance sheets as prepaid consulting and as more fully described in Note 6. There is therefore no compensation expense recorded for the three or nine month periods ending April 30, 2007 related to awards made prior to August 1, 2006. Share-based compensation expense for awards granted subsequent to July 31, 2006 is based on the grant date fair value estimated in accordance with the provisions of SFAS 123R, using the Black-Scholes option pricing model. 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.

As a result of adopting SFAS 123R, our net loss for the three months ended April 30, 2007 was \$2,465 greater, and for the nine months ended April 30, 2007 was \$4,930 greater, than that which we would have reported had we continued to account for employee share-based compensation under APB 25. Basic and diluted earnings per share (rounded to the nearest one cent) for the three and nine month periods ended April 30, 2007 would have been unchanged from those reported, had we not adopted SFAS 123R.

The following table sets forth the share-based compensation expense recorded in our Consolidated Statements of Operations for the three and nine months ended April 30, 2007 resulting from share-based compensation awarded to our employees, directors and third party service providers, excluding the amortization of prepaid consulting as detailed in Note 6:

| | Three Months Ended April 30, 2007 | Nine Months Ended April 30, 2007 |
|--|--|---|
| Share-based compensation for employees and directors: | | |
| Selling expense | \$ | \$ |
| General and administrative expenses | 2,465 | 4,930 |
| Research and development | | |
| | 2,465 | 4,930 |
| Total share-based compensation for employees and directors | 2,465 | 4,930 |
| Share-based compensation for third party service providers: | | |
| Selling expense | \$ | \$ |
| General and administrative expenses | | 91,250 |
| Research and development | | 65,100 |
| | | 156,350 |
| Total share-based compensation for third party service providers | | 156,350 |
| Total share-based compensation expense | \$ 2,465 | \$ 161,280 |

For comparative purposes to our Consolidated Statements of Operations for the three and nine month periods ended April 30, 2007, the following table illustrates the pro forma effect on net loss and net loss per common share of applying the fair value recognition provisions of SFAS 123 to share-based compensation during the three and nine month periods ended April 30, 2006:

| | Three Months Ended April 30, 2006 | Nine Months Ended April 30, 2006 |
|---|--|---|
| Net loss, as reported | \$ (871,452) | \$ (2,400,142) |
| Employee stock-based compensation expense under fair-value method | (119,362) | (160,406) |
| Employee stock-based compensation expense included in reported net loss | | |
| | (990,814) | (2,560,548) |

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| | Three Months Ended April 30, 2006 | Nine Months Ended April 30, 2006 |
|---------------------|--|---|
| Pro forma net loss | \$ (990,814) | \$ (2,560,548) |
| Net loss per share: | | |
| As reported | \$ (0.04) | \$ (0.13) |
| Pro forma | \$ (0.05) | \$ (0.14) |

The fair value of share-based option awards is estimated using the Black-Scholes option pricing model, with expected volatility based on historical actual volatility, and a risk-free interest rate based on the U.S. Treasury yield in effect at the time of the respective grant. We use the shortcut method described in SAB 107 in determining the expected life of employee options, whereby the expected term is estimated using the midpoint between the vesting date and the end of the contractual term. Our estimation of expected life for non-employee director and third party advisor awards is based on the contractual term of the award. The following assumptions were used for awards made during the three months ended April 30:

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| | <u>2007</u> | <u>2006</u> |
|-------------------------|-----------------|-------------|
| Expected volatility | N/A (No Awards) | 72.35% |
| Expected dividend yield | N/A | Zero |
| Risk-free interest rate | N/A | 5.00% |
| Expected life | N/A | 2.5 years |

A summary of stock option activity is as follows:

| | <u>Number of Shares</u> | <u>Weighted-Average Exercise Price (\$)</u> | <u>Aggregate Intrinsic Value (\$000's)</u> |
|-----------------------------|-----------------------------|---|--|
| Balance at July 31, 2006 | 11,634,000 | 1.12 | |
| Granted | 100,000 | 1.83 | |
| Exercised | (51,500) | 1.00 | |
| Forfeited / Terminated | | | |
| Balance at October 31, 2006 | 11,682,500 | 1.13 | \$ 10,522 |
| Granted | 25,000 | 1.92 | |
| Exercised | (525,053) | 0.58 | |
| Forfeited / Terminated | (111,447) | 0.53 | |
| Balance at January 31, 2007 | 11,071,000 | 1.16 | \$ 12,484 |
| Granted | | | |
| Exercised | (216,250) | 0.82 | |
| Forfeited / Terminated | | | |
| Balance at April 30, 2007 | 10,854,750 | 1.17 | \$ 11,885 |

| <u>Range of Exercise Prices</u> | <u>Outstanding</u> | | <u>Exercisable</u> | | |
|---------------------------------|--|---|--|-------------------------------|--|
| | <u>Number Shares Outstanding</u> | <u>Weighted Average Remaining Life (in years)</u> | <u>Weighted Average Exercise Price</u> | <u>Number Exercisable</u> | <u>Weighted Average Price (\$)</u> |
| \$0.50 to \$0.75 | 4,304,750 | 2.33 | \$ 0.55 | 4,304,750 | \$ 0.55 |
| \$0.80 to \$1.20 | 1,798,000 | 2.65 | \$ 0.90 | 1,798,000 | \$ 0.90 |
| \$1.50 to \$2.00 | 4,752,000 | 2.81 | \$ 1.83 | 3,173,000 | \$ 1.64 |
| | <u>10,854,750</u> | 2.60 | \$ 1.16 | <u>9,275,750</u> | \$ 0.98 |

Cash received from options exercised during the three months ended April 30 2007 and 2006, was \$177,315 and \$211,960 respectively. During the three month period ended April 30, 2006 there were net exercises of options on 580,960 shares which resulted in the issuance of 448,155 shares of common stock. The intrinsic value of all options exercised during the three months ended April 30, 2007 and 2006, was \$313,600 and \$1,624,158 respectively. No options were granted during the three months ended April 30, 2007. The weighted-average grant date fair value of equity options granted during the three months ended April 30, 2006 was \$1.65.

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Cash received from options exercised for the nine months ended April 30, 2007 and 2006, was \$355,815 and \$264,960 respectively. During the nine month period ended April 30, 2007 there were net exercises of options on 450,000 shares which resulted in the issuance of 338,553 shares of common stock, and during the nine month period ended April 30, 2006 there were net exercises of options on 580,960 shares which resulted in the issuance of 448,155 shares of common stock. The intrinsic value of all options exercised during the nine months ended April 30, 2007 and 2006, was \$1,267,300 and \$1,713,158 respectively. The weighted-average grant date fair value of equity options granted during the nine months ended April 30, 2007 and 2006, was \$1.85 and \$1.41 respectively.

As of April 30, 2007, there was \$14,789 of unrecognized non-cash compensation cost related to unvested options, in addition to \$174,525 recorded on the face of the consolidated balance sheets as prepaid consulting and further discussed in Note 6.

Note 6. Prepaid Consulting

During the three months ended January 31, 2006, we entered into a two-year consulting agreement with Mr. Michael Sitton for domestic and international business development, the compensation being a fee of \$12,500 per month and an option on 2,000,000 shares of unregistered common stock, which vest over three years. We also entered into a two-year consulting agreement with Secretary Tommy Thompson, for domestic and international business development, the compensation being a fee of \$12,500 per month and an option on 300,000 shares of unregistered common stock, which vest over three years. Mr. Sitton subsequently transferred the rights to 700,000 options to Secretary Thompson. Mr. Sitton is now therefore the beneficial owner of 1,300,000, and Secretary Thompson is the beneficial owner of 1,000,000 of these options.

Under the option agreements, unvested options will not be issued if the associated consulting agreements are terminated prior to their two year term. Mr. Sitton and Secretary Thompson were each elected to our Board of Directors during the quarter ended January 31, 2006, however in October 2006 Mr. Sitton resigned from the Board of Directors. Mr. Sitton's consulting agreement is not affected by his resignation from our Board of Directors.

On their granting during the three months ended January 31, 2006, we recorded the value of the aggregate of 2,300,000 unvested options as a prepaid asset to be amortized over the life of the consulting agreements. The options were valued at an aggregate of \$598,372 based on their weighted average exercise prices of between \$1.00 to \$2.75, and the Black-Scholes Option Pricing Model assuming no dividend yield, volatility of 82.23% and a risk-free interest rate of 4.25%. This amount is being amortized over the two year life of the consulting agreements at \$24,932 per month. During the three months ended April 30, 2007 we amortized \$74,797 of the prepaid asset to selling expense, and during the nine months ended April 30, 2007 we amortized \$224,390 of the prepaid asset to selling expense. To date we have amortized seventeen months, or \$423,847, of the asset to selling expense and as a result we reported a prepaid asset of \$174,525 as Prepaid consulting on the face of the consolidated balance sheets as at April 30, 2007.

Note 7. Subsequent Events

Subsequent to the end of the quarter ended April 30, 2007, we received \$42,875 from the exercise of employee options on 85,750 shares of common stock.

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

The following discussion and analysis should be read in conjunction with the audited and unaudited financial statements of PURE Bioscience.

OVERVIEW

PURE Bioscience began as a provider of pharmaceutical water purification products, however we are now expanding into markets with broader potential by developing new, proprietary bioscience products based upon our patented silver ion antimicrobial technologies and patent-pending boric acid based pesticide technologies. In May 2005, we sold the assets of our Water Treatment Division and are now focused exclusively on the development and commercialization of our current and future bioscience products.

Bioscience Technology

Our flagship bioscience technology is an aqueous disinfectant, silver dihydrogen citrate (SDC). A patented new molecule, SDC is an electrolytically generated source of stabilized ionic silver that can serve as the basis for a broad range of products in diverse markets. SDC liquid is colorless, odorless, tasteless, non-caustic and formulates well with other compounds. As a platform technology, our SDC-based antimicrobial is distinguished from competitors in the marketplace because of its superior efficacy combined with reduced toxicity. We produce and market pre-formulated, ready-to-use products, as well as varying strengths of SDC concentrate as an additive or raw material for inclusion in other companies' products. Additionally, in the year ending July 31, 2007 we began a program whereby we utilize our expertise to source, assemble and build SDC blending systems for sale to our distributors. These systems allow our distributors to blend our SDC concentrate into lower concentrations, thereby significantly reducing the cost of shipping products from our El Cajon facility, particularly for overseas markets. No information regarding the method of making SDC is passed to our distributors as in all of our third party agreements we are, and intend to continue to be, the sole manufacturer and sole source of SDC concentrate.

We currently have Environmental Protection Agency (EPA) registration for our 2400-parts per million (ppm) technical grade SDC concentrate (trade name Axenohl®) as well as for our Axen® and Axen@30 hard surface disinfectant products for commercial, industrial and consumer applications including restaurants, homes and medical facilities. The Axen30 EPA registration includes a 30 second kill time on standard indicator bacteria, a 24 hour residual kill on standard indicator bacteria, a 2 minute kill time on some resistant strains of bacteria, a 10 minute kill time on fungi, a 30 second kill time on HIV Type I, and a 10 minute kill time on other viruses. These claims distinguish the efficacy of Axen30 from many of the leading commercial and consumer products currently on the market, while maintaining lower toxicity ratings. Based on the EPA toxicity categorization of antimicrobial products that ranges from Category I (high toxicity) down to Category IV, Axen30 is an EPA Category IV antimicrobial for which precautionary labeling statements are normally not required. This compares with Category II warning statements for most leading brands of disinfectant products.

Our technology also shows promise as a broad-spectrum antimicrobial and anti-fungal for use in human and veterinary healthcare products. We are pursuing certain approvals for human use through the U.S. Food and Drug Administration (FDA), initially by partnering with Therapeutics, Incorporated (Therapeutics). Therapeutics has elected to focus on development of potential SDC-based products for the treatment and prevention of dermatological and women's health related bacterial, viral and fungal mediated diseases and conditions, and has assumed responsibility for funding and managing the testing and regulatory processes for these potential FDA-regulated products. Subsequent to the signing of a Development and Licensing Agreement granted to Therapeutics in September 2003, Therapeutics initially focused on the development of women's health and acne treatment products. In April 2006, after the initial period contemplated in the Development and Licensing Agreement for evaluation and characterization of SDC as an active pharmaceutical ingredient had been substantially completed, we amended and expanded the joint development initiative with Therapeutics to include the development of SDC as an active pharmaceutical ingredient in products for the treatment of dermatophytoses such as Tinea Pedis (athlete's foot), Onychomycosis (nail fungus), as well as the development of antimicrobial skin wash products, beginning with a hand sanitizer. In December 2006 Therapeutics submitted an Investigational New Drug (IND) application with the FDA for an SDC-based hand sanitizer, to enable initiation of the first clinical trial of a product containing SDC as an active pharmaceutical ingredient. After reviewing the submission the FDA determined that the product testing in man may begin as proposed.

Our SDC technology also shows promise as a broad-spectrum antimicrobial for multiple other medical indications, including wound and burn care, as well as for dental and veterinary indications, though these opportunities are not currently under active development.

We are also developing a patent-pending pesticide technology, Triglycylboride which, like SDC, provides effective results without human toxicity and is an alternative to traditional poisons. Triglycylboride has been formulated into EPA registered RoachX® and AntX , the key products in our Innovex® line of pest control products. In addition, the Innovex® line features our EPA-exempt non-toxic TrapX® rodent lure, and our EPA registered CleanKill , the SDC-based hard surface disinfectant for the pest control industry. Marketing efforts behind these pesticide products to date, and resulting sales, have been very limited. During the current year we intend to evaluate the benefit of investing in the development of additional formulations of these products which could be sold, subject to the evaluation of market potential, with wider distribution and increased marketing efforts.

RESULTS OF OPERATIONS FOR THE THREE MONTHS ENDED APRIL 30, 2007 VERSUS THREE MONTHS ENDED APRIL 30, 2006

We are at an early stage in the development and marketing of our bioscience technologies in highly competitive markets, and we anticipate that market acceptance of our novel technology may be a long term achievement. Even when our SDC products have been approved by regulatory authorities and are available for commercial sale, there is often an extended period of time in which potential users formulate and test them

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before committing to significant purchases. Each formulation of our products requires regulatory approval for each respective jurisdiction in which it is sold, and in addition to competitive challenges, we believe that the investment necessary to pursue research, testing and regulatory approval for SDC-based products will continue to be significant. However, we believe we are in a position to accelerate additional regulatory approvals and negotiate distribution, development and marketing agreements for the inclusion of SDC into multiple global products.

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During the three months ended April 30, 2007 revenues of \$132,400 increased by \$88,100, or 199%, compared with the three months ended April 30, 2006. Sales for the three months ended April 30, 2007 were made to four strategic partners that are also developing markets for our products. Gross profit for the three months ended April 30, 2007 was \$43,500 compared with \$21,700 in the same quarter of the prior fiscal year. The gross margin percentage declined from 49.0% in the prior year to 32.9% in the current period, due primarily to product mix. Product mix is expected to be the most significant factor affecting variability in our overall margins in future periods. Our margins on the sale of finished packaged products, such as our ready to use hard surface disinfectants, and on the sale of blending systems, are less than the margins on the sale of bulk products such as our SDC concentrate. In future periods, as SDC becomes used as an ingredient in third party products in addition to being sold as a ready to use disinfectant, we expect sales of bulk concentrate to contribute a greater proportion of our revenues.

Operating costs increased by 5.3%, from \$912,900 in the three months ended April 30, 2006, to \$961,000 in the three months ended April 30, 2007. Within these aggregate operating costs, selling expenses declined by \$44,000, to \$124,800 in the current quarter compared with the same three months of the prior fiscal year. The decrease in selling expenses is primarily due to a reduction in third party expenses and options issued for services. No options were issued for selling services during the three months ended April 30, 2007. General and administrative expenses increased by \$170,900, to \$582,600 in the three months ended April 30, 2007, compared with the three months ended January 31, 2006. Included in the increase in general and administrative expense are payroll and other investments in corporate infrastructure, including investments necessary to support our facility reconstruction. Additionally, third party expenses for legal services, investor relations, public relations, insurance and accounting all increased in the three months ended April 30, 2007 compared with the same period in the prior year. Included in general and administrative expenses for the three months ended January 31, 2007 is \$2,465 of employee stock option expense. Research and development costs, including patent, license and product registration expenditures, decreased in the three months ended April 30, 2007 by 23.7% to \$253,600, compared with the three months ended April 30, 2006. The decrease in expense is primarily due to options which were issued for formulation consulting services in the three months ended April 30, 2006. No options were issued for research and development services during the three months ended April 30, 2007. Our research and development expense primarily includes costs associated with the continuing development of our silver dihydrogen citrate technology and related investments in patents, licenses, product registrations with regulatory agencies, and in formulation and method development.

Our loss from operations before taxes increased by \$26,300, from a loss of \$891,200 in the three months ended April 30, 2006 to a loss of \$917,500 in the three months ended April 30, 2007. Other income improved by \$21,400 for the three months ended April 30, 2007 compared with the prior year, primarily due to increased interest income. We made no income tax provision related to the periods ending April 30, 2007 or 2006, as any tax liabilities are offset by current period losses or available federal and California net operating loss carry-forwards. As a result, our net loss after taxes increased by \$4,900, from a net loss of \$871,500 for the three months ended April 30, 2006 to a net loss of \$876,400 for the three months ended April 30, 2007.

RESULTS OF OPERATIONS FOR THE NINE MONTHS ENDED APRIL 30, 2007 VERSUS NINE MONTHS ENDED APRIL 30, 2006

During the nine months ended April 30, 2007 revenues of \$328,800 increased by \$170,000, or 107%, compared with the nine months ended April 30, 2006. 92% of sales for the three months ended April 30, 2007 were made to four strategic partners that are also developing markets for our products.

Gross profit for the nine months ended April 30, 2007 was \$113,000, compared with \$92,300 in the same period of the prior fiscal year. The gross margin percentage declined from 58.1% in the prior year to 34.4% in the current period, due primarily to product and customer mix. During the nine months ended April 30, 2007, a significantly higher proportion of revenues were from finished packaged products and blending systems than in the same period of the prior fiscal year, when bulk concentrate contributed a higher proportion of sales.

Operating costs increased by 19.8%, from \$2,504,800 in the nine months ended April 30, 2006, to \$3,003,300 in the nine months ended April 30, 2007. Within these aggregate operating costs, selling expenses increased by \$113,100, to \$523,500 in the current period compared with the same period in the prior fiscal year. The increase in selling expenses is primarily due to fees and prepaid option expense amortization and other costs associated with the introduction of silver dihydrogen citrate products to new partners, and to product launches. General and administrative expenses increased by \$326,400, to \$1,604,800 in the nine months ended April 30, 2007, compared with the nine months ended April 30, 2006. The major factors in this increase are consulting fees and option expenses related to investments in corporate infrastructure, and increases in third party expenses for legal services, investor relations, public relations, insurance and accounting, which were partially offset by the issuance of stock options and recognition of other expenses in the nine months ended April 30, 2006 for investor relations and investment consulting services incurred in advance of our March 2006 private placement. Included in general and administrative expenses for the nine months ended April 30, 2007 are non-cash items including \$4,930 of employee stock option expense and \$91,250 of expense for the issuance of options in exchange for manufacturing and facility development consulting services. Research and development costs, including patent, license and product registration expenditures, increased for the nine months ended April 30, 2007 by 7.2% to \$874,900, compared with the same period in the prior fiscal year, primarily due to additional testing expenses to support regulatory filings.

Our loss from operations before taxes increased by \$477,800, from a loss of \$2,412,500 for the six months ended April 30, 2006 to a loss of \$2,890,200 for the six months ended April 30, 2007. Other income was \$126,100 greater for the three months ended April 30, 2007 than in the same period of the prior year, due primarily to increased interest income. Additionally, income from legal settlements was offset by capital asset write-downs associated with our facility reconstruction and infrastructure investments. We made no income tax provision related to the periods

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ended April 30, 2007 or 2006, as any tax liabilities were offset by current period losses or available federal and California net operating loss carry-forwards. As a result, our net loss after taxes increased by \$351,600, from a net loss of \$2,400,100 for the nine months ended April 30, 2006 to a net loss of \$2,751,800 for the nine months ended April 30, 2007.

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LIQUIDITY AND CAPITAL RESOURCES

From inception through the present, we have financed our operations primarily through our initial public offering in August of 1996, by subsequent private placement common stock sales, through lines of credit and the issuance of debentures, and in May 2005 by the sale of our Water Treatment Division. We currently have no long-term debt.

As at April 30, 2007, we had current assets of \$2,587,800, a decrease of \$2,478,800 from July 31, 2006. Cash and cash equivalents at April 30, 2007 were \$2,230,500 after net cash outflows for the nine month period from July 31, 2006 of \$2,489,800.

During the nine months ended April 30, 2007, cash used in operating activities was \$1,938,100, compared with \$1,541,400 during the same period in the prior fiscal year. During the prior year we received \$332,500 in amounts related to the May 2005 sale of our Water Treatment Division, however if these amounts are excluded our operating cash outflow for the nine months ended April 30, 2006 was \$1,876,800.

During the nine months ended April 30, 2007, cash used in investing activities was \$907,500, compared with \$107,400 used in investing activities during nine months ended April 30, 2006. In addition to \$67,400 invested in capitalized patents, during the current fiscal year we have spent approximately \$524,000 to redevelop the manufacturing and office areas of our El Cajon facility, and to purchase additional manufacturing assets. We have significantly expanded our SDC manufacturing capability and installed SDC concentrate, blending and packaging equipment based on our anticipated needs. We have also improved our computer hardware and software infrastructure. During the nine months ended January 31, 2007 we wrote down the value of our capitalized property, plant and equipment by approximately \$200,000 based on our evaluation of obsolescence and assets that were replaced during our facility redevelopment. As a result, property, plant and equipment on the consolidated balance sheets at April 30, 2007 grew by \$633,326 over the nine month period from July 31, 2006.

Other assets during the nine months ended April 30, 2007 declined by \$279,200, primarily due to \$224,400 of prepaid consulting amortization (See Note 6 to the consolidated financial statements) and an excess of patent amortization over patent investment. The capitalized value of patents and licenses at April 30, 2007, primarily related to our silver dihydrogen citrate technology, was \$2,081,900, a decline of \$54,800 from July 31, 2006.

During the nine months ended April 30, 2007, cash flows from financing activities were \$355,815. \$347,690 was received from the exercise of options by non-employees on 438,000 shares of common stock at an average exercise price of \$0.79 per share, and \$8,125 was received from the exercise of options by employees on 16,250 shares of common stock at an average exercise price of \$0.50 per share. In the corresponding period of the prior fiscal year, net cash provided by financing activities was \$7,041,600, which consisted of \$6,766,600 from the sale of 4,992,208 shares of common stock in private placements and \$275,000 from the exercise of 436,833 shares of common stock underlying options and warrants.

At April 30, 2007 we had current liabilities of \$521,900, an increase of \$110,000 from July 31, 2006, primarily due to the timing of the payment of accounts payable.

RISKS RELATED TO OUR CAPITAL RESOURCES

At April 30, 2007, we had current assets of \$2,587,800, current liabilities of \$521,900 and no outstanding long-term debt; however we do not yet have significant cash inflows from product sales to offset our ongoing planned investments in infrastructure, manufacturing capacity, product launches, research and development projects and regulatory submissions, among other investments.

We may need to seek additional capital through the issuance of equity, debt, convertible securities or through other means, any one of which could reduce the value to us, perhaps substantially, of the commercialization of our bioscience technology. The issuance of equity, debt or convertible securities could also lead to a reduction in the value of shares held by our existing shareholders and/or the dilution of their proportionate share of the company's securities. There is no guarantee that we would be able to obtain capital on terms acceptable to us, or at all. Insufficient funds could require us to delay, scale back or eliminate some or all of our research and product development programs, license to third parties the right to commercialize products or technologies that we would otherwise commercialize ourselves, or to reduce or cease operations.

RISKS RELATED TO OUR OPERATIONS

We had a loss of \$3,680,500 from continuing operations before taxes in the fiscal year ending July 31, 2006, and a loss of \$2,751,800 before taxes in the nine months ended April 30, 2007. We may continue to have losses in the future. If our revenue growth is slower than anticipated or operating expenses exceed expectations, it may take an unforeseen period of time to achieve or sustain profitability and we may never achieve or sustain profitability. Slower than anticipated revenue growth from new products would force us to scale back research, testing, product development and marketing of new products, at which time we would reduce the size and scope of our operations, or cease operations. We are currently investing in expansion and improvement of our manufacturing facility, and to a lesser extent our office space, and our future revenues may not provide an adequate return, if any, on such investments.

We are a bioscience company focused on the marketing, selling and continued development of silver dihydrogen citrate antimicrobial technology and Triglycylboride pesticide technology. While the rewards in these fields are potentially great, the risks, the regulatory hurdles and

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the costs of doing business are also high. Our silver dihydrogen citrate is a platform technology rather than a single use applied technology. As such, products developed from the platform fall under the jurisdiction of multiple U.S. and international regulatory agencies. We currently have Environmental Protection Agency (the EPA) registration for our 2400-parts per million (ppm) technical grade SDC concentrate (trade name Axenohl), as well as for our Axen and Axen30 hard surface disinfectant products for commercial, industrial and consumer applications including restaurants, homes and medical facilities. We intend to fund and manage additional EPA regulated product development internally and in conjunction with current regulatory consultants; however the introduction of additional EPA regulated antimicrobial products could take several months.

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Our technology also shows promise as a broad-spectrum antimicrobial for use in human and veterinary healthcare products. We are pursuing certain approvals through the U.S. Food and Drug Administration (FDA) by partnering with Therapeutics, Incorporated, which has assumed responsibility for the testing and regulatory process for selected potential FDA regulated silver dihydrogen citrate-based products. We expect that the development of SDC-based products could lead to multiple IND, NDA and/or 510-K filings for silver dihydrogen citrate-based healthcare products with the FDA. In December 2006 Therapeutics submitted an Investigational New Drug (IND) application with the FDA for an SDC-based hand sanitizer, to enable initiation of the first clinical trial of a product containing SDC as an active pharmaceutical ingredient. After reviewing the submission the FDA determined that the product testing in man may begin as proposed. However, the FDA and comparable agencies in many foreign countries impose substantial limitations on the introduction of new products through costly and time-consuming laboratory and clinical testing and other procedures. The process of obtaining FDA and other required regulatory approvals is lengthy, expensive and uncertain. There is no guarantee that either Therapeutics, Incorporated, any other potential partner, or ourselves will be able to obtain the resources necessary to further develop our technology or obtain regulatory approvals, or that the products will meet the strict criteria imposed by the FDA. It may be several years before we are able to introduce any FDA regulated antimicrobial pharmaceutical products, if at all.

We are marketing our new antimicrobial silver ion technology to industrial and consumer markets. We also have begun marketing our environmentally safe pesticides. These products have not yet been accepted into the marketplace. Risks involved in introducing these new products include liability for product effectiveness and safety, and competition from existing or emerging sources. Additionally, Government regulation in the United States and in other countries is a significant factor in the development, manufacturing and marketing of many of our products and in our ongoing research and development activities. Complying with applicable government regulations and obtaining necessary clearances or approvals can be time consuming and expensive, and there can be no assurance that regulatory review will not involve delays or other actions adversely affecting the marketing and sale of our products. We also cannot predict the extent or impact of future legislation or regulation. Some of our new bioscience applications for the healthcare markets and food preparation markets will require approval by government agencies prior to marketing or sale in the United States. We have not yet applied for Food and Drug Administration or Department of Agriculture approval to market any such products. If any future applications are not approved, we will not be able to market or sell such products, which would limit the revenues which may be realized. Even after approval, if any, we will remain subject to changing governmental policies regulating antimicrobial products. We also intend to take these technologies to the international marketplace, and doing business internationally carries a great deal of risk, with regard to foreign government regulation, banking and other factors.

Our silver ion, pesticide and other products will be competing in markets dominated by extremely large, well financed and internationally recognized chemical and pharmaceutical companies. Our ability to compete will depend upon developing brand recognition and distribution methods. Many of our competitors already have well established brands and distribution, as well as many times our financial ability. Focused competition by such chemical and pharmaceutical giants could substantially limit our potential market and ability to profit from these products.

We expect that sales of SDC will constitute a substantial portion of our revenues during the fiscal year ending July 31, 2007 and in future periods. Any material decrease in the overall level of sales or expected sales of, or the prices for SDC, whether as a result of competition, change in consumer demand, or any other factor, would have a material adverse effect on our business, financial condition and results of operations.

LEGAL RISKS RELATED TO OUR BUSINESS

We rely and may in the future rely on a combination of patent, trademark, trade secret and copyright law and contractual restrictions to protect the proprietary aspects of our technology and business. These legal protections afford only limited protection for our intellectual property and trade secrets. Despite efforts to protect our proprietary rights, unauthorized parties may attempt to copy aspects of our proprietary technology or otherwise obtain and use information that we regard as proprietary.

We have filed for U.S. and foreign patent applications and trademark registrations for our patents and trademarks. It is possible that competitors or others will create and use products in violation of our patents and/or adopt service names similar to our service names. Such patent infringement could have a material, adverse effect on our business. Adopting similar names and trademarks by competitors could lead to customer confusion. Any claims or customer confusion related to our trademarks could negatively affect our business.

Litigation may be necessary to enforce our intellectual property rights and protect our trade secrets. If third parties prepare and file applications in the United States or other countries that claim trademarks used or registered by us, we may oppose those applications and may be required to participate in proceedings before the regulatory agencies who determine priority of rights to such trademarks. Any litigation or adverse priority proceeding could result in substantial costs and diversions of resources, and could seriously harm our business and operating results.

To the extent that we operate internationally, the laws of many countries may not protect our proprietary rights to as great an extent as do the laws of the United States. Many countries have a first-to-file trademark registration system. As a result, we may be prevented from registering or using our trademarks in certain countries if third parties have previously filed applications to register or have registered the same or similar trademarks. Our means of protecting our proprietary rights may not be adequate, and our competitors could independently develop similar technology.

As a business which manufactures and markets products for use by consumers, we may become liable for any damage caused by our products when used in the manner intended. Any such claim of liability, whether meritorious or not, could be time-consuming and/or result in costly

litigation. Although we maintain general liability insurance, our insurance may not cover potential claims of the types described above and may not be adequate to indemnify for all liabilities that may be imposed. Any imposition of liability that is not covered by insurance or is in excess of insurance coverage could harm our business and operating results.

OTHER RISKS RELATED TO INVESTING IN OUR SECURITIES

As of May 31, 2007, Michael L. Krall, our President and Chief Executive Officer, beneficially owned, including exercisable options, approximately 9% of our common stock. As of the same date, our directors and officers as a group beneficially owned, including exercisable options and warrants, approximately 27% of our common stock. As a result, our management, and Mr. Krall in particular, are in a position to significantly influence the direction and policies of the Company, the election of the Board of Directors of the Company and the outcome of any other matters requiring stockholder approval.

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Since going public in August 1996, the price and trading volume of our common stock has been highly volatile. The price has ranged from below \$1 per share to over \$7 per share. In addition, the monthly trading volume has varied from under 200,000 shares to over 4.4 million shares. During the twelve months prior to June 2007, the daily closing price of our common stock has ranged from \$1.38 to \$3.18, and the monthly trading volume has varied from approximately 1.45 million shares to approximately 4.46 million shares. This volatility could adversely affect an investor's ability to sell shares of our common stock, and the available price for such shares, including resulting in lower prices being available to an investor if the investor desires to sell their shares at any given time.

Our common stock may be characterized as a penny stock under SEC regulations. As such, broker-dealers dealing in the common stock may be subject to the disclosure rules for transactions involving penny stocks, which generally require that, prior to a purchase, the broker-dealer determine if purchasing the common stock is suitable for the applicable purchaser. The broker-dealer must also obtain the written consent of the applicable purchasers to purchase the common stock and disclose the best bid and offer prices available for the common stock and the price at which the broker-dealer last purchased or sold the common stock. These additional burdens imposed upon broker-dealers may discourage them from effecting transactions in the common stock, which could make it difficult for an investor to sell his, her or its Shares at any given time.

We have approximately 11,330,698 shares of common stock reserved for issuance, which includes shares under equity compensation plans, vested and unvested options, and warrants. These shares have a weighted-average exercise price of approximately \$1.25. Approximately 13,873,997 shares of common stock remain available for future issuance under equity compensation plans or otherwise. The exercise of options and common stock purchase warrants, and the sale of underlying shares, could have an adverse effect on the market for our common stock.

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. The future payment of dividends on our common stock will depend on our earnings, financial condition and other business and economic factors, which the Board of Directors of the Company may consider relevant.

Investors may experience dilution in the net tangible book value of their investment upon the exercise of outstanding options and warrants granted under our stock option plans, and other options, warrants and outstanding convertible securities.

Certain provisions of our charter and by-laws may delay or frustrate the removal of incumbent directors and may prevent or delay a merger, tender offer or proxy contest involving the Company that is not approved by the Board of Directors of the Company, even if such events may be beneficial to the interests of stockholders. For example, our Board of Directors, without stockholder approval, has the authority and power to issue all authorized and unissued shares of common stock and preferred stock which have not otherwise been reserved for issuance on such terms as the Board of Directors determines. The Board of Directors could also issue 5,000,000 shares of preferred stock and such preferred stock could have voting or conversion rights which could adversely affect the voting power of the holders of common stock. In addition, California law may contain provisions that have the effect of making it more difficult or delaying attempts by others to gain control of the Company.

VALUATION OF INTANGIBLE ASSETS

SFAS 142 requires that goodwill and other intangible assets be tested for impairment on an annual basis, and in certain circumstances between annual tests. Recoverability of assets to be held for use is based on expectations of future discounted cash flows from the related operations, and when circumstances dictate, we adjust the asset to the extent the carrying value exceeds the fair value of the asset. Our impairment review process is based on the discounted future cash flow approach that uses our estimates of revenue driven by assumed market segment share and estimated costs. Also included in our analysis is an estimate of revenues expected from the development of SDC-based products in human and veterinary applications, including those under our agreement with Therapeutics, Incorporated (Therapeutics). We entered into an agreement with Therapeutics in September 2003, which was amended and expanded in April 2006, for the development and commercialization of certain FDA regulated silver dihydrogen citrate based products, where Therapeutics is responsible for development activities and regulatory filings. In the agreement, Therapeutics has agreed to reimburse us for pre-contract acquisition and development costs of the silver dihydrogen citrate intellectual property as well as reimbursement for ongoing intellectual property costs associated with silver dihydrogen citrate. Following the reimbursement of both Therapeutics' and our costs, depending on the type of product, we will receive a minimum of 40% of all sales proceeds, licensing fees, royalty payments and all other forms of cash and non-cash consideration received by the two parties. We will also realize revenues from the sale of silver dihydrogen citrate raw material as an active ingredient.

Judgments made by us related to the expected useful lives of long-lived assets and our ability to realize discounted cash flows in excess of the carrying amounts of such assets are affected by factors such as the ongoing maintenance and improvements of the assets and changes in economic and market conditions. As we assess the ongoing expected cash flows and carrying amounts of our long-lived assets, these factors could cause us to realize a material impairment charge, which would result in decreased results of operations and a decrease in the carrying value of these assets on our consolidated balance sheets.

ITEM 3. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our Exchange Act reports is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, who also acts as our Principal Accounting Officer, as appropriate, to allow timely decisions regarding required disclosure based closely on the definition of

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disclosure controls and procedures in Rule 13a-14(c). In designing and evaluating the disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

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We have carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and our Chief Financial Officer/Principal Accounting Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. Based on the foregoing, our Chief Executive Officer and Chief Financial Officer/Principal Accounting Officer concluded that our disclosure controls and procedures were effective.

There have been no significant changes in our internal controls or in other factors that could significantly affect the internal controls subsequent to the date we completed our evaluation.

PART II

ITEM 1. LEGAL PROCEEDINGS

None

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES

None

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

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

None.

ITEM 5. OTHER INFORMATION

Not applicable.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

A. The following Exhibits are filed as part of this report pursuant to Item 601 of Regulation S-B:

- 31.1 -- Section 302 Certification
- 31.2 -- Section 302 Certification
- 32.1 -- Section 906 Certification
- 32.2 -- Section 906 Certification

B. Reports on Form 8-K:
None.

SIGNATURES

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PURE BIOSCIENCE

By: /s/ Michael L. Krall

Michael L. Krall, President/CEO
June 12, 2007

By: /s/ Andrew J. Buckland

Andrew J. Buckland, CFO/Principal Accounting Officer
June 12, 2007

