FLEXIBLE SOLUTIONS INTERNATIONAL INC
Form 10QSB
August 14, 2007

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

FORM 10-QSB

(Mark one)

ý Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2007.

o Transition Report Under Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _______________ to _______________ .

Commission File Number 000-29649

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
(Name of Small Business Issuer as Specified in Its Charter)

Nevada	**91-1922863**
(State of Incorporation)	(IRS Employer Identification No.)
615 Discovery Street **Victoria, British Columbia, CANADA**	**V8T 5G4**
(Address of Principal Executive Offices)	(Zip Code)

(250) 477-9969
(Issuer's Telephone Number, Including Area Code)

Check whether the issuer (1) filed all reports required 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 **ý** No **o**

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

APPLICABLE ONLY TO CORPORATE ISSUERS

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: The Company had 14,157,567 shares of Common Stock, par value $0.001 per share, outstanding as of August 8, 2007.

Transitional Small Business Disclosure Format (check one): Yes **o** No **ý**

FORM 10-QSB

Index

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This document contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are "forward-looking statements" for the purposes of the federal and state securities laws, including, but not limited to any projections of earnings, revenue or other financials items; any statements of the plans, strategies and objectives of management for future operations; any statements concerning proposed new services or developments; any statements regarding future economic conditions or performance; any statements regarding future economic conditions or performance; any statements of belief; and any statements of assumptions underlying any of the foregoing.

Forward-looking statements may include the words "may," "could," "will," "estimate," "intend," "continue," "believe," "expec "anticipate" or other similar words. These forward-looking statements present our estimates and assumptions only as of the date of this report. Except for our ongoing obligation to disclose material information as required by the federal securities laws, we do not intend, and undertake no obligation, to update any forward-looking statement.

Although we believe that the expectations reflected in any of our forward-looking statements are reasonable, actual results could differ materially from those projected or assumed in any of our forward-looking statements. Our future financial condition and results of operations, as well as any forward-looking statements, are subject to change and inherent risks and uncertainties. The factors impacting these risks and uncertainties include but are not limited to:

- Increased competitive pressures from existing competitors and new entrants;
- Increases in interest rate or our cost of borrowing or a default under any material debt agreement;
- Deterioration in general or regional economic conditions;
- Adverse state or federal legislation or regulation that increases the costs of compliance, or adverse findings by a regulator with respect to existing operations;
- Loss of customers or sales weakness;
- Inability to achieve future sales levels or other operating results;
- The unavailability of funds for capital expenditures; and
- Operational inefficiencies in distribution or other systems.

For a detailed description of these and other factors that could cause actual results to differ materially from those expressed in any forward-looking statement, please see "Risk Factors" in our Annual Report on Form 10-KSB for the year ended December 31, 2006.

PART I **FINANCIAL INFORMATION**

Item 1. **Financial Statements.**

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
CONSOLIDATED BALANCE SHEETS
At June 30, 2007
(U.S. Dollars)

		June 30, 2007 (Unaudited)		December 31, 2006
Assets				
Current				
Cash and cash equivalents	$	3,913,094	$	450,759
Accounts receivable		1,376,196		1,319,575
Inventory		1,916,522		1,904,315
Prepaid expenses		136,640		124,360
		7,342,452		3,799,009
Property, equipment and leaseholds		3,864,737		4,100,553
Patents		204,530		169,758
Investment		369,000		369,000
Long term deposits		48,628		47,220
	$	11,829,347	$	8,485,540
Liabilities				
Current				
Accounts payable and accrued liabilities	$	305,558	$	423,030
Deferred revenue		-		20,559
		305,558		443,589
Stockholders' Equity				
Capital stock				
Authorized				
50,000,000 Common shares with a par value of $0.001 each				
1,000,000 Preferred shares with a par value of $0.01 each				
Issued and outstanding				
14,157,567 (2006: 13,058,427) common shares		14,158		13,058
Capital in excess of par value		15,812,776		12,370,418
Other comprehensive income		264,073		131,002
Deficit		(4,567,218)		(4,472,527)
Total Stockholders' Equity		11,523,789		8,041,951
Total Liabilities and Stockholders' Equity	$	11,829,347	$	8,485,540

Commitments, Contingencies and Subsequent events
(Notes 12, 13 & 14)

-- See Notes to Unaudited Consolidated Financial Statements --

1

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Three Months Ended June 30, 2007 and 2006
(U.S. Dollars -- Unaudited)

	Three Months Ended June 30, 2007		Three Months Ended June 30, 2006	
Sales	$	2,143,107	$	2,250,388
Cost of sales		1,260,324		1,579,739
Gross profit		882,783		670,649
Operating expenses				
Wages		259,272		332,092
Administrative salaries and benefits		124,485		159,192
Advertising and promotion		6,146		13,437
Investor relations and transfer agent fee		119,647		31,034
Office and miscellaneous		65,578		73,971
Insurance		52,236		51,214
Interest expense		159		-
Rent		56,738		59,266
Consulting		62,682		108,248
Professional fees		42,477		67,938
Travel		48,287		30,735
Telecommunications		9,845		8,029
Shipping		15,151		12,119
Research		22,974		42,661
Commissions		38,894		32,765
Bad debt expense (recovery)		775		(165)
Currency exchange		19,683		(990)
Utilities		4,439		4,638
		949,468		1,016,184
Income (loss) before other items and income tax		(66,685)		(345,535)
Other expenses		(5,570)		
Interest income		1,778		908
Income (loss) before income tax		(70,477)		(344,627)
Net income (loss)		(70,477)		(344,627)
Net income (loss) per share (basic and diluted)	$	(0.01)	$	(0.03)
Weighted average number of common shares		13,841,489		12,982,898

-- See Notes to Unaudited Consolidated Financial Statements --

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
For the Six Months Ended June 30, 2007 and 2006
(U.S. Dollars -- Unaudited)

	Six Months Ended June 30, 2007		2006	
Sales	$	4,433,008	$	4,758,833
Cost of sales		2,726,675		3,066,420
Gross profit		1,706,333		1,692,413
Operating expenses				
Wages		516,458		598,492
Administrative salaries and benefits		256,282		320,141
Advertising and promotion		38,024		32,384
Investor relations and transfer agent fee		177,838		63,332
Office and miscellaneous		103,506		97,891
Insurance		107,065		93,708
Interest expense		1,184		1,044
Rent		111,031		117,799
Consulting		127,679		196,049
Professional fees		81,271		160,873
Travel		82,030		49,488
Telecommunications		19,461		15,026
Shipping		23,244		25,585
Research		55,668		80,264
Commissions		75,597		89,990
Bad debt expense (recovery)		1,851		424
Currency exchange		9,590		4,523
Utilities		10,046		9,630
		1,797,825		1,956,623
Income (loss) before other items and income tax		(91,492)		(264,230)
Other expenses		(5,570)		
Interest income		2,371		1,853
Income (loss) before income tax		(94,691)		(262,377)
Income tax (recovery)		-		(127,079)
Net income (loss)		(94,691)		(135,298)
Net income (loss) per share (basic and diluted)	$	(0.01)	$	(0.01)
Weighted average number of common shares		13,485,482		12,982,112

-- See Notes to Unaudited Consolidated Financial Statements --

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
For the Six Months Ended June 30, 2007 and 2006
(U.S. Dollars -- Unaudited)

	Six Months Ended June 30, 2007		2006	
Operating activities				
Net income (loss)	$	(94,691)	$	(135,298)
Stock compensation expense		278,976		408,236
Depreciation		256,206		296,045
		440,491		568,983
Changes in non-cash working capital items:				
(Increase) Decrease in accounts receivable		(56,621)		(562,174)
(Increase) Decrease in inventory		(12,207)		625,440
(Increase) Decrease in prepaid expenses		(12,280)		19,372
Increase (Decrease) in accounts payable		(117,472)		(286,964)
Increase (Decrease) in deferred revenue		(20,559)		-
Increase (Decrease) in income taxes		-		28,918
Cash provided by (used in) operating activities		221,353		393,575
Investing activities				
Long term deposits		(1,408)		-
Investments		-		-
Loan receivable		-		(974)
Development of patents		(34,772)		(8,204)
Acquisition of property and equipment		(20,390)		(15,025)
Cash provided by (used in) investing activities		(56,570)		(24,203)
Financing activities				
Proceeds from issuance of common stock		3,164,481		(38,029)
Cash provided by financing activities		3,164,481		(38,029)
Effect of exchange rate changes on cash		133,072		55,616
Inflow (outflow) of cash		3,462,336		386,959
Cash and cash equivalents, beginning		450,759		526,292
Cash and cash equivalents, ending	$	3,913,094	$	913,251
Supplemental disclosure of cash flow information:				
Interest paid	$	1,184	$	1,084

-- See Notes to Unaudited Consolidated Financial Statements --

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
For the Period Ended June 30, 2007
(U.S. Dollars)

1. Basis of Presentation.

These unaudited consolidated financial statements of Flexible Solutions International, Inc (the “Company”) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information. These financial statements are condensed and do not include all disclosures required for annual financial statements. The organization and business of the Company, accounting policies followed by the Company and other information are contained in the notes to the Company’s audited consolidated financial statements filed as part of the Company’s December 31, 2006 Annual Report on Form 10-KSB. This quarterly report should be read in conjunction with such annual report.

In the opinion of the Company’s management, these consolidated financial statements reflect all adjustments necessary to present fairly the Company’s consolidated financial position at June 30, 2007, and the consolidated results of operations and the consolidated statements of cash flows for the six months ended June 30, 2007 and 2006. The results of operations for the six months ended June 30, 2007 are not necessarily indicative of the results to be expected for the entire fiscal year.

These consolidated financial statements include the accounts of Flexible Solutions International, Inc. (the “Company”), and its wholly-owned subsidiaries Flexible Solutions, Ltd. (“Flexible Ltd.”), NanoChem Solutions Inc., WaterSavr Global Solutions Inc., NanoDetect Technologies Inc. and Seahorse Systems Inc. All inter-company balances and transactions have been eliminated. The parent company was incorporated May 12, 1998 in the State of Nevada and had no operations until June 30, 1998 as described further below.

Flexible Solutions International, Inc. and its subsidiaries develop, manufactures and markets specialty chemicals which slow down the evaporation of water. The companies primary product, HEAT$AVR®, is marketed for use in swimming pools and spas where its use, by slowing the evaporation of water, allows the water to retain a higher temperature for a longer period of time and thereby reduces the energy required to maintain the desired temperature of the water in the pool. Another product, WATER$AVR®, is marketed for water conservation in irrigation canals, aquaculture, and reservoirs where its use slows down water loss due to evaporation. In addition to the water conservation products, the Company also manufacturers and markets water-soluble chemicals utilizing thermal polyaspartate biopolymers (hereinafter referred to as “TPAs”), which are beta-proteins manufactured from the common biological amino acid, L-aspartic. TPAs can be formulated to prevent corrosion and scaling in water piping within the petroleum, chemical, utility and mining industries. TPAs are also used as proteins to enhance fertilizers in improving crop yields and as additives for household laundry detergents, consumer care products and pesticides.

On May 2, 2002, the Company established WaterSavr Global Solutions Inc. through the issuance of 100 shares of common stock from WaterSavr Global Solutions Inc. to the Company.

On February 7, 2005, the Company established Nano Detect Technologies Inc. through the issuance of 1,000 shares of common stock from Nano Detect Technologies Inc. to the Company.

On June 21, 2005, the Company established Seahorse Systems Inc. through the issuance of 1,000 shares of common stock from Seahorse Systems Inc. to the Company.

Pursuant to a purchase agreement dated May 26, 2004, the Company acquired the assets of Donlar Corporation ("Donlar") on June 9, 2004 and created a new company, NanoChem Solutions Inc. as the operating entity for such assets. The purchase price of the transaction was $6,150,000 with consideration being a combination of cash and debt. Under the purchase agreement and as part of the consideration, the Company issued a promissory note bearing interest at 4% to Donlar's largest creditor to satisfy $3,150,000 of the purchase price. This note was paid June 2, 2005 and upon payment, all former Donlar assets that were pledged as security were released from their mortgage. The remainder of the consideration given was cash.

The following table summarizes the estimated fair value of the assets acquired at the date of acquisition (at June 9, 2004):

Current assets	$	1,126,805
Property and equipment		5,023,195
	$	6,150,000
Acquisition costs assigned to property and equipment		314,724
Total assets acquired	$	6,464,724

There was no goodwill or other intangible assets accept certain patents recorded at nil fair value, acquired as a result of the acquisition. The acquisition costs assigned to property and equipment include all direct costs incurred by the Company to purchase the Donlar assets. These costs include due diligence fees paid to outside parties investigating and identifying the assets, legal costs directly attributable to the purchase of the assets, plus applicable transfer taxes. These costs have been assigned to the individual assets based on their proportional fair values and will be amortized based on the rates associated with the related assets.

2. Significant Accounting Policies.

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States applicable to a going concern and reflect the policies outlined below.

(a) *Cash and Cash Equivalents.*

The Company considers all highly liquid investments purchased with an original or remaining maturity of less than three months at the date of purchase to be cash equivalents. Cash and cash equivalents are maintained with several financial institutions.

(b) *Inventories and Cost of Sales*

The Company has three major classes of inventory: finished goods, works in progress, raw materials and supplies. In all classes, inventory is valued at the lower of cost and market. Cost is determined on a first-in, first-out basis. Cost of sales includes all expenditures incurred in bringing the goods to the point of sale. Inventorial costs and costs of sales include direct costs of the raw material, inbound freight charges, warehousing costs, handling costs (receiving and purchasing) and utilities and overhead expenses related to the Company's manufacturing and processing facilities.

In 2004, the FASB issued SFAS No. 151, "Inventory Costs", to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material. This standard requires that such items be recognized as current-period charges. The standard also establishes the concept of "normal capacity" and requires the allocation of fixed production overhead to inventory based on the normal capacity of the production facilities. Any unallocated overhead must be recognized as an expense in the period incurred. This standard is effective for inventory costs incurred starting January 1, 2006. The adoption of this standard did not have a material impact on its financial position, results of operations or cash flows for 2006 or 2007.

6

(c) *Allowance for Doubtful Accounts*

The Company provides an allowance for doubtful accounts when management estimates collectibility to uncertain. Accounts receivable are continually reviewed to determine which, if any, accounts are doubtful of collection. In making the determination of the appropriate allowance amount, the Company considers current economic and industry conditions, relationships with each significant customer, overall customer credit-worthiness and historical experience.

(d) *Property, Equipment and Leaseholds*.

The following assets are recorded at cost and depreciated using the following methods using the following annual rates:

Computer hardware	30% Declining balance
Furniture and fixtures	20% Declining balance
Manufacturing equipment	20% Declining balance
Office equipment	20% Declining balance
Building	10% Declining balance
Leasehold improvements	Straight-line over lease term

Depreciation is recorded at half for the year the assets are first purchase. Property and equipment are written down to net realizable value when management determines there has been a change in circumstances which indicates its carrying amount may not be recoverable. No write-downs have been necessary to date.

(e) *Impairment of Long-Lived Assets*.

In accordance with SFAS No. 144, “Accounting for the Impairment or Disposal of Long-Lived Assets”, the Company reviews long-lived assets, including, but not limited to, property and equipment, patents and other assets, for impairment annually or whenever events or changes in circumstances indicate the carrying amounts of assets may not be recoverable. The carrying value of long-lived assets is assessed for impairment by evaluating operating performance and future undiscounted cash flows of the underlying assets. If the sum of the expected future cash flows of an asset, is less than its carrying value, an impairment measurement is indicated. Impairment charges are recorded to the extent that an asset’s carrying value exceeds its fair value. Accordingly, actual results could vary significantly from such estimates. There were no impairment charges during the periods presented.

(f) *Investments.*

Investment in corporations subject to significant influence and investments in partnerships are recorded using the equity method of accounting. On this basis, the Company’s share of income and losses of the corporations and partnerships is included in earnings and the Company’s investment therein adjusted by a like amount. Dividends received from these entities reduce the investment accounts. Portfolio investments not subject to significant influence are recorded using the cost method.

The fair value of a cost method investment is not estimated if there are no identified events or changes in circumstances that may have a significant adverse effect on the fair value of the investment.

The Company currently does not have any investments that require use of the equity method of accounting.

(g) *Foreign Currency.*

The functional currency of one of the subsidiaries is the Canadian Dollar. The translation of the Canadian Dollar to the reporting currency of the U.S. Dollar is performed for assets and liabilities using exchange rates in effect at the balance sheet date. Revenue and expense transactions are translated using average exchange rates prevailing during the year. Translation adjustments arising on conversion of the financial statements from the Company's functional currency, Canadian Dollars, into the reporting currency, U.S. Dollars, are excluded from the determination of loss and are disclosed as other comprehensive income (loss) in stockholders' equity.

Foreign exchange gains and losses relating to transactions not denominated in the applicable local currency are included in the operating loss if realized during the year and in comprehensive income if they remain unrealized at the end of the year.

(h) *Revenue Recognition.*

Revenue from product sales is recognized at the time the product is shipped since title and risk of loss is transferred to the purchaser upon delivery to the carrier. Shipments are made F.O.B. shipping point. The Company recognizes revenue when there is persuasive evidence of an arrangement, delivery has occurred, the fee is fixed or determinable, collectibility is reasonably assured and there are no significant remaining performance obligations. When significant post-delivery obligations exist, revenue is deferred until such obligations are fulfilled. To date there have been no such significant post-delivery obligations.

Provisions are made at the time the related revenue is recognized for estimated product returns. Since the Company's inception, product returns have been insignificant; therefore no provision has been established for estimated product returns.

(i) *Stock Issued in Exchange for Services.*

The valuation of the Company's common stock issued in exchange for services is valued at an estimated fair market value as determined by officers and directors of the Company based upon trading prices of the Company's common stock on the dates of the stock transactions. The corresponding expense of the services rendered is recognized over the period that the services are performed.

(j) *Stock-based Compensation.*

In December 2004, the Financial Accounting Standards Board ("FASB") issued revised SFAS No. 123(R), *Share-Based Payment*, which replaces SFAS No. 123, "*Accounting for Stock-Based Compensation*", which superseded APB Opinion No. 25, "*Accounting for Stock Issued to Employees*". FAS No. 123(R) requires the cost of all share-based payment transactions to be recognized in an entity's financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transactions. SFAS No. 123(R) applies to all awards granted, modified, repurchased or cancelled after July 1, 2005, and unvested portions of previously issued and outstanding awards. The Company adopted this statement for its first quarter starting January 1, 2006 and will continue to evaluate the impact of adopting this statement.

Prior to 2006, the Company adopted the disclosure provisions of SFAS No. 123 for stock options granted to employees and directors. The Company disclosed on a supplemental basis, the pro-forma effect of accounting for stock options awarded to employees and directors, as if the fair value based method had been applied, using the Black-Scholes option-pricing model. The Company has always recognized the fair value of options granted to consultants.

(k) *Comprehensive Income*.

Other comprehensive income refers to revenues, expenses, gains and losses that under generally accepted accounting principles are included in comprehensive income, but are excluded from net income as these amounts are recorded directly as an adjustment to stockholders' equity. The Company's other comprehensive income is primarily comprised of unrealized foreign exchange gains and losses.

(l) *Income (Loss) Per Share*.

Income (loss) per share is calculated by dividing net income (loss) by the weighted average number of shares outstanding. Diluted loss per share is computed by giving effect to all potential dilutive options that were outstanding during the year. For the periods ended June 30, 2007, 2006 and 2005, all outstanding options were anti-dilutive.

(m) *Use of Estimates*.

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates and would impact the results of operations and cash flows.

(n) *Financial Instruments*.

The fair market value of the Company's financial instruments comprising cash, short-term investment, accounts receivable, income tax recoverable, loan receivable, accounts payable and accrued liabilities and amounts due to shareholders were estimated to approximate their carrying values due to immediate or short-term maturity of these financial instruments. The Company maintains cash balances at financial institutions which at times, exceed federally insured amounts. The Company has not experienced any material losses in such accounts.

The Company is exposed to foreign exchange and interest rate risk to the extent that market value rate fluctuations materially differ from financial assets and liabilities, subject to fixed long-term rates.

The Company is exposed to credit-related losses in the event of non-performance by counterparties to the financial instruments. Credit exposure is minimized by dealing with only credit worthy counterparties. Accounts receivable for the three primary customers totals $466,031 (34%) as at June 30, 2007 (2006 - $657,220 or 50%).

(o) *Contingencies*

Certain conditions may exist as of the date the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company's management and its legal counsel assess such contingent liabilities, and such assessment inherently involves an exercise of judgment. In assessing loss contingencies related to legal proceedings that are pending against the Company or unasserted claims that may result in such proceedings, the Company's legal counsel evaluates the perceived merits of any legal proceedings or unasserted claims as well as the perceived merits of the amount of relief sought or expected to be sought therein.

If the assessment of a contingency indicates that it is probable that a material loss has been incurred and the amount of the liability can be estimated, the estimated liability would be accrued in the Company's financial statements. If the assessment indicates that a potentially material loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, then the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

9

Loss contingencies considered remote are generally not disclosed unless they involve guarantees, in which case the guarantees would be disclosed.

3. Inventories

	2007	2006
Completed goods	$ 878,579	$ 970,780
Works in progress	344,726	397,995
Raw materials	693,217	535,540
	$ 1,916,522	$ 1,904,315

4. Property, Plant & equipment

	2007 Cost	Accumulated Depreciation	2007 Net
Buildings	$ 3,144,259	$ 845,727	$ 2,298,532
Computer hardware	72,493	45,669	26,824
Furniture and fixtures	19,884	10,296	9,588
Office equipment	23,165	14,737	8,428
Manufacturing equipment	2,241,547	1,133,981	1,107,566
Trailer	2,178	1,638	540
Leasehold improvements	26,911	14,723	12,188
Trade show booth	8,156	5,271	2,885
Land	398,186	—	398,186
	$ 5,936,779	$ 2,072,042	$ 3,864,737

	2006 Cost	Accumulated Depreciation	2006 Net
Buildings	$ 3,144,259	$ 724,752	$ 2,419,507
Computer hardware	60,576	34,200	26,376
Furniture and fixtures	18,576	8,608	9,968
Office equipment	29,533	17,488	12,045
Manufacturing equipment	2,207,781	990,959	1,216,822
Trailer	1,991	1,411	580
Leasehold improvements	39,517	25,551	13,966
Trade show booth	7,456	4,353	3,103
Land	398,186	—	398,186
	$ 5,907,875	$ 1,807,322	$ 4,100,553

5. Patents

In fiscal 2005, the Company started the patent process for additional WATER$AVR® products. Patents associated with these costs were granted in 2006 and they have been amortized over their legal life of 17 years.

Of the patents costs listed below, $67,028 are not subject to amortization as of yet, as the patents are still in the process of being approved.

		2007 Cost		Accumulated Amortization		2007 Net
Patents	$	212,393	$	7,863	$	204,530

		2006 Cost		Accumulated Amortization		2006 Net
Patents	$	172,938	$	3,180	$	169,758

6. Investments

		2007		2006
Tatko Inc.	$	271,000	$	271,000
Air-Water Interface Delivery and Detection Inc.		98,000		98,000
	$	369,000	$	369,000

On May 31, 2003, the Company acquired an option to purchase a 20% interest in the outstanding shares of Tatko Inc. (“Tatko”) for consideration of the issuance of 100,000 shares of the Company’s common stock. The option to purchase the shares of Tatko expires on May 31, 2008. The cost of the investment has been accounted for based on the fair market value of the Company’s common stock on May 31, 2003. For further information on this option, see Contingencies (Note 13) below.

In 2005, NanoDetect purchased 32.7 shares of equity in Air Water Interface Delivery and Detection Inc. (“AWD”) for a total cost of $98,000. This investment represents only 3.3% of the issued and outstanding shares of AWD and, accordingly, will be accounted for under the cost method.

7. Long Term Deposits

The Company has reclassified certain security deposits to better reflect there long term nature. Long term deposits consist of damage deposits held by landlords and security deposits held by various vendors.

		2007		2006
Long term deposits	$	48,628	$	47,220

8. Stock Options

The Company adopted a stock option plan ("Plan"). The purpose of this Plan is to provide additional incentives to key employees, officers, directors and consultants of the Company and its subsidiaries in order to help attract and retain the best available personnel for positions of responsibility and otherwise promoting the success of the business activities. It is intended that options issued under this Plan constitute non-qualified stock options. The general terms of awards under the option plan are that 100% of the options granted will vest the year following the grant. The maximum term of options granted is 5 years.

The Company may issue stock options and stock bonuses for shares of its common stock to provide incentives to directors, key employees and other persons who contribute to the success of the Company. The exercise price of all incentive options are issued for not less than fair market value at the date of grant.

The following table summarizes the Company's stock option activity for the years ended December 31, 2005 and 2006 and the period ended June 30, 2007:

	Number of shares	Exercise price per share		Weighted average exercise price
Balance, December 31, 2004	1,241,740	$1.00 - $4.60	$	2.87
Granted	30,000	$3.58 - $4.40	$	4.17
Exercised	(162,000)	$1.40	$	1.40
Cancelled or expired	(49,000)	$3.00 - $4.25	$	3.52
Balance, December 31, 2005	1,060,740	$1.40 - $4.60	$	3.44
Granted	1,191,000	$3.25 - $3.60	$	3.25
Exercised	(46,000)	$1.40	$	1.40
Cancelled or expired	(79,000)	$1.40 - $4.25	$	2.46
Balance, December 31, 2006	2,126,740	$1.40 – 4.55	$	3.44
Granted	200,700	$1.50 – 3.60	$	2.14
Exercised	(163,000)	$1.50 – 3.25	$	1.77
Cancelled or expired	(79,000)	$3.00 – 4.25	$	3.36
Balance, June 30, 2007	2,085,440	$3.00 - 4.60	$	3.45

In December 2004, the Financial Accounting Standards Board ("FASB") issued revised FAS No. 123(R), *Share-Based Payment*, which replaces FAS No. 123, *Accounting for Stock-Based Compensation*, which superseded APB Opinion No. 25, *Accounting for Stock Issued to Employees*. FAS No. 123(R) requires the cost of all share-based payment transactions to be recognized in an entity's financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transactions. FAS No. 123(R) applies to all awards granted, modified, repurchased or cancelled after July 1, 2005, and unvested portions of previously issued and outstanding awards. The Company adopted this statement for its first quarter starting January 1, 2006 and will continue to evaluate the impact of adopting this statement.

Prior to 2006, the Company applied APB Opinion No. 25 and related interpretations in accounting for stock options granted to its employees and, accordingly, stock compensation expense of nil was recognized as wages expense in 2005 and 2004.

The fair value of each option grant is calculated using the following weighted average assumptions:

		2007		2006
Expected life – years		5.0		5.0
Interest rate		5.02%		3.85%
Volatility		52%		52.0%
Dividend yield		—%		—%
Weighted average fair value of options granted	$	2.14	$	1.69

During the six months ended June 30, 2007, the Company granted 150,000 stock options to Mr. Grant as a part of the litigation settlement made January 3, 2007. As the options were previously granted and expensed in 2001, no expense was recorded in this period related to this transaction. During the same period, the Company granted 50,700 options to consultants and has applied FAS No. 123(R) using the Black-Scholes option-pricing model, which resulted in additional expenses of $29,130 during the three months ended June 30, 2007. Options granted in previous quarters but not yet vested realized expenses of $94,128 for outsiders and $155,718 for employees for the six months ended

June 30, 2007.

12

During the six months ended June 30, 2006, the Company granted 410,000 options to purchase common stock to consultants and has applied FAS No. 123(R) using the Black-Scholes option-pricing model, which resulted in additional expenses of $159,043. During the same period, the Company granted 675,000 options to employees, resulting in an additional $251,910 in wages and administrative expenses.

9. Warrants

On April 14, 2005, the Company announced that it had raised $3,375,000 pursuant to a private placement of up to 1,800,000 shares of its common stock. The investors collectively purchased 900,000 shares of the Company's common stock at a per share purchase price of $3.75, together with warrants to purchase up to 900,000 additional shares of the Company's common stock. The warrants have a four-year term and are immediately exercisable at a price of $4.50 per share.

On June 8, 2005, the Company announced that it had raised an additional $327,750 pursuant to a private placement of up to 174,800 shares of its common stock. An investor purchased 87,400 shares of the Company's common stock at a per share price of $3.75, together with a warrant to purchase up to 87,400 additional shares of the Company's common stock. The warrant has a four-year term and is immediately exercisable at a price of $4.50 per share.

In May 2007 the Company closed a $3,042,455 private placement with select institutional investors. The terms are 936,140 units with each unit consisting of one share at $3.25 and one half warrant with a three year term and a strike price of $4.50 per share. The Company also issued 21,970 warrants with the same terms for investment banking services related to this transaction.

The following table summarizes the Company's warrant option activity for the year period ended June 30, 2007:

	Number of shares		Exercise price per share		Weighted average exercise price
Balance, December 31, 2004	—		—		—
Granted	987,400	$	4.50	$	4.50
Exercised	—		—		—
Cancelled	—		—		—
Balance, December 31, 2005	987,400	$	4.50	$	4.50
Granted	—		—		—
Exercised	—		—		—
Cancelled	—		—		—
Balance, December 31, 2006	987,400	$	4.50	$	4.50
Granted	490,040	$	4.50	$	4.50
Exercised	—		—		—
Cancelled	—		—		—
Balance, June 30, 2007	1,477,440	$	4.50	$	4.50

10. Capital Stock.

During the six months ended June 30, 2007, the Company issued 200,700 shares of common stock upon the exercise of stock options. The strike price varied from $1.50 – 3.25 per share.

In May 2007 the Company closed a $3,042,455 private placement with select institutional investors. The terms are 936,140 units with each unit consisting of one share at $3.25 and one half warrant with a three year term and a strike price of $4.50 per share. The proceeds will be used to build a biomass conversion facility that will use renewable agriculture crops to produce aspartic acid.

During the quarter ended June 30, 2006, the Company issued 6,000 shares of common stock at $1.40 per share upon exercise of stock options.

11. Segmented, Significant Customer Information and Economic Dependency.

The Company operates in two segments:

(a) Development and marketing of two lines of energy and water conservation products (as shown under the column heading “EWCP” below), which consists of a (i) liquid swimming pool blanket which saves energy and water by inhibiting evaporation from the pool surface, and (ii) food-safe powdered form of the active ingredient within the liquid blanket and which is designed to be used in still or slow moving drinking water sources.

(b) Manufacture of biodegradable polymers and chemical additives used within the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping (as shown under the column heading “BPCA” below). These chemical additives are also manufactured for use in laundry and dish detergents, as well as in products to reduce levels of insecticides, herbicides and fungicides.

The Company’s traditional operating activities related to the production and sale of its energy conversation product line. Upon acquiring the Donlar assets, the Company formed NanoChem, which was formed as its wholly-owned subsidiary in exchange for the capital contribution necessary to purchase the Donlar assets. The assets the Company acquired from Donlar include domestic and international patents and business processes relating to the production of TPAs and other environmental products and technologies, as well as a manufacturing plant. These assets are currently used by NanoChem for its revenue-producing activities.

The accounting policies of the segments are the same as those described in Note 2 to the Company’s consolidated financial statements, *Significant Accounting Policies*. The Company evaluates performance based on profit or loss from operations before income taxes, not including nonrecurring gains and losses and foreign exchange gains and losses.

The Company’s reportable segments are strategic business units that offer different, but synergistic products and services. They are managed separately because each business requires different technology and marketing strategies.

	EWCP	BPCA	Total
Revenue	$ 998,289	$ 3,434,719	$ 4,433,008
Interest revenue	1,517	854	2,371
Interest expense	523	661	1,184
Depreciation and amortization	26,256	229,950	256,206
Segment profit (loss)	633,516	538,825	(94,691)
Segment assets	193,507	3,671,230	3,864,737
Expenditures for segment assets	20,153	237	20,390

The sales generated in the United States and Canada are as follows:

		2007		2006
Canada	$	58,587	$	186,168
United States and abroad		4,374,421		4,572,665
Total	$	4,433,008	$	4,758,833

The Company's long-lived assets are located in Canada and the United States as follows:

		2007		2006
Canada	$	387,285	$	364,487
United States		3,681,982		3,905,824
Total	$	4,069,267	$	4,270,311

Three customers account for $1,799,725 (41%) of sales made in the period (2006 - $2,495,053 or 52%).

12. Commitments.

The Company is committed to minimum rental payments for property and premises aggregating approximately $434,489 over the term of four leases, the last expiring on December 31, 2011.

Commitments in each of the next five years are approximately as follows:

2007	$	105,933
2008		174,159
2009		122,785
2010		15,806
2011		15,806

13. Contingencies.

On May 1, 2003, the Company filed a lawsuit in the Supreme Court of British Columbia, Canada, against John Wells and Equity Trust, S.A. seeking the return of 100,000 shares of the Company's common stock and the repayment of a $25,000 loan, which were provided to defendants for investment banking services consisting of securing a $5 million loan and a $25 million stock offering. Such services were not performed and in the proceeding the Company seeks return of such shares after defendant's failure to both return the shares voluntarily and repay the note. On May 7, 2003, the Company obtained an injunction freezing the transfer of the shares. On May 24, 2004, there was a hearing on defendant's motion to set aside the injunction, which motion was denied by the trial court on May 29, 2004. On the date of issuance, the share transaction was recorded as shares issued for services at fair market value, a value of $0.80 per share. No amounts have been recorded as receivable in the Company's consolidated financial statements as the outcome of this claim is not determinable.

On July 23, 2004, the Company filed a breach of contract suit in the Circuit Court of Cook County, Illinois against Tatko. The action arises out of a joint product development agreement entered into between the Company and Tatko in which the Company agreed to invest $10,000 toward the product development venture and granted to Tatko 100,000 shares of the Company's restricted common stock. In return, Tatko granted the Company a five-year option to purchase 20% of Tatko's outstanding capital stock. Tatko has since refused to collaborate on the agreement and the Company seeks declaratory relief stating that Tatko is not entitled to the 100,000 shares of the Company's restricted common stock. The litigation is still pending at this time.

15

In addition, Tatko filed its own suit on September 24, 2004 in the Circuit Court of Cook County, Illinois seeking declaratory relief of its entitlement to the Company's restricted common stock. On May 23, 2005, the Tatko suit was dismissed with prejudice by the Circuit Court.

No amounts have been recorded as receivable in the Company's consolidated financial statements and no amount has been accrued as a loss as the outcome of the claim against Tatko is not determinable.

14. Subsequent Events.

There have been no subsequent events.

15. Comparative Figures.

Certain of the comparative figures have been reclassified to conform with the current year's presentation.

Item 2. Management's Discussion and Analysis or Plan of Operation.

Overview

Flexible Solutions International, Inc. ("we," "us," and "our") develops, manufactures and markets specialty chemicals that slow the evaporation of water. Our initial product, HEAT$AVR®, is marketed for use in swimming pools and spas where its use, by slowing the evaporation of water, allows the water to retain a higher temperature for a longer period of time and thereby reduces the energy required to maintain the desired temperature of the water in the pool. Using the same technology, WATER$AVR®, is marketed for water conservation in irrigation canals, aquaculture, and reservoirs where its use slows water loss due to evaporation. We also manufacture and market TPA's for use in the oilfields to reduce scale and corrosion in many 'topside' water systems and in the agriculture industry to reduce fertilizer crystallization before, during and after application.

Results of Operations

Material changes in our Statement of Operations for the periods presented are discussed below:

Six Months Ended June 30, 2007

Item	Increase (I) or Decrease (D)	Reason
Gross profit	I	Increased due to sales consisting of a different product mix.
Wages	D	Five year stock options plans granted to several key employees in 2006 resulted in higher expenses in 2006. Granting of stock options plans resulted in an expense of $38,077 in first six months of 2007 as compared to $58,718 in the same period 2006.
Administrative salaries and benefits	D	Five year stock option plans granted to several long term employees in 2006 resulted in higher expenses in 2006. Granting of stock options plans resulted in an expense of $102,301 in first six months of 2007 as compared to $184,996 in the same period 2006.
Investor relations and transfer agent fee	I	Increase in external investor relations and transfer agent fees as well as options granted in relation to the private placement in May 2007 increased our investor relations costs.
Consulting	D	The granting of stock options to long term consultants in 2006 resulted in a stock option expense of $122,304 in first quarter 2006 as compared to $65,609 in the same period 2007.
Professional fees	D	The Company experienced reduced professional fees after the conclusion of two lawsuits in December 2006 and January 2007.
Travel	I	Increased international sales have required increased travel.

Six Months Ended June 30, 2006

Item	Increase (I) or Decrease (D)	Reason
Wages	I	The Company adopted FAS No. 123(R) for its first quarter starting January 1, 2006. This requires the cost of all share-based payment transactions to be recognized in an entity's financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transactions. Five year stock options plans granted to several key employees in 2006 resulted in higher expenses in 2006. Granting of stock options plans resulted in an expense of $58,718 in first six months of 2006 as compared to $0 in the same period 2005.
Administrative salaries and benefits	I	The Company adopted FAS No. 123(R) for its first quarter starting January 1, 2006. This requires the cost of all share-based payment transactions to be recognized in an entity's financial statements, establishes fair value as the measurement objective and requires entities to apply a fair-value-based measurement method in accounting for share-based payment transactions. Five year stock options plans granted to several key employees in 2006 resulted in higher expenses in 2006. Granting of stock options plans resulted in an expense of $184,996 in first six months of 2006 as compared to $0 in the same period 2005.
Investor relations and transfer agent fees	D	In 2005, the stock options vested in relation to the capital raised on April 14th. This resulted in a non-cash transaction of $447,500. Without this, the expense would be about the same.
Interest expense	D	The decrease in interest expense is a direct result of the Company paying off the short-term loan used for the purchase of assets to create the NanoChem division.
Consulting	I	The granting of stock options to long term consultants in 2006 resulted in a stock option expense of $122,304 in first quarter 2006 as compared to $36,400 in the same period 2005.
Professional fees	I	This is the result of costs incurred in intellectual property prosecution and protection.
Travel	D	Is the direct the result of better cost-control in these areas instituted by management over the past year

18

Quarter Ended June 30, 2007

Item	Increase (I) or Decrease (D)	Reason
Wages	D	Five year stock options plans granted to several key employees in 2006 resulted in higher expenses in 2006. Granting of stock options plans resulted in an expense of $19,038 in second quarter 2007 as compared to $29,359 in the same period 2006.
Administrative salaries and benefits	D	Five year stock option plans granted to several long term employees in 2006 resulted in higher expenses in 2006. Granting of stock options plans resulted in an expense of $51,150 in second quarter 2007 as compared to $92,498 in the same period 2006.
Investor relations and transfer agent fee	I	Increase in external investor relations and transfer agent fees as well as options granted in relation to the private placement in May 2007 increased our investor relations costs.
Travel	I	Increased international sales have required increased travel.
Consulting	D	The granting of stock options to long term consultants in 2006 resulted in a stock option expense of $61,152 in second quarter 2006 as compared to $32,805 in the same period 2007.
Professional fees	D	The Company experienced reduced professional fees after the conclusion of two lawsuits in December 2006 and January 2007.

Quarter Ended June 30, 2006

Item	Increase (I) or Decrease (D)	Reason
Wages	I	In 2005 the Company was not required to record the expense of stock options for employees. The expense, for financial report purposes for employee stock options, added $29,359 to wages in second quarter 2006.
Administrative salaries and benefits	I	In 2005 the Company was not required to record the expense of stock options for employees. The expense, for financial report purposes for employee stock options, added $92,498 to administrative salaries in secondt quarter 2006.
Investor relations and transfer agent fee	D	In 2005, the stock options vested in relation to the capital raised on April 14th. This resulted in a non-cash transaction of $447,500. Without this, the expense would be about the same.
Consulting	I	The granting of stock options to long term consultants resulted in a stock option expense of $61,152 in second quarter 2006 as compared to $18,200 in the same period 2005.
Interest expense	D	The decrease in interest expense is a direct result of the Company paying off the short-term loan used for the purchase of assets to create the NanoChem division.

Capital Resources and Liquidity

The sources and uses of funds are directly obtainable from our Consolidated Statement of Cash Flows found on Page 3 of this document.

The Company has sufficient cash resources to meets its future commitments and cash flow requirements for the coming year. As of June 30, 2007 working capital was $7,036,894 (2006 - $3,355,420) and the Company has no substantial commitments that require significant outlays of cash over the coming fiscal year.

The Company is committed to minimum rental payments for property and premises aggregating approximately $434,489 over the term of four leases, the last expiring on December 31, 2011.

Commitments in each of the next five years are approximately as follows:

2007	$	105,933
2008		174,159
2009		122,785
2010		15,806
2011		15,806

The Company doesn't anticipate any capital requirements for the twelve months ending December 31, 2007.

The Company does not have any commitments or arrangements from any person to provide with any additional capital.

See Note 2 to the financial statements included as part of this report for a description of our significant accounting policies and recent accounting pronouncements.

Item 3. Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in our periodic reports to the Securities and Exchange Commission ("SEC") is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and regulations, and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide a reasonable level of assurance of reaching our desired disclosure control objectives.

As of the end of the period covered by this Quarterly Report, we carried out an evaluation, under the supervision and with the participation of management, including our principal executive officer and principal financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined under Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures are effective in timely alerting them to material information relating to us (including our consolidated subsidiaries) that is required to be included in our periodic reports.

PART II OTHER INFORMATION

Item 1. Legal Proceedings.

On May 1, 2003, we filed a lawsuit in the Supreme Court of British Columbia, Canada, against John Wells and Equity Trust, S.A., seeking the return of 100,000 shares of our common stock and the repayment of a $25,000 loan, which were provided to defendants for investment banking services consisting of securing a $5 million loan and a $25 million stock offering. Such services were not performed and in the proceeding we seek the return of such shares after defendants' failure to both return the shares voluntarily and repay the note. On May 7, 2003, we obtained an injunction freezing the transfer of the shares. On May 24, 2004, there was a hearing on defendants' motion to set aside the injunction, which motion was denied by the trial court on May 29, 2004. On the date of issuance, the share transaction was recorded as shares issued for services at fair market value, a value of $0.80 per share. No amounts have been recorded as receivable in our consolidated financial statements as the outcome of this claim is not determinable.

On July 23, 2004, we filed a breach of contract suit in the Circuit Court of Cook County, Illinois against Tatko. The action arises out of a joint product development agreement entered into between the us and Tatko in which we agreed to invest $10,000 toward the product development venture and granted to Tatko 100,000 shares of our restricted common stock. In return, Tatko granted us a five-year option to purchase 20% of Tatko's outstanding capital stock. Tatko has since refused to collaborate on the agreement and we seek declaratory relief stating that Tatko is not entitled to the 100,000 shares of our restricted common stock. The litigation is still pending at this time.

In addition, Tatko filed its own suit on September 24, 2004 in the Circuit Court of Cook County, Illinois seeking declaratory relief of its entitlement to our restricted common stock. On May 23, 2005, the Tatko suit was dismissed with prejudice by the Circuit Court. No amounts have been recorded as receivable in our consolidated financial statements and no amount has been accrued as a loss as the outcome of the claim against Tatko is not determinable.

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

In May 2007 the Company completed the sale of 936,140 Units, at a price of $3.25 per Unit, to a group of private investors. Each Unit consisted of one share of the Company's common stock and one-half of a warrant. Each whole warrant permits the holder to purchase one share of the Company's common stock at a price of $4.50 at any time prior to May 3, 2010.

The Company relied upon the exemption provided by Section 4(2) of the Securities Act of 1933 for the sale of these securities.

The shares sold to the private investors, as well as the shares issuable upon the exercise of the warrants, and included as a component of the Units, were subsequently registered for public sale by means of a registration statement filed with the Securities and Exchange Commission.

Item 3. Defaults Upon Senior Securities.

None.

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

The Company had its Annual General Meeting on June 21, 2007 and the following items were voted on and approved:

1. Vote to re-elect the five (5) directors to the Board of Directors in accordance with the Company’s Constitution, for the upcoming year:

A)	Daniel B. O’Brien
B)	Dr. Robert O’Brien
C)	John H. Bientjes
D)	Dale Friend
E)	Eric Hodges

2. Vote to approve the granting of the following options to officers and directors:

John H. Bientjes	5,000 options to buy common shares with a strike price of $3.60/share, vesting on December 31, 2007 and expiring on December 18, 2012.
Dale Friend	5,000 options to buy common shares with a strike price of $3.60/share, vesting on December 31, 2007 and expiring on December 18, 2012.
Eric Hodges	5,000 options to buy common shares with a strike price of $3.60/share, vesting on December 31, 2007 and expiring on December 18, 2012.

3. Approval of Annual Report

We have enclosed our 10KSB as filed with the SEC on Mar 29, 2007.

4. Vote to ratify the selection of Cinnamon Jang Willoughby & Company as the Company's independent registered public accountants for the year ending December 31, 2007.

Item 5. Other Information.

None.

Item 6. Exhibits.

Number	Description
3.1	Amended and Restated Certificate of Incorporation of the registrant. (1)
3.2	Bylaws of the registrant. (1)
31.1	Certification of Principal Executive Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of Principal Financial Officer Pursuant to §302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of Principal Executive Officer Pursuant to 18 U.S.C. §1350 and §906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of Principal Financial Officer Pursuant to 18 U.S.C. §1350 and §906 of the Sarbanes-Oxley Act of 2002.*

* Filed with this report.

(1) Incorporated by reference to the registrant's Registration Statement on Form 10-SB (SEC File. No. 000-29649) filed February 22, 2000.

SIGNATURES

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

Dated: August 14, 2007

Flexible Solutions International, Inc.

By:	/s/ Daniel B. O’Brien
Name:	Daniel B. O’Brien
Title:	President and Chief Executive Officer

By:	/s/ Daniel B. O’Brien
Name:	Daniel B. O’Brien
Title:	Chief Financial and Accounting Officer