

BOND LABORATORIES, INC.  
Form PRE 14A  
July 07, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)  
of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the SEC Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to 14a-12

BOND LABORATORIES, INC.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

1. Title of each class of securities to which transaction applies:
2. Aggregate number of securities to which transaction applies:
3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
4. Proposed maximum aggregate value of transaction:
5. Total fee paid:

- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:
3. Filing Party:
4. Date Filed:

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BOND LABORATORIES, INC.  
11011 Q Street, Building A, Suite 106  
Omaha, NE 68137  
402-884-1894

July \_\_, 2010

Dear Stockholders of Bond Laboratories, Inc.:

You are cordially invited to attend the 2010 Annual Meeting of Stockholders of Bond Laboratories, Inc., which will be held at Hampton Inn & Suites, located at 122331 Southport Parkway, La Vista, Nebraska, 68128, on August \_\_, 2010 at 9:00 a.m., local time. Details of the business to be conducted at the 2010 Annual Meeting are given in the attached Notice of Annual Meeting of Stockholders and Proxy Statement. In order for us to have an efficient Annual Meeting, please sign, date and return the enclosed proxy promptly in the accompanying reply envelope. If you are able to attend the Annual Meeting and wish to change your proxy vote, you may do so simply by voting in person at the Annual Meeting.

Our Board of Directors has unanimously approved the proposals set forth in the Proxy Statement and we recommend that you vote in favor of each such proposal.

We look forward to seeing you at the meeting.

Sincerely,

John Wilson  
Chief Executive Officer

#### YOUR VOTE IS IMPORTANT

All stockholders are cordially invited to attend the Annual Meeting in person. However, to ensure your representation at the Annual Meeting, you are urged to complete, sign, date and return, in the enclosed postage paid envelope, the enclosed proxy card as soon as possible. Returning your proxy will help us assure that a quorum will be present at the Annual Meeting and avoid the additional expense of duplicate proxy solicitations. Any stockholder attending the Meeting may vote in person, even if he or she has returned a proxy.

BOND LABORATORIES, INC.  
11011 Q Street, Building A, Suite 106  
Omaha, Nebraska 68137  
402-884-1894

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on August \_\_, 2010

Dear Stockholders of Bond Laboratories, Inc.:

We are pleased to invite you to attend the Annual Meeting of Stockholders of Bond Laboratories, Inc., a Nevada corporation, which will be held at Hampton Inn & Suites, located at 122331 Southport Parkway, La Vista, Nebraska, 68128, on August \_\_, 2010 at 9:00 a.m., local time, for the following purposes:

1. The election of three directors to our Board of Directors, each to serve until the next Annual Meeting of stockholders and until his respective successor is elected and qualified;
2. The approval of an amendment to our Certificate of Incorporation to increase our authorized Common Stock from 75,000,000 shares to 150,000,000 shares;
3. The adoption of the Bond Laboratories 2010 Equity Incentive Plan;
4. Ratifying the appointment of Tavarán Askelson & Company, LLP as our independent auditors for the fiscal year ending December 31, 2010; and
5. Such other matters as may properly come before the Annual Meeting or any adjournment or postponement of the Annual Meeting.

These matters are more fully discussed in the attached Proxy Statement.

The close of business on July 16, 2010 (the "Record Date"), has been fixed as the Record Date for the determination of stockholders entitled to notice of, and to vote at, the Annual Meeting or any adjournments or postponements thereof. Only holders of record of Common Stock at the close of business on the Record Date are entitled to notice of, and to vote at, the Annual Meeting. A complete list of stockholders entitled to vote at the Annual Meeting will be available for examination by any of our stockholders for purposes pertaining to the Annual Meeting at our corporate offices, 11011 Q Street, Building A, Suite 106, Omaha, Nebraska 68137, during normal business hours for a period of 10 days prior to the Annual Meeting, and at the time and place of the Annual Meeting. We are providing a copy of our Annual Report on Form 10-K for the year ended December 31, 2009 with the accompanying Proxy Statement.

Whether or not you expect to attend in person, we urge you to vote your shares as promptly as possible by signing and returning the enclosed proxy card in the postage-paid envelope provided, so that your shares may be represented and voted at the Annual Meeting. If your shares are held in the name of a bank, broker or other fiduciary, please follow the instructions on the voting instruction card furnished by the record holder.

Bond Laboratories' Board of Directors unanimously recommends that you vote "FOR" the Annual Meeting proposals, all of which are described in detail in the accompanying Proxy Statement.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to be Held on August \_\_, 2010: The Annual Report and Proxy Statement are available online at [www.\\_\\_\\_\\_\\_.com](http://www._____.com).

By Order of the Board of Directors,

John Wilson  
Chief Executive Officer, President and Director

Omaha, Nebraska  
July \_\_, 2010

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BOND LABORATORIES, INC.  
11011 Q Street, Building A, Suite 106  
Omaha, Nebraska 68137  
402-884-1894

#### PROXY STATEMENT

The enclosed proxy is solicited on behalf of the Board of Directors of Bond Laboratories, Inc., a Nevada corporation, for use at the 2010 Annual Meeting of Stockholders to be held on August \_\_, 2010 at 9:00 a.m., local time, and at any adjournment or postponement thereof, at Hampton Inn & Suites, located at 122331 Southport Parkway, La Vista, Nebraska, 68128. These proxy solicitation materials were mailed on or about July \_\_, 2010, to all stockholders entitled to vote at our Annual Meeting.

#### Voting

The specific proposals to be considered and acted upon at our Annual Meeting are summarized in the accompanying notice and are described in more detail in this Proxy Statement. On July 16, 2010, the Record Date for determination of stockholders entitled to notice of and to vote at the Annual Meeting, we had outstanding \_\_ shares of our Common Stock. Each holder of Common Stock is entitled to one vote for each share of Common Stock held by such stockholder on July \_\_, 2010.

#### Quorum

In order for any business to be conducted at the Annual Meeting, the holders of more than 50% of the shares entitled to vote must be represented at the Meeting, either in person or by properly executed proxy. If a quorum is not present at the scheduled time of the Annual Meeting, the stockholders who are present may adjourn the Annual Meeting until a quorum is present. The time and place of the adjourned Meeting will be announced at the time the adjournment is taken, and no other notice will be given. An adjournment will have no effect on the business that may be conducted at the Annual Meeting.

#### Required Vote

Stockholders may not cumulate votes in the election of directors. For Proposal 1, the three nominees who receive the greatest number of votes cast at the Meeting by the shares present in person or by proxy and entitled to vote will be elected. For Proposal 2, Proposal 3 and Proposal 4, and any other proposal to be considered at the Annual Meeting, the affirmative vote of holders representing a majority of the voting shares represented at the Meeting in person or by proxy and entitled to vote will be required for approval of such proposals.

#### Abstentions and Broker Non Votes

Abstentions will be counted as shares that are present for purposes of determining a quorum. For Proposal 1, abstentions are excluded entirely from the vote and do not have any effect on the outcome. For the approval of Proposal 2, Proposal 3 and Proposal 4, and for any other matter proposed at the Annual Meeting, abstentions will not be counted as votes cast for or against such proposals.

If you hold your shares in “street name” through a broker or other nominee, your broker or nominee may not be permitted to exercise voting discretion with respect to some of the matters to be acted upon. If you do not give your broker or nominee specific instructions regarding such matters, your proxy will be deemed a “broker non-vote.” Broker non-votes are included in the determination of the number of shares represented at the Annual Meeting for purposes of determining whether a quorum is present. For Proposal 1, broker non-votes have no effect on the outcome of the election. For the approval of Proposal 2, 3 and 4, broker non-votes have the practical effect of a vote against such proposals. Whether brokers have discretion to vote on other proposals and, if they do not, the effects of broker non-votes on such other proposals will depend on the nature of such other proposals.

#### Proxies

If the enclosed form of proxy is properly signed and returned, the shares represented thereby will be voted at the Annual Meeting in accordance with the instructions specified thereon. If you sign and return your proxy without specifying how the shares represented thereby are to be voted, the proxy will be voted (i) FOR the election of three directors proposed by our board, (ii) FOR the approval of an amendment to our Certificate of Incorporation to increase our authorized Common Stock from 75,000,000 shares to 150,000,000 shares, (iii) FOR the adoption of the Bond Laboratories 2010 Equity Incentive Plan, (iv) FOR ratification of the appointment of Tavarán Askelson & Company, LLP as our independent auditors for fiscal year 2010, and (v) at the discretion of the proxy holders on any other matter that may properly come before the Annual Meeting or any adjournment or postponement thereof.

You may revoke or change your proxy at any time before the Annual Meeting by filing with our Corporate Secretary at our principal executive offices at 11011 Q Street, Building A, Suite 106, Omaha, NE 68137, a notice of revocation or another signed proxy with a later date. You may also revoke your proxy by attending the Annual Meeting and voting in person. Attendance at the Meeting alone will not revoke your proxy. If you are a stockholder whose shares are not registered in your own name, you will need additional documentation from your broker or record holder to vote personally at the Annual Meeting.

#### Solicitation

We will bear the entire cost of solicitation, including the preparation, assembly, printing and mailing of this Proxy Statement, the proxy and any additional solicitation materials furnished to the stockholders. Copies of any solicitation materials will be furnished to brokerage houses, fiduciaries and custodians holding shares in their names that are beneficially owned by others so that they may forward this solicitation material to such beneficial owners. In addition, we may reimburse such persons for their costs in forwarding the solicitation materials to such beneficial owners. The original solicitation of proxies by mail may be supplemented by a solicitation by telephone, facsimile or other means by our directors, officers or employees. No additional compensation will be paid to these individuals for any such services. Except as described above, we do not presently intend to solicit proxies other than by mail and telephone.

MATTERS TO BE CONSIDERED AT ANNUAL MEETING

PROPOSAL 1

ELECTION OF DIRECTORS

General

The Company's Board of Directors currently consists of five directors, of which there are currently two vacancies. Each of the three current nominees is nominated to be elected at the Annual Meeting. Each of the nominees has confirmed that he will be able and willing to serve as a director if elected. If any of the nominees becomes unable or unwilling to serve, your proxy will be voted for the election of a substitute nominee recommended by the current Board of Directors. Upon recommendation of the Board of Directors, the Board of Directors has nominated for election as directors at our Annual Meeting Scott D. Landow, John S. Wilson and Elorian C. Landers.

Our Certificate of Incorporation and Bylaws provide that the Board of Directors shall consist of not less than one member, and that upon any change in the number of members, any newly created directorships or eliminated directorships shall be apportioned by the remaining members of the Board of Directors or by stockholders. Although the Company's Board of Directors currently consists of five directors, only three directors currently serve on the Board, and are nominated for election at the Annual Meeting.

Required Vote and Recommendation

The election of directors requires the affirmative vote of a plurality of the voting shares present or represented by proxy and entitled to vote at the Annual Meeting. The three nominees receiving the highest number of affirmative votes will be elected. Accordingly, under Nevada law and the Company's Certificate of Incorporation and Bylaws, abstentions and broker non-votes will not have any effect on the election of a particular director. Unless otherwise instructed or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" the election of the nominees.

The Board of Directors recommends that the stockholders vote "FOR" the election of Mr. Landow, Mr. Wilson and Mr. Landers.



## PROPOSAL 2

### AMENDMENT TO CERTIFICATE OF INCORPORATION TO INCREASE THE NUMBER OF SHARES OF AUTHORIZED COMMON STOCK

#### General

The Board of Directors has adopted resolutions approving, declaring advisable and recommending that our stockholders approve an amendment to our Certificate of Incorporation to increase the number of authorized shares of Common Stock from 75,000,000 shares to 150,000,000 shares. This amendment will not change the total number of authorized shares of our Preferred Stock, which is currently 10,000,000 shares. If approved, the increase in the number of authorized shares of our Common Stock will become effective upon the filing of a Certificate of Amendment with the Secretary of State of the State of Nevada. We currently plan to file the Certificate of Amendment as soon as reasonably practicable after receiving approval of the amendment from our stockholders. However, the Board of Directors has reserved the right to abandon the proposed amendment if, at any time before the filing of the Certificate of Amendment, it determines that the increase in the number of authorized shares of Common Stock is no longer in our best interests.

If this proposal is approved, the first paragraph of Article III of our Certificate of Incorporation will be amended to reflect an increase of 75,000,000 in the number of authorized shares of Common Stock. The proposed amendment to the first paragraph of Article III of our Certificate of Incorporation is set forth in its entirety in Appendix A to this Proxy Statement.

#### Purpose of and Rationale for the Proposed Amendment

We are currently authorized to issue a total of 75,000,000 shares of Common Stock. Of this amount, 61,057,948 shares of Common Stock were outstanding as of July \_\_, 2010. In addition we are required to reserve approximately 16,195,020 shares of Common Stock for issuance upon conversion or exercise of our outstanding convertible securities. As a result, we currently have little ability to issue additional shares of our Common Stock. The objective of the proposed increase in the number of authorized shares of Common Stock is to ensure that we have a sufficient number of shares of Common Stock authorized and available for future issuances and other corporate purposes.

In addition to the foregoing reasons, our Board of Directors believes that the number of shares of our Common Stock available for issuance should be increased in order to provide the Company with the flexibility to issue shares in connection with future financings, strategic acquisitions, debt restructurings or resolutions, equity compensation and incentives to employees and officers, forward stock splits and other corporate purposes that may occur in the future without the delay and expense associated with obtaining special stockholder approval each time an opportunity requiring the issuance of shares of Common Stock arises. Such a delay might deny us the flexibility that the Board of Directors views as important in facilitating the effective use of our securities.

We also constantly evaluate potential transactions with third parties that may involve the issuance of our Common Stock, such as financing transactions, debt restructuring transactions and business combination transactions. We plan to continue initiating discussions with third parties regarding potential investments, the restructuring or other resolution of our outstanding debts, asset purchases, acquisitions and other transactions. The Board of Directors, therefore, believes that it is prudent to increase the number of authorized shares of Common Stock from 75,000,000 to 150,000,000 in order to have a sufficient number of shares of Common Stock to meet our business needs, which may include raising additional capital, converting outstanding debt into shares of Common Stock, issuing Common Stock in connection with potential acquisitions and permitting the conversion or exercise of our outstanding convertible

securities.

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### Effect of Proposed Amendment

The increase in the authorized shares of our Common Stock will not have an immediate effect on the rights of existing stockholders. If the proposal to increase the number of authorized shares of our Common Stock is not approved, we may not have sufficient number of shares of Common Stock to conduct future financings, or engage in potential transactions involving mergers, restructurings or similar transactions.

Current holders of Common Stock do not have preemptive or similar rights, which mean that they do not have a right to purchase a proportionate share of any new issuances of our Common Stock in order to maintain their proportionate ownership interests in the Company. Therefore, the issuance of any additional shares of Common Stock will have a dilutive effect on earnings per share and on the equity and voting power of our existing Common Stock holders. It may also adversely affect the market price of our Common Stock. However, in the event additional shares are issued in transactions that position the Company to take advantage of favorable business opportunities or provide additional working capital needed to pursue and/or expand our business plan, the market price may increase. This proposed amendment to our Certificate of Incorporation will not otherwise alter or modify the rights, preferences, privileges or restrictions of the Common Stock.

### Anti-Takeover Effects

Although this proposed amendment to our Certificate of Incorporation is not motivated by anti-takeover concerns and is not considered by the Board of Directors to be an anti-takeover measure, the availability of additional authorized shares of Common Stock could enable the Board of Directors to issue shares defensively in response to a takeover attempt or to make an attempt to gain control of the Company more difficult or time-consuming. For example, shares of Common Stock could be issued to purchasers who might side with management in opposing a takeover bid that the Board of Directors determines is not in our best interests, thus diluting the ownership and voting rights of the person seeking to obtain control of the Company. In certain circumstances, the issuance of Common Stock without further action by the stockholders may have the effect of delaying or preventing a change in control of the Company, may discourage bids for our Common Stock at a premium over the prevailing market price and may adversely affect the market price of our Common Stock. As a result, increasing the authorized number of shares of our Common Stock could render more difficult and less likely a hostile takeover, tender offer or proxy contest, assumption of control by a holder of a large block of our stock, and the possible removal of our incumbent management. We are not aware of any proposed attempt to take over the Company or of any present attempt to acquire a large block of our Common Stock.

### Required Vote and Recommendation

The proposal to amend our Certificate of Incorporation to increase the number of authorized Common Stock from 75,000,000 to 150,000,000 shares requires the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote at the Annual Meeting. Under Nevada law and Bond Laboratories' Certificate of Incorporation and Bylaws, an abstention will have the same legal effect as a vote against the proposal, and each broker non-vote will reduce the absolute number, but not the percentage, of affirmative votes necessary for approval of the proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" the amendment to our Certificate of Incorporation to increase the number of authorized Common Stock from 75,000,000 to 150,000,000 shares.

The Board of Directors of Bond Laboratories recommends that the stockholders vote "FOR" the approval of an amendment to our Certificate of Incorporation to increase the number of authorized Common Stock from 75,000,000 to 150,000,000 shares.



## PROPOSAL 3

### ADOPTION OF THE BOND LABORATORIES 2010 EQUITY INCENTIVE PLAN

Bond Laboratories' stockholders are being asked to adopt Bond Laboratories' 2010 Equity Incentive Plan (the "2010 Plan"). The following is a summary of the principal features of the 2010 Plan, and it is qualified in its entirety by reference to the full text of the 2010 Plan, a copy of which is attached as Appendix B to this Proxy Statement.

#### Equity Incentive Awards

The 2010 Plan provides for four different types of equity incentive awards: (i) stock options, (ii) stock appreciation rights, (iii) restricted stock, and (iv) stock units. The principal features of each of these types of awards are described below. Bond Laboratories' Board of Directors administers the provisions of the 2010 Plan with respect to all participants in the 2010 Plan. In the future, the 2010 Plan may be administered by a committee comprised of one or more directors appointed by the Board of Directors. Each entity, whether the Board of Directors or a committee thereof, will be referred to in this summary as the Plan Administrator with respect to its particular administrative functions under the 2010 Plan, and each Plan Administrator will have complete discretion (subject to the provisions of the 2010 Plan) to authorize equity incentive awards under the 2010 Plan within the scope of its administrative authority.

#### Share Reserve

The number of shares of Common Stock underlying stock options, stock appreciation rights, restricted stock and stock units awarded under the 2010 Plan may not exceed 15,000,000 shares. The Board of Directors shall reserve the required number of shares from the authorized and unissued shares of Common Stock in order to bring the total 2010 Plan share reserve to 15,000,000 shares.

Should any stock option, stock appreciation right or stock unit be forfeited or terminate prior to its exercise in full, the shares of Common Stock subject to the unexercised portion of that stock option, stock appreciation right or stock unit, as the case may be, will again be available for subsequent awards under the 2010 Plan. Similarly, if any restricted stock or Common Stock issued upon the exercise of stock options are forfeited, such shares will again be available for subsequent awards under the 2010 Plan.

#### Change in Capitalization

If any change is made to the outstanding shares of Common Stock by reason of any recapitalization, stock dividend, stock split, reverse stock split, combination of shares, exchange of shares or other change in corporate structure effected without Bond Laboratories' receipt of consideration, appropriate adjustments will be made to (i) the number of shares reserved for future awards under the 2010 Plan, (ii) the maximum number of stock options, stock appreciation rights, restricted stock and stock units that may be awarded to a participant in any calendar year, (iii) the number of shares of Common Stock underlying each outstanding stock option and stock appreciation right, (iv) the exercise price under each outstanding stock option and stock appreciation right and (v) the number of stock units included in any prior award that has not yet been settled. All such adjustments will be designed to preclude the enlargement or dilution of participant rights and benefits under the 2010 Plan.

#### Eligibility

Employees, non-employee directors, and independent consultants and advisors to Bond Laboratories and its subsidiaries (whether now existing or subsequently established) will be eligible to receive awards under the 2010 Plan.



As of July \_\_, 2010, two executive officers, one non-employee directors and 16 other employees were eligible to receive awards under the 2010 Plan.

#### Valuation

The fair market value per share of Common Stock on any relevant date under the 2010 Plan will be the last reported sale price per share on that date, as reported on the OTC Bulletin Board. On July \_\_, 2010, the last reported sale price of Bond Laboratories Common Stock was \$\_\_ per share.

#### Stock Options

**Grant.** The Plan Administrator has complete discretion under the 2010 Plan to determine which eligible individuals are to receive option grants, the time or times when such grants are to be made, the number of shares subject to each such grant, the status of any granted option as either an incentive stock option or a non-statutory stock option under the federal tax laws, the vesting schedule (if any) to be in effect for the option grant or stock issuance and the maximum term for which any granted option is to remain outstanding. Under the 2010 Plan, an individual may not receive incentive stock options that first become exercisable in any given year for shares having a fair market value in excess of \$100,000, as determined on the date of grant.

**Price and Exercisability.** The exercise price per share for incentive stock options granted under the 2010 Plan may not be less than 100% of the fair market value per share of Common Stock on the option grant date. The exercise price for non-statutory stock options granted under the 2010 Plan may not be less than 85% of the fair market value per share of Common Stock on the option grant date.

No option will have a term in excess of 10 years, and options will generally vest and become exercisable in one or more installments over the optionee's period of service with Bond Laboratories. Stock options that are immediately exercisable in full, without any vesting period, may also be granted under the 2010 Plan at the discretion of the Plan Administrator. The Plan Administrator may also determine that all or part of an option granted under the 2010 Plan will fully vest if a change in control (as defined below) occurs with respect to Bond Laboratories or if the optionee is involuntarily terminated after a change in control.

The exercise price may be paid in cash or in shares of the Common Stock. Outstanding options may also be exercised through one of the following methods:

- a same-day sale, pursuant to which a designated brokerage firm is to effect an immediate sale of the shares purchased under the option and pay over to Bond Laboratories, out of the sale proceeds available on the settlement date, sufficient funds to cover the exercise price for the purchased shares plus all applicable withholding taxes;
- a stock pledge, pursuant to which all or part of the shares being purchased under the option are pledged to a designated brokerage firm or lender as security for a loan, the proceeds of which are paid directly to Bond Laboratories and sufficient to cover the exercise price for the purchased shares plus all applicable withholding taxes; and
- a full-recourse promissory note delivered to Bond Laboratories in an amount equal to the exercise price for the purchased shares plus all applicable withholding taxes, provided that the par value of the shares being purchased is paid in cash.





**Termination of Service.** Upon the optionee's cessation of employment or service with Bond Laboratories, the optionee will have a limited period of time in which to exercise his or her outstanding options for any shares in which the optionee is vested at that time. However, at any time while the options remain outstanding, the Plan Administrator will have complete discretion to extend the period following the optionee's cessation of employment or service during which his or her outstanding options may be exercised. The Plan Administrator will also have complete discretion to accelerate the exercisability or vesting of those options in whole or in part at any time.

**Modification and Assumption of Options.** The Plan Administrator has the discretion to modify, extend or assume outstanding options or may accept the cancellation of outstanding options in return for the grant of new options for the same or a different number of shares and at the same or a different exercise price. However, no modification of an option may, without the consent of the optionee, alter or impair his or her rights or obligations under the option.

**Repurchase of Options.** The Plan Administrator, in its discretion, may at any time offer to repurchase for cash the unexercised portion of any outstanding option upon the terms and conditions specified by the Plan Administrator. The Plan Administrator, in its discretion, may also permit an optionee to cash-out the unexercised portion of his or her option upon the terms and conditions specified by the Plan Administrator.

**Other Provisions.** No optionee will have any stockholder rights with respect to the option shares until the optionee has exercised the option and paid the exercise price for the purchased shares. Options are generally not assignable or transferable other than by will or the laws of inheritance and, during the optionee's lifetime, the option may be exercised only by such optionee. However, the Plan Administrator may allow non-statutory options to be transferred or assigned during the optionee's lifetime to one or more members of the optionee's immediate family or to a trust established exclusively for one or more such family members, to the extent such transfer or assignment is in furtherance of the optionee's estate plan.

#### Stock Appreciation Rights

**Grant.** The Plan Administrator has complete discretion under the 2010 Plan to determine which eligible individuals are to receive stock appreciation rights, the time or times when such grants are to be made, the number of shares subject to each stock appreciation right, the vesting schedule (if any) to be in effect for the stock appreciation right and the maximum term for which any stock appreciation right is to remain outstanding.

**Price and Exercisability.** The base price for stock appreciation rights are set forth in each agreement under which the stock appreciation right is granted. A stock appreciation right agreement may provide for either a fixed base price of a base price that fluctuates in accordance with a predetermined formula while the stock appreciation right is outstanding.

Each stock appreciation right agreement will specify the term of the stock appreciation right and the date or dates when all or any installment of the stock appreciation right will vest and become exercisable. The Plan Administrator may also determine that all or part of a stock appreciation right will fully vest if a change in control occurs with respect to Bond Laboratories or if the holder is involuntarily terminated after a change in control.

Stock appreciation rights may also be awarded alone. These stand-alone stock appreciation rights provide the holders with the right to receive a payment equal to the excess of (a) the fair market value of the shares of Common Stock subject to the stock appreciation right over (b) the aggregate base price payable for those shares. The payment may, at the discretion of the Plan Administrator, be made in cash, shares of Common Stock or a combination of both.



Stock appreciation rights may be awarded in combination with options. These tandem stock appreciation rights provide the holders with the right to surrender their options for a payment equal to the excess of (a) the fair market value of the vested shares of Common Stock subject to the surrendered option over (b) the aggregate exercise price payable for those shares. The payment may, at the discretion of the Plan Administrator, be made in cash, shares of Common Stock or a combination of both.

**Termination of Service.** At the discretion of the Plan Administrator, each stock appreciation right agreement may provide that a stock appreciation right will expire prior to the end of its term if the employment or service of the holder of the stock appreciation right ceases for any reason. While a stock appreciation right remains outstanding, the Plan Administrator will also have complete discretion to extend the period following the holder's cessation of employment or service during which his or her outstanding stock appreciation right may be exercised. The Plan Administrator will also have complete discretion to accelerate the exercisability or vesting of outstanding stock appreciation rights in whole or in part at any time.

**Modification and Assumption of Stock Appreciation Rights.** The Plan Administrator has the discretion to modify, extend or assume outstanding stock appreciation rights or may accept the cancellation of outstanding stock appreciation rights in return for the grant of new stock appreciation rights for the same or a different number of shares and at the same or a different base price. However, no modification of a stock appreciation right may, without the consent of the holder, alter or impair his or her rights or obligations under the stock appreciation right.

**Other Provisions.** Stock appreciation rights are generally not assignable or transferable other than by will or the laws of inheritance and, during the holder's lifetime, the stock appreciation may be exercised only by such holder. However, the Plan administrator may allow stock appreciation rights to be transferred or assigned during the holder's lifetime to one or more members of the holder's immediate family or to a trust established exclusively for one or more such family members, to the extent such transfer or assignment is in furtherance of the holder's estate plan.

#### Restricted Stock

**Grant.** The Plan Administrator has complete discretion under the 2010 Plan to determine which eligible individuals are to receive shares of restricted stock, the time or times when such grants are to be made, the number of shares granted and the vesting schedule (if any) to be in effect for the restricted stock.

**Payment.** Generally, restricted stock may be sold or awarded under the 2010 Plan for any fair and valuable consideration determined by the Plan Administrator, including (without limitation) cash, cash equivalents, full-recourse promissory notes, past services and future services. If an award of restricted stock consists of newly issued shares of restricted stock, the consideration must consist exclusively of cash, cash equivalents, past services rendered to Bond Laboratories (or its subsidiaries) or full-recourse promissory notes, as the Plan Administrator may determine.

**Vesting.** Awards of restricted stock may or may not be subject to vesting in one or more installments upon the satisfaction of conditions specified in the restricted stock agreement. A restricted stock agreement may provide for accelerated vesting in the event of the holder's death, disability, retirement or other events. The Plan Administrator may also determine that all or part of a restricted stock award will fully vest if a change in control occurs with respect to Bond Laboratories or if the holder is involuntarily terminated after a change in control.

**Voting and Dividend Right.** The holders of restricted stock awarded under the 2010 Plan will have the same voting, dividend and other rights as Bond Laboratories' other stockholders. A restricted stock agreement, however, may require that the holders of restricted stock invest any cash dividends received in additional shares of restricted stock, and those additional shares of restricted stock will be subject to the same conditions and restrictions as the original

shares of restricted stock on which the dividends were paid.

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## Stock Units

**Grant.** The Plan Administrator has complete discretion under the 2010 Plan to determine which eligible individuals are to receive stock units, the time or times when such grants are to be made, the number of stock units granted and the vesting schedule (if any) to be in effect for the stock units.

**Payment.** No cash consideration is required to be paid for awards of stock units.

**Vesting.** Award of stock units may or may not be subject to vesting in one or more installments upon satisfaction of conditions specified in the stock unit agreement. A stock unit agreement may provide for accelerated vesting in the event of the holder's death, disability, retirement or other events. The Plan Administrator may also determine that all or part of an award of stock units will fully vest if a change in control occurs with respect to Bond Laboratories or if the holder is involuntarily terminated after a change in control.

**Settlement of Stock Units.** Settlement of vested stock units may be made in the form of cash, shares of Common Stock or a combination of both, as determined by the Plan Administrator. Methods of converting stock units into cash may include (without limitation) a method based on the average fair market value of the Common Stock over a series of trading days. Vested stock units may be settled in a lump sum or in one or more installments.

**Voting and Dividend Rights.** The holders of stock units will have no voting rights. Prior to settlement or forfeiture, a stock unit awarded under the 2010 Plan may, at the Plan Administrator's discretion, carry with it the right to receive dividend equivalents that entitle the holder to be credited with an amount equal to the cash dividends paid on Bond Laboratories' Common Stock while the stock unit is outstanding. Settlement of dividend equivalents may be made in the form of cash, shares of Common Stock or a combination of both. Prior to settlement, dividend equivalents will be subject to the same conditions and restrictions as the stock units to which they attach.

**Death of Recipient.** Any award of stock units that becomes payable after the recipient's death will be distributed to the recipient's beneficiaries. Each recipient of an award of stock units under the 2010 Plan will designate one or more beneficiaries for this purpose by filing the prescribed form with Bond Laboratories. If no beneficiary is designated or if no designated beneficiary survives the award recipient, then any stock units that become payable after the recipient's death shall be distributed to the recipient's estate.

**Creditor's Rights.** A holder of stock units will have no rights other than those of a general creditor of Bond Laboratories. Stock units represent an unfunded and unsecured obligation of Bond Laboratories, subject to the terms and conditions of the applicable stock unit agreement.

## Change in Control

For purposes of the 2010 Plan, Bond Laboratories will be deemed to have undergone a change in control upon the occurrence of any of the following events:

1. The consummation of a merger or consolidation of Bond Laboratories with or into another entity or any other corporate reorganization, if the persons who were stockholders of Bond Laboratories immediately prior to such merger, consolidation or other reorganization own immediately after such merger, consolidation, or other reorganization less than 50% of the total voting power of the continuing or surviving entity or the direct or indirect parent corporation of the continuing or surviving entity;



2. The sale, transfer or other disposition of all or substantially all of Bond Laboratories' assets;
3. A change in the composition of Bond Laboratories' Board of Directors, after which fewer than a majority of the incumbent directors are directors who either (A) had been directors of Bond Laboratories on the date 24 months prior to such change in composition (the "original directors") or (B) were elected or nominated for election to the Board with the affirmative votes of at least a majority of the original directors who were in office at the time of such election or nomination; or
4. Any transaction that causes any person to be the beneficial owner (as that term is defined under the rules of the Securities and Exchange Commission) of shares representing at least 51% of the total voting power represented by Bond Laboratories' outstanding voting securities.

A transaction will not constitute a change in control if its sole purpose is to change Bond Laboratories' state of incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held Bond Laboratories' securities immediately before such transaction.

The acceleration of vesting upon a change in control may be seen as an anti-takeover provision and may have the effect of discouraging an asset purchase proposal, a takeover attempt or other efforts to gain control of Bond Laboratories.

#### Amendment and Termination

The Board of Directors may amend or modify the 2010 Plan in any or all respects whatsoever, subject to any stockholder approval required under applicable law or regulation or pursuant to the express provisions of the 2010 Plan summarized above. The Board of Directors may terminate the 2010 Plan at any time. If the 2010 Plan is approved by Bond Laboratories' stockholders, it will automatically terminate on July \_\_, 2020.

#### Federal Income Tax Considerations

**Stock Options.** Options granted under the 2010 Plan may be either incentive stock options that satisfy the requirements of Section 422 of the Internal Revenue Code or non-statutory options that are not intended to meet such requirements. The Federal income tax treatment for the two types of options differs as follows:

**Incentive Options.** No taxable income is recognized by the optionee at the time of the option grant, and no taxable income is generally recognized at the time the option is exercised. The optionee will, however, recognize taxable income in the year in which the purchased shares are sold or otherwise made the subject of a taxable disposition. For Federal income tax purposes, dispositions are divided into two categories: (i) qualifying dispositions and (ii) disqualifying dispositions. A qualifying disposition occurs if the sale or other disposition is made more than 2 years after the option grant date and more than 1 year after the exercise date. If the sale or disposition occurs before these two periods are satisfied, then a disqualifying disposition will result.

Upon a qualifying disposition, the optionee will recognize long-term capital gain or loss in an amount equal to the excess or shortfall of (i) the amount realized upon the sale or other disposition of the purchased shares over (ii) the exercise price paid for the shares. If there is a disqualifying disposition of the shares, then generally the excess of (i) the fair market value of those shares on the exercise date over (ii) the exercise price paid for the shares will be taxable as ordinary income to the optionee. Any additional gain or loss recognized upon the disposition will be recognized as a capital gain or loss by the optionee.





If the optionee makes a disqualifying disposition of the purchased shares, then generally Bond Laboratories will be entitled to an income tax deduction, for the taxable year in which such disposition occurs, equal to the excess of (i) the fair market value of such shares on the option exercise date over (ii) the exercise price paid for the shares. If the optionee makes a qualifying disposition, Bond Laboratories will not be entitled to any income tax deduction.

**Non-Statutory Options.** No taxable income is recognized by an optionee upon the grant of a non-statutory option. The optionee will in general recognize ordinary income, in the year in which the option is exercised, equal to the excess of the fair market value of the purchased shares on the exercise date over the exercise price paid for the shares, and the optionee will be required to satisfy the tax withholding requirements applicable to such income.

Bond Laboratories will be entitled to an income tax deduction equal to the amount of ordinary income recognized by the optionee with respect to the exercised non-statutory option. The deduction will in general be allowed for the taxable year of Bond Laboratories in which such ordinary income is recognized by the optionee.

**Stock Appreciation Rights.** As discussed above, Bond Laboratories may grant either stand-alone stock appreciation rights or tandem stock appreciation rights under the 2010 Plan. Generally, the recipient of a stand-alone stock appreciation right will not recognize any taxable income at the time the stand-alone stock appreciation rights is granted.

With respect to stand-alone stock appreciation rights, if the employee receives the appreciation inherent in the stock appreciation right in cash, the cash will be taxable as ordinary compensation income to the employee at the time that it is received. If the employee receives the appreciation inherent in the stock appreciation right in stock, the employee will recognize ordinary compensation income equal to the excess of the fair market value of the stock on the day it is received over any amounts paid by the employee for the stock.

With respect to tandem stock appreciation rights, if a holder elects to surrender the underlying option in exchange for cash or stock equal to the appreciation inherent in the underlying option, the tax consequences to the employee will be the same as discussed above relating to stand-alone stock appreciation rights. If the employee elects to exercise the underlying option, the holder will be taxed at the time of exercise as if he or she had exercised a non-statutory stock option (discussed above), i.e., the employee will recognize ordinary income for federal tax purposes measured by the excess of the then fair market value of the shares over the exercise price.

In general, there will be no federal income tax deduction allowed to Bond Laboratories upon the grant or termination of stand-alone stock appreciation rights or tandem stock appreciation rights. However, upon the exercise of either a stand-alone stock appreciation right or a tandem stock appreciation right, Bond Laboratories will be entitled to a deduction for federal income tax purposes equal to the amount of ordinary income that the employee is required to recognize as a result of the exercise, provided that the deduction is not otherwise disallowed under the Internal Revenue Code.

**Restricted Stock.** Restricted stock awards will generally be taxed in the same manner as non-statutory stock options. However, a restricted stock award is subject to a "substantial risk of forfeiture" within the meaning of Section 83 of the Internal Revenue Code to the extent the award will be forfeited in the event that the employee ceases to provide services to Bond Laboratories. As a result of this substantial risk of forfeiture, the employee will not recognize ordinary income at the time of award. Instead, the employee will recognize ordinary income on the dates when the stock is no longer subject to a substantial risk of forfeiture, or when the stock becomes transferable, if earlier. The employee's ordinary income is measured as the difference between the amount paid for the stock, if any, and the fair market value of the stock on the date the stock is no longer subject to forfeiture.



The employee may accelerate his or her recognition of ordinary income, if any, and begin his or her capital gains holding period by timely filing (i.e., within 30 days of the award) an election pursuant to Section 83(b) of the Internal Revenue Code. In such event, the ordinary income recognized, if any, is measured as the difference between the amount paid for the stock, if any, and the fair market value of the stock on the date of award, and the capital gain holding period commences on that date. The ordinary income recognized by an employee will be subject to tax withholding by Bond Laboratories. Unless limited by Section 162(m) of the Internal Revenue Code, Bond Laboratories is entitled to a deduction in the same amount as and at the time the employee recognizes ordinary income.

**Stock Units.** Upon the settlement of stock units granted under the 2010 Plan, the holder will generally recognize ordinary income in an amount equal to the amount of cash received and the fair market value of any unrestricted shares received.

In general, there will be no federal income tax deduction allowed to Bond Laboratories upon the grant or termination of stock units. However, upon the settlement of stock units granted under the 2010 Plan, Bond Laboratories will be entitled to a deduction for federal income tax purposes equal to the amount of ordinary income that the employee is required to recognize as a result of the settlement, provided that the deduction is not otherwise disallowed under the Internal Revenue Code.

**Deductibility of Executive Compensation.** Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation in excess of \$1.0 million paid to Bond Laboratories' chief executive officer or any of the four other most highly compensated officers. Certain performance-based compensation is specifically exempt from the deduction limit if it otherwise meets the requirements of Section 162(m). One of the requirements for equity compensation plans is that there must be a limit to the number of shares granted to any one individual under the plan. Accordingly, the 2010 Plan provides that no employee may be granted stock options, stock appreciation rights, restricted stock or stock units, in each case, that pertain to more than \_\_\_ shares in any calendar year. Stockholder approval of the 2010 Plan will constitute stockholder approval of these limitations for purposes of Section 162(m).

**Golden Parachute Rules.** Internal Revenue Code Section 280G provides that if certain executives receive payments that are made because of a change in control of Bond Laboratories, then a portion of those payments will be (i) subject to a 20% excise tax imposed on the executives that receive such payments, and (ii) nondeductible by Bond Laboratories. For this purpose, the acceleration of the vesting of stock options is treated as a payment. These adverse tax consequences only apply (i) if the total amount of the payments to such an executive equal or exceed 300% of his or her average annual compensation and (ii) to the extent that the payments actually exceed his or her average annual compensation.

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF U.S. FEDERAL INCOME TAXATION UPON AWARDEES AND BOND LABORATORIES WITH RESPECT TO THE GRANT AND EXERCISE OF AWARDS UNDER THE 2010 Plan. IT DOES NOT PURPORT TO BE COMPLETE AND DOES NOT DISCUSS THE TAX CONSEQUENCES ARISING IN THE CONTEXT OF THE EMPLOYEE'S DEATH OR THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH THE EMPLOYEE'S INCOME OR GAIN MAY BE TAXABLE.

### Accounting Treatment

Option grants or restricted stock issuances with exercise or issue prices that are less than the fair market value of the shares on the grant or issue date will result in a compensation expense to Bond Laboratories' earnings equal to the difference between the exercise or issue price and the fair market value of the shares on the grant or issue date. Such expense will be amortized against Bond Laboratories' earnings over the period that the option shares or issued shares are to vest.

Option grants or restricted stock issuances with exercise or issue prices equal to the fair market value of the shares at the time of issuance or grant generally will not result in any charge to Bond Laboratories' earnings, but Bond Laboratories must disclose, in pro-forma statements to Bond Laboratories' financial statements, the impact those option grants would have upon Bond Laboratories' reported earnings if the fair value of those options were treated as compensation expense. Whether or not granted at a discount, the number of outstanding options may be a factor in determining Bond Laboratories' earnings per share on a fully diluted basis.

In addition, any option grants made to non-employee consultants (but not non-employee directors) will result in a direct charge to Bond Laboratories' reported earnings based upon the fair value of the option measured initially as of the grant date and then subsequently on the vesting date of each installment of the underlying option shares. Such charge will accordingly be adjusted to reflect the appreciation (if any) in the value of the option shares over the period between the grant date of the option and the vesting date of each installment of the option shares. Should any outstanding options under the 2010 Plan be repriced, then that repricing will also trigger a direct charge to Bond Laboratories' reported earnings measured by the appreciation in the value of the underlying shares between the grant of the repriced option and the date the repriced option is exercised for those shares or terminates unexercised.

Generally, the granting of stock appreciation rights and stock units will result in a compensation expense to Bond Laboratories' earnings. The value of stock appreciation rights and stock units are treated as compensation expense, being charged against Bond Laboratories' earnings in the year of the grant and prorated over the vesting period. The expense is then adjusted each year as the value of the award increases or decreases.

### New Plan Benefits

Because benefits under the 2010 Plan will depend on the Plan Administrator's actions and the fair market value of Common Stock at various future dates, it is not possible to determine the benefits that will be received by directors, executive officers and other employees if the 2010 Plan is approved by the stockholders.

### Required Vote and Recommendation

The proposal to adopt the Bond Laboratories 2010 Plan requires the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote at the Annual Meeting. Under Nevada law and Bond Laboratories' Certificate of Incorporation and Bylaws, an abstention will have the same legal effect as a vote against the proposal, and each broker non-vote will reduce the absolute number, but not the percentage, of affirmative votes necessary for approval of the proposal. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" the adoption of the Bond Laboratories 2010 Plan.

The Board of Directors of Bond Laboratories recommends that stockholders vote "FOR" the proposed adoption of the Bond Laboratories 2010 Plan.



PROPOSAL 4

RATIFICATION OF THE APPOINTMENT OF  
TARVARAN, ASKELSON & COMPANY, LLC TO SERVE AS OUR  
REGISTERED PUBLIC ACCOUNTING FIRM FOR THE CURRENT FISCAL YEAR

Upon recommendation of the Audit Committee of the Board of Directors, the Board of Directors appointed Tarvaran, Askelson & Company, LLP as our independent registered public accounting firm for the current fiscal year and hereby recommends that the stockholders ratify such appointment.

The Board of Directors may terminate the appointment of Tarvaran, Askelson & Company, LLP as Bond Laboratories' independent registered public accounting firm without the approval of the Bond Laboratories stockholders whenever the Board of Directors deems such termination necessary or appropriate.

Representatives of Tarvaran, Askelson & Company, LLP will be present at the Annual Meeting, or available by telephone, and will have an opportunity to make a statement if they so desire and to respond to appropriate questions from stockholders.

Required Vote and Recommendation

Ratification of the selection of Tarvaran, Askelson & Company, LLP as Bond Laboratories' independent auditors for the fiscal year ending December 31, 2010 requires the affirmative vote of a majority of the shares present or represented by proxy and entitled to vote at the Annual Meeting. Under Nevada law and Bond Laboratories' Certificate of Incorporation and Bylaws, an abstention will have the same legal effect as a vote against the ratification of Tarvaran, Askelson & Company, LLP, and each broker non-vote will reduce the absolute number, but not the percentage, of affirmative votes necessary for approval of the ratification. Unless otherwise instructed on the proxy or unless authority to vote is withheld, shares represented by executed proxies will be voted "FOR" the ratification of Tarvaran, Askelson & Company, LLP as Bond Laboratories' independent auditors for the fiscal year ending December 31, 2010.

The Board of Directors recommends that stockholders vote "FOR" the ratification of the selection of Tarvaran, Askelson & Company, LLP as Bond Laboratories' independent auditors for the fiscal year ending December 31, 2010.

DIRECTORS

The following table sets forth certain information regarding the nominees for election as directors of Bond Laboratories. There are no family relationships between any directors and executive officers.

| Name of Nominee | Age | Title  |
|-----------------|-----|--|
| Scott Landow    | 54  | Chairman                                     |
| John Wilson     | 46  | Chief Executive Officer, President, Director |
| Elorian Landers | 62  | Director                                     |

Scott D. Landow is the founder and Chairman. Prior to August 2009, Mr. Landow served as the Company's principal executive officer and principal accounting officer. Mr. Landow is currently the Director of New Business Development. From December 2005 through May 2005 Mr. Landow was President, CEO and a member of the Board of Directors of Bridgetech Holdings International a publicly traded company leveraging significant relationships in China & the U.S. to capitalize on proprietary opportunities in high growth segments of the healthcare industry. From August 2000 through February 2005, Mr. Landow was President of Parentech Inc., an emerging medical device company for newborns and infants.

John S. Wilson is the Chief Executive Officer, President, and Director with over seventeen years of invaluable experience at both The Coca-Cola Company and Coca-Cola Enterprises. Most recently, Mr. Wilson was responsible for negotiating exclusive bottling agreements with national customers on behalf of all seventy-three of the Coca-Cola Bottlers in the United States. Mr. Wilson holds a Master of Business Administration degree from St. Louis University.

Elorian C. Landers is a Director and from 2004 through 2008, Mr. Landers was Senior Vice President of Development at Exousia Advanced Materials Corp. which developed advanced industrial products. Mr. Landers has over thirty years experience in public company management, investor relations and business development. He has in-depth knowledge of public company formation, management and corporate development. During his career, Mr. Landers has formed a number of companies and entities, and has interacted extensively with the Securities and Exchange Commission and public markets. From 1990 through 2004, in addition to certain consulting activities, he has worked for such entities as IVG Corp, which produces software for HR Industry as its Chief Executive Officer, iOmega which produces high speed portable drives, Swan Magnetics, as a Senior Vice President involved in the market introduction of High Speed Portable Drives, Insight Dental Cameras which pioneered the development of Dental Cameras & Software, Lasermedics, which produces low Energy Medical Lasers and; Rockefeller Private Family Fund as a consultant to RockCo. Mr. Landers holds a BA degree in advertising from Art Center College of Design in Pasadena California and studied architecture at Texas A&M University.

There have been no events under any bankruptcy act, no criminal proceedings and no judgments or injunctions material to the evaluation of the ability and integrity of any director or nominee during the past ten years.

#### Director Compensation

We currently have three directors. Our director compensation plan adopted in June 2010 provides for the issuance of options to purchase 25,000 shares of the Company's Common Stock on the date of their appointment, to each independent director for service on the Company's Board of Directors. In addition, each independent director receives \$5,000 per quarter for service on the Board. Our Chairman of the Board, and the chairman of each committee of the Board of Directors, is paid \$5,000 annually in addition to all other fees. The maximum amount that may be paid to any director in any calendar year is \$25,000. Payment of fees to directors may be paid in either cash or shares of the Company's Common Stock. During 2009, and through the date of this Proxy Statement, no compensation was paid to directors, although the Company has outstanding consultant contracts with both Elorian Landers and Scott Landow that provides them with \$5,000 and \$2,500 per month for the fair value of additional services rendered to the Company outside their roles and responsibilities as members of the Board of Directors.

### GOVERNANCE AND BOARD MATTERS

#### Term of Office

The Company's Certificate of Incorporation provides for one class of directors comprising the Board of Directors. Directors serve from the time they are duly elected and qualified until the next Annual Meeting of stockholders or their earlier death, resignation or removal from office.





#### Director Independence

A Company director, Scott Landow, is an indirect beneficiary with no authority in Small World Traders LLC. The holdings of Small World Traders LLC are reflected in Mr. Landow's beneficial ownership herein. In September of \_\_\_ Beshert LLC, of which Mr. Landow used to be an indirect beneficiary with no authority, converted a portion of its affiliated note representing an aggregate principal amount of \$112,500 into 281,250 common shares and an equal number of Common Stock purchase warrants with a three year term and weighted average exercise price of approximately \$0.62 per share. The Company no longer has any affiliated note receivables outstanding as of December 31, 2009.

#### Code of Ethics and Business Conduct

We have adopted a code of ethics that applies to all of our executive officers, directors and employees. Code of ethics codifies the business and ethical principles that govern all aspects of our business. This document will be made available in print, free of charge, to any shareholder requesting a copy in writing from the Company. A form of the code of conduct and ethics was filed as Exhibit 14.1 to the Annual Report on Form 10-K for December 31, 2008.

#### Stockholder Communications with the Board of Directors

Our Board of Directors provides stockholders with the ability to send communications to the Board of Directors, and stockholders may do so at their convenience. In particular, stockholders may send their communications to: Board of Directors, c/o Corporate Secretary, Bond Laboratories, Inc., 11011 Q Street, Building A, Suite 106, Omaha, Nebraska 68137. All communications received by the Corporate Secretary are relayed to the Board of Directors of Bond Laboratories. Members of the Board of Directors are not required to attend the Annual Stockholders Meeting.

#### MEETINGS AND COMMITTEES OF DIRECTORS

The Company does not have an audit committee or a compensation committee of its Board of Directors. In addition, the Company's Board of Directors has determined that the Company does not have an audit committee financial expert serving on the board. When the Company develops its operations, it will create an audit and a compensation committee and will seek an audit committee financial expert for its board and audit committee.

For a stockholder to submit a candidate for consideration to the Board of Directors, a stockholder must notify Bond Laboratories' Corporate Secretary. To make