

FLEXIBLE SOLUTIONS INTERNATIONAL INC  
Form 10-K  
March 26, 2009

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2008

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No. 001-31540

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.

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

Nevada  
(State or other jurisdiction of  
incorporation or organization) 91-1922863  
(I.R.S. Employer Identification No.)

615 Discovery Street  
Victoria, British Columbia, Canada V8T 5G4  
(Address of Principal Executive Office) Zip Code

Registrant's telephone number, including Area Code: (250) 477-9969

Securities registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which registered

Common Stock, \$0.001 par value NYSE Alternext US

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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

As of June 30, 2008 the aggregate market value of the Company's common stock held by non-affiliates was approximately \$17,539,168 based on the closing price for shares of the Company's common stock on the NYSE Alternext US for that date.

As of March 15, 2009, the Company had 14,062,567 issued and outstanding shares of common stock.

Documents incorporated by reference: None

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K for the year ended December 31, 2008 (“Annual Report”), including the Notes to Audited Consolidated Financial Statements, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, without limitation, those statements relating to development of new products, our financial condition, our ability to increase distribution of our products, integration of businesses we acquire and disposition of any of our current business. Forward-looking statements can be identified by the use of forward-looking terminology, such as “may,” “will,” “should,” “expect,” “anticipate,” “estimate,” “continue,” “plans,” “intends,” or other similar terminology. These forward-looking statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is anticipated or forecasted in these forward-looking statements due to numerous factors, including, but not limited to, our ability to generate or obtain sufficient working capital to continue our operations, changes in demand for our products, the timing of customer orders and deliveries and the impact of competitive products and pricing. In addition, such statements could be affected by general industry and market conditions and growth rates, and general domestic and international economic conditions.

Although we believe that the expectations reflected in these forward-looking statements are reasonable and achievable, such statements involve risks and uncertainties and no assurance can be given that our actual results will be consistent with these forward-looking statements. Except as otherwise required by applicable securities laws, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, changed circumstances or any other reason, after the date of this Annual Report.

PART I

Item 1. Description of Business

We were incorporated as Flexible Solutions, Ltd., a British Columbia corporation inter-provincially registered in Alberta, on January 26, 1991. On May 12, 1998, we merged Flexible Solutions Ltd. into Flexible Solutions International, Inc., a Nevada corporation. In connection with this merger, we issued 7,000,000 shares of common stock to the former shareholders of Flexible Solutions Ltd. in exchange for all of the outstanding shares of Flexible Solutions Ltd.

In June 2004 we purchased 52 U.S. and 139 International patents, as well as a 56,780 sq. ft. manufacturing plant near Chicago, Illinois from the bankruptcy estate of Donlar Corporation (“Donlar”) for \$6.15 million. The patents we acquired from Donlar relate to water-soluble chemicals (“TPAs”) which prevent corrosion and scaling in water pipes used in the petroleum, chemical, utility and mining industries. TPAs are also used to enhance fertilizers and improve crop yields and as additives for household laundry detergents, consumer care products and pesticides.

We operate through five wholly-owned subsidiaries: Flexible Solutions Ltd., WaterSavr Global Solutions Inc., NanoChem Solutions Inc., Nano Detect Technologies Inc., and Seahorse Systems Inc. Unless otherwise indicated, all references to our business include the operations of these subsidiaries.

In November 2007, we purchased a building and 3.3 acres of land in Taber, Alberta, Canada. The price paid was CDN\$1,325,000 and was financed by cash of \$660,000 and an interest free mortgage that was paid in June 2008. The building will be renovated and operated as a fermentation facility for the production of aspartic acid, a key ingredient in TPAs. Aspartic acid made in Taber will be shipped to our plant in Illinois for finishing.

Our website is [www.flexiblesolutions.com](http://www.flexiblesolutions.com)

Our Products

HEAT\$AVR®/ECO\$AVR

Our studies indicate that approximately 70% of the energy lost from a swimming pool occurs through water evaporation. HEAT\$AVR® is a chemical product for use in swimming pools and spas that forms a thin, transparent layer on the water’s surface. The transparent layer slows the evaporation of water, allowing the water to retain a higher temperature for a longer period of time and thereby reducing the energy required to maintain the desired temperature of the water. We have received reports from our commercial customers documenting energy savings of between \$2,400 to \$6,000 per year when using HEAT\$AVR®.

ECO\$AVR® is a patented, disposable dispenser designed for the residential pool and spa market. ECO\$AVR® is made of molded plastic in the form of a ten-inch long colorful fish that is filled with enough HEAT\$AVR® to cover the surface of a 400 sq. ft. swimming pool for about one month. The HEAT\$AVR® solution inside the ECO\$AVR® escapes into the water and rises to the surface to form a transparent layer on the water’s surface. Once the ECO\$AVR® is empty the dispenser is removed and replaced.

In outdoor pools, the HEAT\$AVR® also provides convenience compared to pool blankets. Pool blankets are plastic covers, which are cut to the size and shape of the surface of the pool or spa. Pool blankets float on the surface and, like the HEAT\$AVR®, reduce energy costs by inhibiting water evaporation.

However, it is often inconvenient to use conventional pool blankets because a pool blanket must be removed and stored before the pool can be used. Pool blankets do not provide any energy savings when not on the pool. Conversely, HEAT\$AVR® eliminates the need to install, remove and store the blanket and works 24 hours a day. In addition, the use of HEAT\$AVR® in an indoor pool results in even greater energy savings since indoor pool locations use energy not only to heat the pool water, but also to air condition the pool environment. By slowing the transfer of heat and water vapor from the pool to the atmosphere of the pool enclosure, less energy is required to maintain a pool at the desired temperature and there is a reduced load on the air-conditioning system.

HEAT\$AVR® retails for between \$200 and \$300 per four gallon case in the United States. ECO\$AVR® has a suggested retail price of between \$11.95 and \$14.95 in the United States. We market our HEAT\$AVR® and ECO\$AVR® products to homeowners with swimming pools and spas as well as operators of swimming pools and spas in hotels, motels, schools, and municipal and private recreational facilities.

We also manufacture and sell products which automatically dispense HEAT\$AVR® into commercial size swimming pools or spas at the rate of one ounce per 400 sq. ft. of water surface per day.

We have 18 non-exclusive distributorships in Canada and the United States for the sale of bulk HEAT\$AVR® (without the ECO\$AVR® dispenser) and exclusive distributorships in Australia, Chile, Korea, Argentina, Taiwan, Romania and Western Europe. We support our distributors and seek additional market opportunities by annually attending the major pool industry trade shows in the United States. We also advertise in trade magazines, maintain a semi-annual newsletter that is sent to buyer associations, customers and potential customers, and maintain a website which has information about our products.

#### WATER\$AVR®

This product utilizes our HEAT\$AVR technology to reduce water evaporation in reservoirs, potable water storage tanks, livestock watering ponds, aqueducts, canals and irrigation ditches. WATER\$AVR may also be used for lawn and turf care and potted and bedding plants.

WATER\$AVR® is sold in granulated form and can be applied by hand, by fully automated scheduled metering, or by an automatic dispenser.

Tests have indicated that WATER\$AVR®:

- Reduces daily water evaporation as much as 54%
- Reduces monthly water evaporation as much as 37%
- Is odorless
- Has no effect on invertebrates or vertebrates
- Has no anticipated effect on any current drinking water treatment processes and
- Is biodegradable

We have one full-time employee and one part-time employee who are involved in the sales and marketing of WATER\$AVR®.

## WATER\$AVR—BTI™

WATER\$AVR—BTI™ combines evaporation control with an environmentally friendly method of killing mosquito larvae during the first, second and third stages of development. Combined with our original WATER\$AVR® product, WATER\$AVR—BTI™ can be quickly and evenly spread across large and small water surfaces where larvae must go to obtain air. Tests conducted by the Entomology Department at the Louisiana State University Agricultural Center showed that the use of WATER\$AVR—BTI™ resulted in a 100% kill rate of mosquito larvae in contact with the product.

## TPAs (thermal polyaspartate biopolymers)

TPAs for Oilfields. TPAs are used to reduce scale and corrosion in various “topside” water systems. They are used in place of traditional phosphate and other products when biodegradability is required by environmental regulations. We have the ability to custom manufacture TPAs depending on the specific water conditions associated with any oil well.

TPAs for the Agricultural Industry. TPAs have the ability to reduce fertilizer crystallization before, during and after application and can also prevent crystal formation between fertilizer and minerals present in the soil. Once crystallized, fertilizer and soil minerals are not bio-available to provide plant nourishment. As a result, in select conditions the use of TPAs either blended with fertilizer or applied directly to crops can increase yields significantly. TPAs are designated for crop nutrient management programs and should not be confused with crop protection and pesticides or other agricultural chemical applications. Depending on the application, TPA products are marketed under a variety of brands including Amisorb, LYNX, MAGNET, AmGro and VOLT. Markets of significance include potatoes, sugar beets, cotton, tomatoes, almonds and other high value per acre crops.

TPAs for Irrigation. The crystallization prevention ability of TPAs can also be useful in select irrigation conditions. By reducing calcium carbonate scale propagation, TPAs can prevent early plugging of drip irrigation ports, reduce maintenance costs and lengthen the life of equipment. TPAs compete with acid type scale removers, but have the advantage of a positive yield effect on the plant, as well as an easier deployment formulation with liquid fertilizers when used as part of a “fertigation” program. Our TPAs for drip irrigation scale prevention are at an early stage of commercialization and will be marketed and sold through the same channels as TPAs used by the agricultural industry.

TPAs for Detergent. In detergents, TPAs are a biodegradable substitute for poly-acrylic acid. In select markets, the use of this substitute outweighs the added cost of TPAs, which has allowed for the continued growth of this TPA product line. However, to increase penetration of this market beyond specialty detergent manufacturers, we will need to decrease the cost of this product or wait for legislative intervention regarding biodegradability of detergent components. In the meantime, we are researching various methods to reduce production costs.

TPAs for Personal Care Products. TPAs can also be used in shampoo and cosmetic products for increased hydration that improves the feel of the core product to consumers. TPA’s may also be used as an additive to toothpaste with the documented effect of reducing decay bacteria adhesion to tooth enamel and presumed reduction in total decay. We do not currently sell TPAs for use in personal care products.

## Competition

### HEAT\$AVR® and ECO\$AVR™

We are aware of two other companies that manufacture products that compete with HEAT\$AVR® and ECO\$AVR® and we believe our products are more effective and safer. We maintain fair pricing equal to or lower than our competitors and protect our intellectual property carefully. Our products are expected to maintain or increase market share in the competitive pool market.

HEAT\$AVR® also competes with plastic pool blanket products. However, we believe that HEAT\$AVR® is more effective and convenient than pool blankets.

### WATER\$AVR®

Ultimate Products (Aust) Pty Ltd. of Australia has a product called Aquatain that directly competes with WATER\$AVR®. We believe our WATER\$AVR® product is superior for the following reasons: it is safer, much less expensive and has much better test data. Aquatain has not expended the capital to test for environmental effects on insects and other aquatic life whereas WATER\$AVR® has recognized third party environmental safety documentation.

As water conservation is an important priority throughout the world, numerous researchers are working to develop solutions that may compete with, or be superior to, WATER\$AVR.

### WATER\$AVR—BTI™

Although we are not aware of any direct competition with WATER\$AVR—BTI™, the pest control industry is very large and well funded and there are a multitude of alternative methods and materials that can be used for mosquito control. We believe that we will be able to compete by providing an environmentally sensitive product which is less expensive than traditional products.

## TPAs

Our TPA products have direct competition with Lanxess AG (spun out of Bayer AG), a German manufacturer of TPAs, which uses a patented process different from ours. We have cross-licensed each other's processes and either company can use either process for the term of the patents involved. We believe that Lanxess has approximately the same production capacity and product costs as we do. We believe that we can compete effectively with Lanxess by offering excellent customer service in oilfield sales, superior distributor support in the agricultural marketplace and flexibility due to our relative size. In addition, we intend to continue to seek market niches that are not the primary targets of Lanxess.

Our TPA products face indirect competition from other chemicals in every market in which we are active. For purposes of oilfield scale prevention, phosphonates, phosphates and molibdonates provide the same effect. For crop enhancement, increased fertilizer levels or reduced concentrations can serve as a substitute for TPAs. In irrigation scale control, acid washes are our prime competitor. In detergent, poly-acrylic acid is most often used due to price advantage. Notwithstanding the above, we believe our competitive advantages include:

- Biodegradability compared to competing oil field chemicals;
- Cost-effectiveness for crop enhancement compared to increased fertilizer use;
- Environmental considerations, ease of formulation and increased crop yield opportunities in irrigation scale markets; and
- Biodegradability compared to poly-acrylic acid for detergents.





## Manufacturing

Our HEAT\$AVR® and ECO\$AVR® products and dispensers are made from chemicals, plastic and other materials and parts that are readily available from multiple suppliers. We have never experienced any shortage in the availability of raw materials and parts for these products and we do not have any long term supply contracts for any of these items. We manufacture these products in our plant in Taber, Alberta, Canada.

Our WATER\$AVR® products are manufactured by a third party. We are not required to purchase any minimum quantity of this product.

Our 56,780 sq. ft. facility in Peru, Illinois manufactures our TPA products. Raw materials for TPA production are sourced from various manufacturers throughout the world and we believe they are available in sufficient quantities for any increase in sales. Raw materials are, however, derived from crude oil and are subject to price fluctuations related to world oil prices.

In November 2007, we purchased a building and 3.3 acres of land in Taber, Alberta, Canada. The price paid was CDN\$1,325,000 and was financed by cash of \$660,000 and an interest free mortgage that was paid in June 2008. We expect the building to be renovated by August 31, 2009. Once renovated, the building will operate as a fermentation facility for the production of aspartic acid, a key ingredient in TPAs. Aspartic acid made in Taber will be shipped to our plant in Illinois for finishing.

## Government Regulations

### HEAT\$AVR® and ECO\$AVR®

Chemical products for use in swimming pools are covered by a variety of governmental regulations in all countries where we sell these products. These regulations cover packaging, labeling, and product safety. We believe our products are in compliance with these regulations.

### WATER\$AVR®

Our WATER\$AVR® product is subject to regulation in most countries, particularly for agricultural and drinking water uses. We do not anticipate that governmental regulations will be an impediment to marketing WATER\$AVR® because the components in WATER\$AVR® have historically been used in agriculture for many years for other purposes. Nevertheless, we will need to obtain approval to sell WATER\$AVR® in the United States for agricultural and drinking water uses. We have received National Sanitation Foundation approval for the use of WATER\$AVR in drinking water in the United States.

### WATER\$AVR—BTI™

As a pesticide, WATER\$AVR—BTI™ was approved by the EPA for commercial sale in the United States on November 30, 2005. We began marketing this product commercially in 2006. While EPA approval applies only to registration of the product in the United States, we believe EPA approval may expedite product registration and approval processes in other parts of the world. We will apply for certification in any country where significant markets are identified.

## TPAs

In the oil field and agricultural markets we have received government approval for all TPAs currently sold. In the detergent market, there are currently no regulatory requirements for use of TPAs in detergent formulations. For personal care products such as shampoo and toothpaste, there are various regulatory bodies, including the National Sanitation Foundation and the United States Food and Drug Administration, that regulate TPA use. If we begin to market our TPA products to these industries, we will need to satisfy applicable regulatory requirements.

## Proprietary Rights

Our success is dependent, in part, upon our proprietary technology. We rely on a combination of patent, copyright and trade secret laws and nondisclosure agreements to protect our proprietary technology. We currently hold 56 U.S. patents and 139 International patents which expire at various dates between 2011 and 2020. We also have three U.S. patent applications pending and have applied to extend these pending patents to certain other countries where we operate. There can be no assurance that our pending patent applications will be granted or that any issued patent will be upheld as valid or prevent the development of competitive products, which may be equivalent to or superior to our products. We have not received any claims alleging infringement of the intellectual property rights of others, but there can be no assurance that we may not be subject to such claims in the future.

## Research and Development

We spent \$80,381 for the year ended December 31, 2008 and \$120,817 for the year ended December 31, 2007 on research and development. This work relates primarily to the development of our water and energy conservation products, as well as new research in connection with our TPA products.

## Employees

As of December 31, 2008 we had 34 employees, including one officer, thirteen sales and customer support personnel, and twenty manufacturing personnel. None of our employees is represented by a labor union and we have not experienced any work stoppages to date.

## Item 1A. Risk Factors

This Form 10-K contains forward-looking information based on our current expectations. Because our actual results may differ materially from any forward-looking statements made by us, this section includes a discussion of important factors that could affect our future operations and result in a decline in the market price of our common stock.

We have incurred significant operating losses since inception and may not sustain profitability in the future.

We have experienced operating losses and negative cash flow from operations since our inception and we currently have an accumulated deficit. If our revenues do not increase, our results of operations and liquidity will be materially adversely affected. If we experience slower than anticipated revenue growth or if our operating expenses exceed our expectations, we may not be profitable. Even if we become profitable in the future, we may not remain profitable.

Fluctuations in our operating results may cause our stock price to decline.

Given the nature of the markets in which we operate, we cannot reliably predict future revenues and profitability. Changes in competitive, market and economic conditions may cause us to adjust our operations. A high proportion of our costs are fixed, due in part to our sales, research and development and manufacturing costs. Thus, small declines in revenue could disproportionately affect our operating results. Factors that may affect our operating results and the market price of our common stock include:

- demand for and market acceptance of our products;
- competitive pressures resulting in lower selling prices;
- adverse changes in the level of economic activity in regions in which we do business;
- adverse changes in industries, such as swimming pool construction, on which we are particularly dependent;
- changes in the portions of our revenue represented by various products and customers;
- delays or problems in the introduction of new products;
- the announcement or introduction of new products, services or technological innovations by our competitors;
- variations in our product mix;
- the timing and amount of our expenditures in anticipation of future sales;
- increased costs of raw materials or supplies; and
- changes in the volume or timing of product orders.

Our operations are subject to seasonal fluctuation.

The use of our swimming pool products increases in summer months in most markets and results in our sales from January to June being greater than in July through December. Markets for our WATER\$AVR® product are also seasonal, dependent on the wet versus dry seasons in particular countries. We attempt to sell into a variety of countries with different seasons on both sides of the equator in order to minimize seasonality. Our TPA business is the least seasonal, however there is a small increase in the spring related to inventory building for the crop season in the United States and a small slowdown in December as oilfield customers run down stock in advance of year end, but otherwise, little seasonal variation. We believe we are able to adequately respond to these seasonal fluctuations by reducing or increasing production as needed.

Interruptions in our ability to purchase raw materials and components may adversely affect our profitability.

We purchase certain raw materials and components from third parties pursuant to purchase orders placed from time to time. Because we do not have guaranteed long-term supply arrangements with our suppliers, any material interruption in our ability to purchase necessary raw materials or components could have a material adverse effect on our business, financial condition and results of operations.

Our WATER\$AVR® product has not proven to be a revenue producing product and we may never recoup the cost associated with its development.

The marketing efforts of our WATER\$AVR® product may result in continued losses. We introduced our WATER\$AVR® product in June 2002 and, to date, we have delivered quantities for testing by potential customers, but only a few customers have ordered the product for commercial use. This product can achieve success only if it is ordered in substantial quantities by commercial customers who have determined that the water saving benefits of the product exceed the costs of purchase and deployment of the product. We can offer no assurance that we will receive sufficient orders of this product to achieve profits or cover the additional expenses incurred to manufacture and market this product. We expect to spend \$200,000 on the marketing and production of our WATER\$AVR® product in fiscal 2009.

If we do not introduce new products in a timely manner, our products could become obsolete and our operating results would suffer.

Without the timely introduction of new products and enhancements, our products could become obsolete over time, in which case our revenue and operating results would suffer. The success of our new product offerings will depend upon several factors, including our ability to:

- accurately anticipate customer needs;
- innovate and develop new products and applications;
- successfully commercialize new products in a timely manner;
- price our products competitively and manufacture and deliver our products in sufficient volumes and on time; and
- differentiate our products from our competitors' products.

In developing any new product, we may be required to make a substantial investment before we can determine the commercial viability of the new product. If we fail to accurately foresee our customers' needs and future activities, we may invest heavily in research and development of products that do not lead to significant revenues.

We are dependent upon certain customers.

Among our current customers, we have identified six that are sizable enough that the loss of any one would be significant. Any loss of one or more of these customers could result in a substantial reduction in our revenues.

Economic, political and other risks associated with international sales and operations could adversely affect our sales.

Revenues from shipments made outside of the United States accounted for approximately 79% of our revenues in the year ended December 31, 2008, 79% in the year ended December 31, 2007 and 79% in the year ended December 31, 2006. Since we sell our products worldwide, our business is subject to risks associated with doing business internationally. We anticipate that revenues from international operations will continue to represent a sizable portion of our total revenue. Accordingly, our future results could be harmed by a variety of factors, including:

- changes in foreign currency exchange rates;
- changes in a country or region's political or economic conditions, particularly in developing or emerging markets;
- longer payment cycles of foreign customers and difficulty of collecting receivables in foreign jurisdictions;
- trade protection measures and import or export licensing requirements;
- differing tax laws and changes in those laws;
- difficulty in staffing and managing widespread operations;
- differing protection of intellectual property and changes in that protection; and
- differing regulatory requirements and changes in those requirements.

We are subject to credit risk and may be subject to substantial write-offs if one or more of our significant customers default on their payment obligations to us.

We currently allow our major customers between 30 and 45 days to pay for each sale. This practice, while customary, presents an accounts receivable write-off risk in that if one or more of our significant customers defaulted on their payment obligations to us, such write-off, if substantial, would have a material adverse effect on our business and results of operations.

Our products can be hazardous if not handled, stored and used properly; litigation related to the handling, storage and safety of our products would have a material adverse effect on our business and results of operations.

Some of our products are flammable and must be stored properly to avoid fire risk. Additionally, some of our products may cause irritation to a person's eyes if they are exposed to the concentrated product. Although we label our products to warn of such risks, our sales could be reduced if our products were considered dangerous to use or if they are implicated in causing personal injury or property damage. We are not currently aware of any circumstances in which our products have caused harm or property damage to consumers. Nevertheless, litigation regarding the handling, storage and safety of our products would have a material adverse effect on our business and results of operations.

Our failure to comply with environmental regulations may create significant environmental liabilities and force us to modify our manufacturing processes.

We are subject to various federal, state and local environmental laws, ordinances and regulations relating to the use, storage, handling and disposal of chemicals. Under such laws, we may become liable for the costs of removal or remediation of these substances that have been used by our consumers or in our operations. Such laws may impose liability without regard to whether we knew of, or caused, the release of such substances. Any failure by us to comply with present or future regulations could subject us to substantial fines, suspension of production, alteration of manufacturing processes or cessation of operations, any of which could have a material adverse effect on our business, financial condition and results of operations.

Our failure to protect our intellectual property could impair our competitive position.

While we own certain patents and trademarks, some aspects of our business cannot be protected by patents or trademarks. Accordingly, in these areas there are few legal barriers that prevent potential competitors from copying certain of our products, processes and technologies or from otherwise entering into operations in direct competition with us. In particular, we have been informed that our former exclusive agent for the sale of our products in North America is now competing with us in the swimming pool and personal spa markets. As a former distributor, they were given access to many of our sales, marketing and manufacturing techniques.

Our products may infringe on the intellectual property rights of others, and resulting claims against us could be costly and prevent us from making or selling certain products.

Third parties may seek to claim that our products and operations infringe their patent or other intellectual property rights. We may incur significant expense in any legal proceedings to protect our proprietary rights or to defend infringement claims by third parties. In addition, claims of third parties against us could result in awards of substantial damages or court orders that could effectively prevent us from making, using or selling our products in the United States or abroad.

A claim for damages could materially and adversely affect our financial condition and results of operations.

Our business exposes us to potential product liability risks, particularly with respect to our consumer swimming pool and consumer TPA products. There are many factors beyond our control that could lead to liability claims, including the failure of our products to work properly and the chance that consumers will use our products incorrectly or for purposes for which they were not intended. There can be no assurance that the amount of product liability insurance that we carry will be sufficient to protect us from product liability claims. A product liability claim in excess of the amount of insurance we carry could have a material adverse effect on our business, financial condition and results of operations.

Our ongoing success is dependent upon the continued availability of certain key employees.

Our business would be adversely affected if the services of Daniel B. O'Brien ceased to be available to us because we currently do not have any other employee with an equivalent level of expertise in and knowledge of our industry. If Mr. O'Brien no longer served as our President and Chief Executive Officer, we would have to recruit one or more new executives, with no real assurance that we would be able to engage a replacement executive with the required skills on satisfactory terms. The market for skilled employees is highly competitive, especially for employees in the fields in which we operate. While our compensation programs are intended to attract and retain qualified employees, there can be no assurance that we will be able to retain the services of all our key employees or a sufficient number to execute on our plans, nor can there be any assurances that we will be able to continue to attract new employees as required.





Item 1B. Unresolved Staff Comments.

Not applicable.

Item 2. Properties.

We lease 4,300 sq. ft. in Victoria, British Columbia for administration and sales and research at \$4,225 per month, effective through to June 2009, as well as 7,000 sq. ft. in Bedford Park, Illinois for offices and laboratories at a cost of \$6,548 per month with a month to month lease. We own a 56,780 sq. ft. facility in Peru, Illinois which is used to manufacture our TPA line of products as well as a building and 3.3 acres of land in Taber, Alberta, Canada. Our building in Taber will be renovated and operated as a fermentation facility for the production of aspartic acid, a key ingredient in TPAs. Aspartic acid made in Taber will be shipped to Illinois for finishing as well as for manufacturing our swimming pool products. Our former manufacturing location in Calgary, AB, Canada has been sublet through until the end of the lease, September 2009. Our former sales office in Richmond, BC, Canada has been sublet through the end of the lease pertaining to this location.

Item 3. Legal Proceedings.

On July 23, 2004, we filed a lawsuit in the Circuit Court of Cook County, Illinois against Tatko Biotech Inc. (“Tatko”). The action arose from our Joint Product Development Agreement with 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 refused to collaborate on the agreement and, therefore, we filed the lawsuit to have the court declare that Tatko is not entitled to the 100,000 shares of our restricted common stock. On January 4, 2008, the lawsuit was dismissed pursuant to an agreement by Tatko to treat the Joint Product Development Agreement as void. As a result of the dismissal of the lawsuit and the agreement of the parties, the 100,000 shares of restricted stock will be returned and cancelled.

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

Not applicable.

## PART II

## Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchase of Equity Securities.

Our common stock is traded on the NYSE Alternext US under the symbol "FSI". The following is the range of high and low closing sales or bid prices for our common stock for the periods indicated:

		High	Low
Year Ended December 31, 2008	First Quarter	\$ 2.40	\$ 1.30
	Second Quarter	2.84	2.00
	Third Quarter	2.50	1.40
	Fourth Quarter	2.29	0.95
		High	Low
Year Ended December 31, 2007	First Quarter	3.55	2.25
	Second Quarter	4.30	2.45
	Third Quarter	3.25	2.50
	Fourth Quarter	4.12	2.80

Prices represent high and low prices on the American Stock Exchange and NYSE as of December 1, 2008. As of December 31, 2008 we had approximately 1,700 shareholders.

Our common stock also trades on the Frankfurt stock exchange under the symbol "FXT."

We have not paid any dividends on our common stock, and it is not anticipated that any dividends will be paid in the foreseeable future. Our board of directors intends to follow a policy of retaining earnings, if any, to finance our growth. The declaration and payment of dividends in the future will be determined by the board of directors in light of conditions then existing, including our earnings, financial condition, capital requirements and other factors.

During the year ended December 31, 2008 we did not purchase any shares of our common stock from third parties in a private transaction or as a result of any purchase in the open market. None of our officers or directors, nor any of our principal shareholders purchased, on our behalf, any shares of our common stock from third parties either in a private transaction or as a result of purchases in the open market during the year ended December 31, 2008.

As of March 4, 2009 we had 14,062,567 outstanding shares of common stock. The following table lists additional shares of our common stock which may be issued as of March 4, 2009:

	Number Of Shares	Note Reference
Shares issuable upon the exercise of warrants held by private investors	1,455,470	A
Shares issuable upon exercise of options granted to our officers, directors, employees, consultants, and third parties	1,910,700	B

A. In 2005 and in 2007, we sold shares of our common stock in private transactions. In some cases warrants were issued as part of the financings. In connection with these private offerings we paid commissions to sales agents and also issued warrants which allow the sales agents to collectively purchase 75,970 shares of our common stock. Information concerning these warrants is shown below.

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Shares Issuable Upon Exercise Of Warrants	Issue Date	Exercise Price	Expiration Date
900,000 (1)	4/14/05	\$ 4.50	7/31/09
54,000 (1) (2)	4/05	\$ 4.00	7/31/09
87,400 (1)	6/08/05	\$ 4.50	7/31/09
21,970 (2)	5/07	\$ 4.50	5/30/10
468,070	5/03/07	\$ 4.50	5/03/10

(1) In February 2009, we lowered the exercise price of the warrants issued in 2005 to \$4.00 per share and extended the expiration date of these warrants to July 31, 2009.

(2) Sales agent warrants

B. Options are exercisable at prices ranging from \$3.00 to \$4.55 per share. See Item 11 of this report for more information concerning these options.

Item 6. Selected Financial Data.

Not applicable.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation.

#### Results of Operations

We have two product lines.

The first is a chemical ("EWCP") used in swimming pools and spas. The product forms a thin, transparent layer on the water's surface. The transparent layer slows the evaporation of water, allowing the water to retain a higher temperature for a longer period of time and thereby reducing the energy required to maintain the desired temperature of the water. A modified version of the product can also be used in reservoirs, potable water storage tanks, livestock watering pods, canals, and irrigation ditches.

The second product ("TPAs") combines biodegradable polymers and chemical additives and is used by the petroleum, chemical, utility and mining industries to prevent corrosion and scaling in water piping. This product can also be used in detergent to increase biodegradability and in agriculture to increase crop yields by enhancing fertilizer uptake.

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

Year Ended December  
31, 2008

Item	Increase (I) or Decrease (D)	Reason
Sales		
EWCP	D	Sales in our EWCP Division in 2008 were approximately the same as they were in 2007.
TPAs	I	Sales increases in oilfield services, detergents and agriculture. The oilfield shutdowns experienced in 2007 were not repeated on the same scale in 2008.
Cost of sales		
EWCP/TPAs	I	Cost of sales, as a percentage of gross profit, with respect to our EWCP and TPA products was virtually the same between 2008 and 2007.
Wages		
EWCP	D	Wages paid in 2008 were similar to those paid in 2007.
TPAs	I	Renovation of our new facility in Alberta, Canada.
Administrative salaries and benefits	D	In 2006, we granted 5 year stock options to a few key employees. The expense for financial reporting purposes added \$204,602 to administrative salaries in 2007 but only \$124,888 in 2008.
Advertising and promotion		Advertising was increased to better promote brand recognition.
Investor relations and transfer agent fee	D	Costs incurred related to the May 2007 private placement did not recur in 2008.
Office and miscellaneous		Various costs associated with the renovation of the new facility in Alberta, Canada. Once the facility is operational, these costs will be allocated to cost of sales. Costs also increased since more administration was required for higher sales levels.
Consulting		
TPAs	I	Increased sales resulted in the need to rely on consultants rather than adding more permanent staff.
EWCP	D	Better allocation of staff resulted in less need for consultants.

Year Ended December  
31, 2007

Item	Increase (I) or Decrease (D)	Reason
Sales		
EWCP	D	Decrease sales in the Ecosavr division were the result of poor management which has since been let go.
TPAs	D	Maintenance shutdowns in the oil extraction industry during 2007 reduced sales of TPAs. It is understood that shutdowns did not occur in 2006 because high oil prices encouraged the oil companies to continue production.
Wages		
EWCP	D	Decrease in sales resulted in decrease in wages.
TPAs	I	Renovation of our new facility in Alberta, Canada.
Administrative salaries and benefits	I	In 2006, we granted five-year stock options to several key employees. The expense for financial reporting purposes added \$369,992 to administrative salaries in 2006 but only \$204,602 in 2007.
Advertising and promotion	I	Advertising was increased to better promote brand recognition.
Investor relations and transfer agent fee	I	Upon the closing of our private placement in May 2007, the Company issued bonuses in the form of stock options and cash payments.
Office and miscellaneous	I	Various administrative costs associated with the start up of the new facility have been allocated to this account. Once the facility is operational, these costs will be allocated to overhead.
Consulting	I	The expense, for financial reporting purposes, of stock options granted in 2006 to consultants that did not recur in 2007.
Professional fees	D	Resolution of several legal proceedings in the year 2007 reduced our costs.
Commissions		
EWCP/TPAs	D	Decreased sales led to a decrease in commission costs.
Gain on sale of property	I	Sale of unused land at our plant in Illinois.

Capital Resources and Liquidity

Our material sources and <uses> of cash during the year ended December 31, 2008 were:

Cash provided by operations	\$ (286,167)
Patent development	(21,113)
Equipment purchases, primarily related to our new facility in Alberta, Canada	(1,491,208)
Loans	1,683,815
Exchange rate changes	(726,402)
Other	12,738

Our material sources and <uses> of cash during the year ended December 31, 2007 were:

Cash provided by operations	\$ 242,451
Patent development	(60,680)
Equipment purchases	(586,127)
Sale of common stock	3,164,481
Exchange rate changes	142,990
Other	(1,981)

We are committed to minimum rental payments for property and premises aggregating approximately \$136,329 over the term of three leases, the last expiring on December 31, 2011.

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

2009	\$ 108,417
2010	\$ 13,956
2011	\$ 13,956

Other than as disclosed above, we do not anticipate any capital requirements for the twelve months ending December 31, 2009.

We do not have any commitments or arrangements from any person to provide us 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.

Critical Accounting Policies And Estimates

**Allowances for Product Returns.** We grant certain of our customers the right to return product which they are unable to sell. Upon sale, we evaluate the need to record a provision for product returns based on our historical experience, economic trends and changes in customer demand.

**Allowances for Doubtful Accounts Receivable.** We evaluate our accounts receivable to determine if they will ultimately be collected. This evaluation includes significant judgments and estimates, including an analysis of receivables aging and a review of large accounts. If, for example, the financial condition of our customers deteriorates resulting in an impairment of their ability to pay or a pattern of late payment develops, allowances may be required.

**Provisions for Inventory Obsolescence.** We may need to record a provision for estimated obsolescence and shrinkage of inventory. Our estimates would consider the cost of inventory, the estimated market value, the shelf life of the

inventory and our historical experience. If there are changes to these estimates, provisions for inventory obsolescence may be necessary.



## Recent Accounting Pronouncements

In October 2008, the FASB issued FASB Staff Position FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset Is Not Active ("FSP 157-3"). FSP 157-3 clarifies the application of SFAS 157 in a market that is not active, and demonstrates how the fair value of a financial asset is determined when the market for the financial assets is inactive. FSP 157-3 was effective upon issuance, including prior periods for which financial statements had not been issued. The implementation of this standard did not have an impact on our Consolidated Financial Statements.

In May 2008, the FASB issued Statement of Financial Accounting Standards ("SFAS") No. 162, The Hierarchy of Generally Accepted Accounting Principles ("SFAS 162"). SFAS 162 defines the order in which accounting principles that are generally accepted should be followed. SFAS 162 is effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendments to AU Section 411, The Meaning of Present Fairly in Conformity with Generally Accepted Accounting Principles. We do not expect the adoption of SFAS 162 to have a material impact on our Consolidated Financial Statements.

In February 2008, the FASB issued FASB FSP 157-2, The Effective Date of FASB Statement No. 157 ("SFAS 157-2"), which delays the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually), until fiscal years beginning after November 15, 2008 and interim periods within those fiscal years. These nonfinancial items include assets and liabilities such as reporting units measured at fair value in a goodwill impairment test and nonfinancial assets acquired and liabilities assumed in a business combination. We do not expect the adoption of SFAS 157-2 to have a material impact on our Consolidated Financial Statements.

Effective January 1, 2008, we adopted the provisions of SFAS No. 157 for financial assets and liabilities and any other assets and liabilities carried at fair value. This pronouncement defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. In February 2008, the FASB agreed to a one-year deferral for the implementation of SFAS 157 for other non-financial assets and liabilities. Our adoption of SFAS 157 did not have a material effect on our Consolidated Financial Statements for financial assets and liabilities and any other assets and liabilities carried at fair value.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), Business Combinations ("SFAS 141R"), which replaces FASB Statement No. 141. SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any noncontrolling interest in the acquire and the goodwill acquired. The Statement also establishes disclosure requirements which will enable users to evaluate the nature and financial effects of the business combination. SFAS 141R is to be applied prospectively to business combinations for which the acquisition date is on or after an entity's fiscal year that begins after December 15, 2008. We will assess the impact of SFAS 141R if and when a future acquisition occurs.

In December 2007, the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements - an amendment of Accounting Research Bulletin No. 51 ("SFAS 160"), which establishes accounting and reporting standards for ownership interests in subsidiaries held by parties other than the parent, the amount of consolidated net income attributable to the parent and to the noncontrolling interest, changes in a parent's ownership interest and the valuation of retained noncontrolling equity investments when a subsidiary is deconsolidated. The Statement also establishes reporting requirements that provide sufficient disclosures that clearly identify and distinguish between the interests of the parent and the interests of the noncontrolling owners. SFAS 160 is effective as of the beginning of an entity's fiscal year that begins after December 15, 2008. We are currently evaluating the potential impact, if any, of the adoption of SFAS 160 on our Consolidated Financial Statements.

Item 7A.

Quantitative and Qualitative Disclosures About Market Risk.

Not applicable.

Item 8. Financial Statements and Supplementary Data.

FLEXIBLE SOLUTIONS INTERNATIONAL, INC. AND SUBSIDIARIES INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

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Cinnamon Jang Willoughby & Company  
Chartered Accountants  
A Partnership of Incorporated Professionals

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of  
FLEXIBLE SOLUTIONS INTERNATIONAL, INC.:

We have audited the consolidated balance sheets of Flexible Solutions International, Inc. (the "Company") as of December 31, 2008 and 2007 and the consolidated statements of operations, stockholders' equity and cash flows for the years then ended. The consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform an audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion the consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2008 and 2007 and the consolidated results of its operations and its cash flows for the years then ended in conformity with generally accepted accounting principles in the United States of America.

/s/ "Cinnamon Jang Willoughby & Company"

Chartered Accountants

Burnaby, Canada

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
 Consolidated Balance Sheet  
 December 31, 2008 and 2007  
 (U.S. Dollars)

	December 31, 2008	December 31, 2007
<b>Assets</b>		
<b>Current</b>		
Cash and cash equivalents	\$ 1,894,045	\$ 3,355,854
Accounts receivable (see note 3)	1,642,001	1,051,056
Inventories (see Note 4)	3,591,112	2,361,270
Prepaid expenses	109,459	115,353
	7,236,617	6,883,533
Property, equipment and leaseholds, net (see Note 5)	5,882,223	4,612,571
Patents (see Note 6)	204,203	230,438
Long term deposits (see Note 8)	32,713	48,034
<b>Total Assets</b>	<b>\$ 13,355,756</b>	<b>\$ 11,774,576</b>
<b>Liabilities</b>		
<b>Current</b>		
Accounts payable and accrued liabilities	\$ 771,180	\$ 385,792
Deferred revenue	-	9,870
	771,180	395,662
<b>Loan</b>	<b>1,546,836</b>	
Mortgage	-	452,018
	2,318,016	847,680
<b>Stockholders' Equity</b>		
<b>Capital stock</b>		
<b>Authorized</b>		
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		
<b>Issued and outstanding:</b>		
14,062,567 (2007: 14,057,567) common shares	14,063	14,058
Capital in excess of par value	16,259,614	15,914,303
Other comprehensive income (see Note 11)	(244,788)	394,289
Accumulated Deficit	(4,991,149)	(5,395,754)
<b>Total Stockholders' Equity</b>	<b>11,037,740</b>	<b>10,926,895</b>
<b>Total Liabilities and Stockholders' Equity</b>	<b>\$ 13,355,756</b>	<b>\$ 11,774,576</b>

Commitments, Contingencies and Subsequent events (See Notes 18, 19 & 20)

See Notes to Consolidated Financial Statements.

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
Consolidated Statements of Operations  
For the Years Ended December 31, 2008 and 2007  
(U.S. Dollars)

	Years Ended December 31,	
	2008	2007
Sales	\$ 10,756,654	\$ 7,431,791
Cost of sales	6,719,114	4,738,143
Gross profit	4,037,540	2,693,648
Operating Expenses		
Wages	1,270,309	1,094,799
Administrative salaries and benefits	343,352	447,516
Advertising and promotion	101,821	63,126
Investor relations and transfer agent fee	161,040	302,401
Office and miscellaneous	390,416	201,810
Insurance	218,626	230,656
Interest expense	18,696	10,605
Rent	261,430	227,431
Consulting	200,066	338,728
Professional fees	216,566	233,701
Travel	137,218	134,011
Telecommunications	34,042	38,163
Shipping	37,531	67,834
Research	80,381	120,817
Commissions	120,229	119,790
Bad debt expense	3,393	2,310
Currency exchange	(68,939)	43,568
Utilities	11,631	25,996
Loss on sale of equipment	29,048	
Total operating expenses	3,556,857	3,703,263
Gain on sale of property	-	195,442
Operating income (loss)	470,683	(814,172)
Write down of investment	-	(98,000)
Other expenses	-	(15,051)
Interest income	2,483	3,996
Income (loss) before income tax	473,166	(923,227)
Income tax (recovery)	68,561	-
Income (loss) for the year	\$ 404,605	\$ (923,227)
Net income (loss) per share (basic and diluted)	\$ 0.03	\$ (0.07)
Weighted average number of common shares (basic and diluted)	14,058,033	13,823,654

See Notes to Consolidated Financial Statements.

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
Consolidated Statements of Cash Flows  
For Years Ended December 31, 2008 and 2007  
(U.S. Dollars)

	Years Ended December 31,	
	2008	2007
<b>Operating activities</b>		
Net income (loss)	\$ 404,605	\$ (923,227)
Adjustments to reconcile net loss to net cash		
Stock compensation expense	339,416	651,405
Shares issued for services	5,900	-
Depreciation	447,831	526,127
Write down of investment	-	98,000
Write down of inventory	41,440	-
Loss on sale of equipment	29,048	-
Changes in non-cash working capital items:		
(Increase) Decrease in accounts receivable	(651,757)	300,065
(Increase) Decrease in inventories	(1,322,022)	(337,532)
(Increase) Decrease in prepaid expenses	(3,730)	16,852
Increase (Decrease) in accounts payable	432,280	(78,550)
Increase (Decrease) deferred revenue	(9,178)	(10,689)
Cash provided by (used in) operating activities	(286,167)	242,451
<b>Investing activities</b>		
(Increase) Decrease in long term deposits	12,738	1,981
(Increase) Decrease in development of patents	(21,113)	(60,680)
(Increase) Decrease in acquisition of equipment	(1,491,208)	(586,127)
Cash provided by (used in) investing activities	(1,499,583)	(644,826)
<b>Financing activities</b>		
Mortgage repayment	(633,472)	-
Proceeds from loan	1,683,815	-
Proceeds from issuance of common stock	-	3,164,481
Cash provided by financing activities	1,050,343	2,164,481
Effect of exchange rate changes on cash	(726,402)	142,990
Inflow (outflow) of cash	(1,461,809)	2,905,096
Cash and cash equivalents, beginning	3,355,854	405,759
Cash and cash equivalents, ending	\$ 1,894,045	\$ 3,355,854
<b>Supplemental disclosure of cash flow information:</b>		
Income taxes to be paid	68,651	
Interest paid	18,696	10,605

Non cash investing activities:

Mortgage assumed for acquisition of property	-	452,018
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See Notes to Consolidated Financial Statements.

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FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
Consolidated Statements of Stockholders' Equity  
For the Years Ended December 31, 2008 and 2007  
(U.S. Dollars)

	Shares	Par Value	Capital in Excess of Par Value	Accumulated Earnings (Deficiency)	Other Comprehensive Income (Loss)	Total Stockholders' Equity
Balance December 31, 2006	13,058,427	\$ 13,058	\$ 12,370,417	\$ (4,472,527)	\$ 131,002	\$ 8,041,950
Translation adjustment	—	—	—	—	263,288	263,288
Net loss	—	—	—	(923,227)	—	(923,227)
Comprehensive income	—	—	—	—	—	(659,939)
Shares issued:						
Exercise of stock options	163,000	163	288,837	—	—	289,000
Cancellation of stock	(100,000)	(100)	(270,000)	—	—	(271,000)
Private placement	936,140	936	2,874,546	—	—	2,875,482
Stock option compensation	—	—	651,405	—	—	651,405
Balance December 31, 2007	14,057,567	\$ 14,058	\$ 15,914,303	\$ (5,395,754)	\$ 394,289	\$ 10,926,895
Translation adjustment	—	—	—	—	(639,077)	(639,077)
Net loss	—	—	—	473,166	—	473,166
Comprehensive income	—	—	—	—	—	(155,911)
Shares issued:						
Issue of stock for services	5,000	5	5,895	—	—	5,900
Stock option compensation	—	—	339,416	—	—	339,416
Balance December 31, 2008	14,062,567	\$ 14,063	\$ 16,259,614	\$ (4,922,588)	\$ (244,788)	\$ 11,116,300

See Notes to Consolidated Financial Statements.

FLEXIBLE SOLUTIONS INTERNATIONAL, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
December 31, 2008 and 2007  
(U.S. Dollars)

1. Basis of Presentation.

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 develops, 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 June 30, 1998, the Company completed the acquisition of all of the shares of Flexible Ltd. The acquisition was effected through the issuance of 7,000,000 shares of common stock by the Company with former shareholders of the subsidiary receiving all of the total shares then issued and outstanding. The transaction has been accounted for as a reverse-takeover. Flexible Ltd. is accounted for as the acquiring party and the surviving entity. As Flexible Ltd. is the accounting survivor, the consolidated financial statements presented for all periods are those of Flexible Ltd. The shares issued by the Company pursuant to the 1998 acquisition have been accounted for as if those shares had been issued upon the organization of Flexible Ltd.

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 due 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 except 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 four 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 2007 or 2008.

## (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
Automobile	30% Declining balance
Trade show booth	30% Declining balance
Furniture and fixtures	20% Declining balance
Manufacturing equipment	20% Declining balance
Office equipment	20% Declining balance
Building and improvements	10% Declining balance
Leasehold improvements	Straight-line over lease term

Depreciation is recorded at half for the year the assets are first purchased. 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.

Costs capitalized on our self-constructed assets classified as plant under construction, include contracted costs and supplies, but we do not capitalize interest costs. We do not commence depreciating our plant under construction until it becomes operational.

## (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 subsidiary'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 are recognized over the period that the services are performed.

(j) Stock-based Compensation.

SFAS No. 123(R), "Accounting for Stock-Based Compensation", as issued by the Financial Accounting Standards Board ("FASB"), as amended by SFAS No. 148, "Accounting for Stock-Based Compensation - transition and disclosure", was adopted by the company on January 1, 2006, which requires 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.

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.



The fair value at grant date of stock options is estimated using the Black-Scholes-Merton option-pricing model. Compensation expense is recognized on a straight-line basis over the stock option vesting period based on the estimated number of stock options that are expected to vest.

(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.

Under Statement of Financial Accounting Standards No. 128, "Earnings Per Share" ("SFAS 128"), basic and diluted earnings (loss) per share are to be presented. Basic earnings (loss) per share is computed by dividing income (loss) available to common stockholders by the weighted average number of common shares outstanding in the period. Diluted earnings (loss) per share are calculated giving effect to the potential dilution of the exercise of options and warrants.

(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 and cash equivalents, accounts receivable, and accounts payable 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 \$961,931 (60%) as at December 31, 2008 (2007 - \$630,296 or 60%).

(o) Fair Value of Financial Instruments

Effective January 1, 2008, we adopted SFAS 157, Fair Value Measurements ("SFAS 157"). SFAS 157 provides a definition of fair value, establishes a hierarchy for measuring fair value under generally accepted accounting principles, and requires certain disclosures about fair values used in the financial statements.

SFAS 157 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value under SFAS 157 must maximize the use of observable inputs and minimize the use of unobservable inputs. The standard describes a fair value hierarchy based on three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value, which are the following:

- Level 1 – Quoted prices in active markets for identical assets or liabilities
- Level 2 – Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.
- Level 3 — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The fair value of cash and cash equivalents; accounts receivable; accounts payable; loans; and mortgages for all periods presented approximate their respective carrying amounts.

(p) 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.

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

3. Accounts Receivable

	2008	2007
Accounts receivable	\$ 1,672,772	\$ 1,052,316
Allowances for doubtful accounts	(30,771)	(1,260)
	\$ 1,642,001	\$ 1,051,056

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The company has pledged \$268,123 of the above listed accounts receivable as collateral for the Flexible Solutions Ltd. loan from AAFC.

4. Inventories

	2008	2007
Completed goods	\$ 2,394,723	\$ 1,664,777
Works in progress	56,036	198,172
Raw materials	1,140,353	498,321
	\$ 3,591,112	\$ 2,361,270

5. Property, Equipment and Leaseholds

	2008 Cost	Accumulated Depreciation	2008 Net
Buildings	\$ 4,017,334	\$ 1,187,408	\$ 2,829,926
Building Improvements	502,847	—	502,847
Computer hardware	78,121	50,962	27,159
Furniture and fixtures	19,884	11,875	8,009
Office equipment	29,396	21,262	8,134
Manufacturing equipment	3,335,089	1,402,423	1,932,666
Trailer	23,040	4,996	18,044
Leasehold improvements	23,665	19,378	4,287
Technology	112,759	-	112,759
Trade show booth	7,172	5,709	1,463
Truck	9,814	1,472	8,342
Land	428,587	—	428,587
	\$ 8,587,708	\$ 2,705,485	\$ 5,882,223

	2007 Cost	Accumulated Depreciation	2007 Net
Buildings	\$ 4,011,826	\$ 970,854	\$ 3,040,972
Computer hardware	75,458	48,284	27,174
Furniture and fixtures	21,788	12,154	9,634
Office equipment	32,905	22,035	10,870
Manufacturing equipment	2,313,363	1,280,943	1,032,420
Trailer	3,854	1,863	1,990
Leasehold improvements	46,304	36,480	9,825
Trade show booth	8,766	6,212	2,554
Land	477,133	—	477,133
	\$ 6,991,397	\$ 2,378,829	\$ 4,612,571

Amount of depreciation expense for 2008: \$447,831 (2007: \$526,127)

The following carrying amount of capital assets held by Flexible Solutions Ltd. serves as collateral for the AFSC loan:

Land	\$ 229,494
Building	870,125
Building improvements	502,847
Manufacturing equipment	1,191,772
Trailer	18,044
Truck	8,342
Trade show booth	1,463
Technology	112,758

6. 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, \$64,730 are not subject to amortization as of yet, as the patents are still in the process of being approved.

	2008 Cost	Accumulated Amortization	2008 Net
Patents	\$ 218,209	\$ 14,006	\$ 204,203

  

	2007 Cost	Accumulated Amortization	2007 Net
Patents	\$ 243,853	\$ 13,415	\$ 230,438

Decrease in 2008 cost was solely due to currency conversion. 2008 cost in Canadian dollars - \$264,244 (2007 - \$241,737 in Canadian dollars).

Amount of depreciation for 2008: \$3,444

Estimated depreciation expense over the next five years is as follows:

2009	\$ 9,962
2010	9,962
2011	9,962
2012	9,962
2013	9,962

## 7. Investments

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 expired 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. On January 4, 2008, the lawsuit was dismissed pursuant to an agreement by Tatko to treat the Joint Product Development Agreement as void. As a result of the dismissal of the lawsuit and the agreement of the parties, the 100,000 shares of restricted stock was returned and cancelled.

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, was accounted for under the cost method. While the technology to be developed by AWD still has enormous potential and may be commercialized in the future, management considers that those events are sufficiently far in the future and not certain enough to maintain the investment in the venture at the invested cost. Therefore, the investment in AWD was written down to zero in 2007.

## 8. Long Term Deposits

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

	2008	2007
Long term deposits	\$ 32,713	\$ 48,034

## 9. Long Term Debt

Flexible Solutions Ltd. has received a non-interest bearing loan from the Department of Agriculture and Agri-Food Canada (AAFC). Eligible for up to \$1,000,000 Canadian funds, the Company has drawn \$383,045 Canadian funds (\$316,615US) as of December 31, 2008 and has pledged no securities. If the full amount is drawn, the repayment schedule is as follows:

Amount Due (in CDN funds)	Payment Due Date
\$ 200,000	January 1, 2012
\$ 200,000	January 1, 2013
\$ 200,000	January 1, 2014
\$ 200,000	January 1, 2015
\$ 200,000	January 1, 2016

Flexible Solutions Ltd. has also received a 5% simple interest loan from Agriculture Financial Services Corp. (AFSC). Eligible for up to \$2,000,000 Canadian funds, the Company has drawn \$1,491,000 Canadian funds (\$1,230,671 US) as of December 31, 2008 and has until April 1, 2009 to draw the remainder. The Company only has to make interest payments until May 1, 2010 and then must pay down the principal in equal payments until May 1, 2014. The Company has pledged the assets of the Taber, AB building, including equipment, inventory and accounts receivable, as collateral as well as signed a promissory note guaranteeing the amount of the loan by Flexible Solutions International Inc.

## 10. Mortgage

Pursuant to the acquisition of the plant and property in Taber, Alberta, the Company agreed to assume a mortgage of \$651,298 (\$645,167 CAD) to the vendor to satisfy the balance of the purchase price. The mortgage was paid out in June 2008.

## 11. Comprehensive Income

	2008	2007
Net income (loss)	\$ 404,605	\$ (923,227)
Other comprehensive income	(726,402)	263,287
Comprehensive income (loss)	\$ (321,797)	\$ (659,940)
Basic and diluted comprehensive loss per share	(0.02)	(0.05)

## 12. Income Tax

The income tax expense (recovery) is comprised of the following:

	2008	2007
Current tax, Federal	\$ 24,802	\$ -
Current tax, State	43,759	-
Current tax, Foreign	-	-
Current tax, total	\$ 68,561	\$ -



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Income taxes vary from the amount that would be computed by applying the estimated combined statutory income tax rate (34%) for the following reasons:

	2008	2007
Income before taxes, domestic	\$ 1,309,221	\$ (49,668)
Income before taxes, foreign	(836,054)	(873,559)
Income before taxes, total	\$ 473,167	\$ (923,227)
Expense (recovery) for income taxes at statutory rate (34%)	\$ 160,877	\$ (313,897)
Impact of lower statutory rates on foreign subsidiary	37,622	
Permanent difference – stock based compensation	115,401	221,478
Miscellaneous	587	36,401
Valuation allowance	(245,926)	56,017
Income tax expense (recovery)	\$ 68,561	\$ -

Deferred income taxes reflect the tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. The Company's deferred tax assets and liability calculated at a 34% tax rate consists of the following:

	2008	2007
Non-capital loss carry forwards	\$ 917,030	\$ 1,123,203
Property and equipment	(35,439)	12,747
Deferred tax asset on alternative minimum tax	8,433	-
Valuation allowance	(890,024)	(1,135,950)
Net deferred tax asset (liability)	-	-

The Company's carried losses for income tax purposes are \$3,034,495 (2007 - \$3,423,849), which may be carried forward to apply against future income tax, expiring between 2010 and 2028. The future tax benefit of these loss carry-forwards has been offset with a full \$3,034,495 (2007 - \$3,423,849) valuation allowance. These losses expire as follows:

2010	\$ 89,670
2014	375,953
2022	197,343
2025	153,345
2026	906,360
2027	692,746
2028	619,078

## 13. Earnings (Loss) Per Share.

	Net income (loss)	Shares (denominator)	Per share amount
2008 Basic net income	\$ 404,605	14,058,033	\$ 0.03
2007 Basic net loss	\$ (923,227)	13,823,654	\$ (0.07)

Options to purchase 1,910,700 shares of the Company's common stock at prices ranging from \$3.00 to \$4.55 per share were outstanding during the year ended December 31, 2008 (2007: options to purchase 1,912,440 shares of the Company's common stock at prices ranging from \$3.00 to \$4.60 per share), but were excluded from the computation of diluted earnings per share because the options' exercise prices were greater than the average market price of the Company's common stock and were anti-dilutive. There were no preferred shares issued and outstanding for the years ended December 31, 2008 or 2007.

## 14. 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, 2008 and 2007:

	Number of shares	Exercise price per share	Weighted average exercise price
Balance, December 31, 2006	2,126,740	\$ 1.40 - \$ 4.60	\$ 3.44
Granted	235,700	\$ 1.50 - \$ 3.60	\$ 2.35
Exercised	(163,000)	\$ 1.50 - \$ 3.25	\$ 1.77
Cancelled or expired	(287,000)	\$ 3.00 - \$ 4.40	\$ 3.93
Balance, December 31, 2007	1,912,440	\$ 3.00 - \$ 4.60	\$ 3.38
Granted	203,000	\$ 3.00 - \$ 3.60	\$ 3.60
Cancelled or expired	(204,740)	\$ 3.00 - \$ 4.60	\$ 3.74
Balance, December 31, 2008	1,910,700	\$ 3.00 - 4.55	\$ 3.38

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.

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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.

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

	2008	2007
Expected life – years	5.0	5.0
Interest rate	2.27%	4.18 – 5.18%
Volatility	99%	86.0 – 115.0%
Dividend yield	--%	--%
Weighted average fair value of options granted	\$ 1.15	\$ 1.37 – 2.67

During the year ended December 31, 2008, the Company granted 41,000 (2007 – 200,700) stock options to consultants and has applied FAS No. 123 using the Black-Scholes option-pricing model, which resulted in additional expenses of \$47,199 (2007 - \$129,882). During the year ended December 31, 2008, employees were granted 162,000 (2007 – 35,000) stock options, which resulted in additional expenses of \$48,350 (2007 – \$20,069).

#### 15. Warrants

On April 14, 2005, the Company raised \$3,375,000 pursuant to the private sale of 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 raised \$327,750 pursuant to the private sale of 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 raised \$3,042,455 from the private sale of 936,140 units, at a price of \$3.25 per unit. Each unit consists of one share of common stock 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 activity for the two years ended December 31, 2007 (no subsequent activity).

	Number of shares	Exercise price per share	Weighted average exercise price
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, December 31, 2007 & 2008	1,455,470	\$ 4.50	\$ 4.50

#### 16. Capital Stock.

During the year ended December 31, 2007 the Company issued 163,000 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 year ended December 31, 2008, the company issued 5,000 shares of common stock for services, recognizing an expense of \$5,900.

#### 17. 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 "TPA" 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 conservation 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.



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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.

Year ended December 31, 2008:

	EWCP	TPA	Total
Revenue	\$ 1,203,333	\$ 9,553,321	\$ 10,756,654
Interest revenue	2,358	125	2,483
Interest expense	14,563	4,133	18,696
Depreciation and Amortization	46,155	401,676	447,831
Segment profit (loss)	(1,501,903)	1,906,508	404,605
Segment assets	2,975,588	2,906,635	5,882,223
Expenditures for segment assets	1,709,979	36,552	1,746,531

Year ended December 31, 2007:

	EWCP	TPA	Total
Revenue	\$ 1,217,365	\$ 6,214,425	\$ 7,431,791
Interest revenue	3,142	907	4,049
Interest expense	7,412	3,193	10,605
Depreciation and Amortization	62,832	463,295	526,127
Segment profit (loss)	(1,868,458)	945,231	(923,227)
Segment assets	1,340,812	3,271,759	4,612,571
Expenditures for segment assets	1,004,938	33,204	1,038,142

Sales by territory are shown below:

	2008	2007
Canada	\$ 229,000	\$ 934,757
United States and abroad	10,527,654	6,497,034
Total	\$ 10,756,654	\$ 7,431,791

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

	2008	2007
Canada	\$ 3,167,063	\$ 1,331,166
United States	2,909,651	3,511,843
Total	\$ 6,076,714	\$ 4,843,009

Three customers accounted for \$4,928,678 (46%) of sales made in the year (2007 - \$3,544,123 or 48%).

18. Commitments.

We are committed to minimum rental payments for property and premises aggregating approximately \$136,329 over the term of three leases, the last expiring on December 31, 2011.

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

2009	108,417
2010	13,956
2011	13,956

19. 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.

20. Subsequent Events.

Subsequent to the year ended December 31, 2008:

On January 1, 2009, the Company issued 61,000 stock options to employees and 61,000 stock options to consultants. All have a term of five years, a vesting date of December 31, 2009 and a strike price of \$2.25.

On February 2, 2009 the Board of Directors ratified the warrants granted in 2005 to an exercise price of \$4.00 from \$4.50 per warrant and an extension to exercise to July 31, 2009.

21. Comparative Figures

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



Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. 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 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 Annual Report on Form 10-K for the year ended December 31, 2008, 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.

There was no change in our internal control over financial reporting that occurred during the period covered by this report that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

#### Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for the assessment of the effectiveness of internal control over financial reporting. As defined by the Securities and Exchange Commission, internal control over financial reporting is a process designed by, or under the supervision of our principal executive officer and principal financial officer and implemented by our Board of Directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of our financial statements in accordance with U.S. generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect our transactions and dispositions of our assets; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of our financial statements in accordance with U.S. generally accepted accounting principles, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In connection with the preparation of our annual financial statements, management has undertaken an assessment of the effectiveness of our internal control over financial reporting as of December 31, 2008, based on criteria established in Internal Control - Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission, or the COSO Framework. Management's assessment included an evaluation of the design of our internal control over financial reporting and testing of the operational effectiveness of those controls.

Based on this evaluation, management has concluded that our internal control over financial reporting was effective as of December 31, 2008.

This annual report does not include an attestation report of our independent registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by our independent registered public accounting firm pursuant to temporary rules of the SEC that permit us to provide only management's report on internal control in this annual report.

Item 9B. Other Information.

None.

Item 10. Directors, Executive Officers and Corporate Governance.

Name	Age	Position
Daniel B. O'Brien	52	President, Director
John H. Bientjes	55	Director
Dr. Robert N. O'Brien	87	Director
Dale Friend	52	Director
Eric Hodges	60	Director

Daniel B. O'Brien has served as the President and Chief Executive Officer, as well as a director, of our company since June 1998. He has been involved in the swimming pool industry since 1990, when he founded our subsidiary, Flexible Solutions Ltd., which was purchased by us in 1998. From 1990 to 1998, Mr. O'Brien was also a teacher at Brentwood College where he was in charge of outdoor education.

John H. Bientjes has been a member of our board of directors since February 2000. Since 1984, Mr. Bientjes has served as the manager of the Commercial Aquatic Supplies Division of D.B. Perks & Associates, Ltd., located in Vancouver, British Columbia, a company that markets supplies and equipment to commercial swimming pools which are primarily owned by municipalities. Mr. Bientjes graduated in 1976 from Simon Fraser University in Vancouver, British Columbia with a Bachelor of Arts Degree in Economics and Commerce.

Dr. Robert N. O'Brien has been a member of our board of directors since June 1998. Dr. O'Brien was a Professor of Chemistry at the University of Victoria from 1968 until 1986 at which time he was given the designation of Professor Emeritus. He held various academic positions since 1957 at the University of Alberta, the University of California at Berkley, and the University of Victoria. While teaching, Dr. O'Brien acted as a consultant and served on the British Columbia Research Council from 1968 to 1990. In 1987, Dr. O'Brien founded the Vancouver Island Advanced Technology and Research Association. Dr. O'Brien received his Bachelor of Applied Science in Chemical Engineering from the University of British Columbia in 1951; his Masters of Applied Science in Metallurgical Engineering from the University of British Columbia in 1952; his Ph.D. in Metallurgy from the University of Manchester in 1955; and was a Post Doctoral Fellow in Pure Chemistry at the University of Ottawa from 1955 through 1957. Dr. Robert N. O'Brien and Daniel B. O'Brien are father and son.



Dale Friend was elected a Director in December 2002. She has a diversified background in the area of accounting and her experience has been primarily in business, offering a wide range of accounting knowledge. Ms. Friend is currently working for Novas Capital Corp. with her main duties being accounting. Previous to that, she was an accounting manager of DB Perks and Associates, comptroller for a Lock and Security firm in Vancouver and a Senior Trust Analyst for Alderwoods Group, formerly The Loewen Group. Prior to that, she was with Telus, formerly BC Tel, for almost a decade in various accounting, auditing and financial planning positions.

Eric Hodges was elected a director in September 2004. Mr. Hodges is an accountant from Victoria who has over three decades of experience. He received his financial education from the University of Washington in Seattle where he played for the Huskies football program. Mr. Hodges continued playing football after college, with a successful, multiyear professional career with the British Columbia Lions of the Canadian Football League. In the past five years, Mr. Hodges has owned and operated Eric G. Hodges & Associates, a Victoria-based accounting firm with both Canadian and U.S. clientele. Eric is extremely familiar with both Canadian and United States generally accepted accounting principles (“GAAP”), since he has clients in both countries. Furthermore, his wide range of experience with small and quickly growing companies is an asset to the board of directors.

Directors are elected annually and hold office until the next annual meeting of our stockholders and until their successors are elected and qualified. There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors. All executive offices are chosen by the board of directors and serve at the board’s discretion.

John Bientjes, Dale Friend, and Eric Hodges are independent directors as that term is defined in section 803 of the listing standards of the NYSE Alternext US.

Our Audit Committee, consisting of John Bientjes, Dale Friend and Eric Hodges, all of whom are independent directors and have strong financial backgrounds, facilitates and maintains open communications among our board of directors, our Audit Committee, senior management and our independent auditors. Our Audit Committee also serves as an independent and objective party to monitor our financial reporting process and internal control system. In addition, our Audit Committee reviews and appraises the efforts of our independent auditors. Our Audit Committee meets periodically with management and our independent auditors. Mr. Bientjes meets the SEC’s definition of audit committee financial expert. Each member of the Audit Committee is “independent” as that term is defined in Section 803 of the listing standards of the NYSE Alternext US.

Our Compensation Committee, consisting of Dr. Robert O’Brien and John Bientjes, establishes salary, incentive and other forms of compensation for our Chief Executive Officer and administers our Stock Option Program. None of our officers participated in deliberations of the compensation committee concerning executive officer compensation. Dr. O’Brien is not an independent member of the compensation committee as that term is defined in Section 803 of the listing standards of the NYSE Alternext US. During the year ended December 31, 2008, no director was also an executive officer of another entity, which had one of our executive officers serving as a director of such entity or as a member of the compensation committee of such entity.

We have adopted a Code of Ethics that applies to our Chief Executive Officer, our Chief Financial Officer and our Principal Accounting Officer, as well as our other senior management and financial staff. Interested persons may also obtain a copy of our Code of Ethics from our website at [www.flexiblesolutions.com](http://www.flexiblesolutions.com).

## Item 11. Executive Compensation.

## Summary Compensation Table

The following table shows in summary form the compensation earned by (i) our Chief Executive Officer and (ii) by each other executive officer who earned in excess of \$100,000 during the two fiscal years ended December 31, 2008.

Name and Principal Position	Fiscal Year	Salary (1)	Bonus (2)	Restricted Stock Awards (3)	Options Awards (4)	All Other Annual Compensation (5)	Total
Daniel B. O'Brien	2008	\$ 112,492	--	--	--	--	\$ 112,492
President and Chief Executive Officer	2007	\$ 140,154	--	--	--	--	140,154

(1) The dollar value of base salary (cash and non-cash) earned.

(2) The dollar value of bonus (cash and non-cash) earned.

(3) During the periods covered by the table, the value of the shares of restricted stock issued as compensation for services to the persons listed in the table.

(4) The value of all stock options granted during the periods covered by the table.

(5) All other compensation received that we could not properly report in any other column of the table.

## Stock Option Program

Our Stock Option Program involves the issuance of options, from time to time, to our employees, directors, officers, consultants and advisors. Options are granted by means of individual option agreements. Each option agreement specifies the shares issuable upon the exercise of the option, the exercise price and expiration date and other terms and conditions of the option.

If the option holder is an employee, and if he or she ceases to be employed by us, the option holder may, during the 30-day period following termination of employment, exercise the option to the extent the option was exercisable on the date of termination. In the case of death or disability, the option holder (or his or her administrator) has twelve months from the date of death or disability to exercise the option to the extent the option was exercisable on the date of death or disability.

The options are subject to adjustment by reason of a recapitalization, reclassification, stock split, combination of shares, dividend or other distribution payable in capital stock. Upon a merger, liquidation, dissolution or other consolidation, we will provide each option holder with one-months' prior written notice informing the option holder that he or she may exercise the option in full (to the extent it has not been previously exercised) within the one-month period. Following the expiration of the one month period, the options will terminate.



The options may not be transferred, assigned, pledged or hypothecated in any way (except by will or the laws of descent) and are not subject to execution, attachment or similar process.

All of the options granted have terms of between one and five years after the date of grant and reflect exercise prices equal to the fair market value of a share of our common stock as determined by our board of directors on the date of grant. All of the options contain vesting provisions pursuant to which the options are 100% exercisable within a fixed number of months after the date of grant.

All option grants made during a fiscal year are submitted for shareholder approval at the next annual shareholder meeting. To date, our shareholders have approved all of the grants.

The following table shows the weighted average exercise price of the outstanding options granted pursuant to our Stock Option Program as of December 31, 2008, our most recently completed fiscal year.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Stock Option Program	1,910,700	\$ 3.38	Not Applicable
Total		\$ 3.38	

As of March 10, 2009 options to purchase 1,910,700 shares of our common stock were outstanding under our Stock Option Program. The exercise price of these options varies between \$3.00 and \$4.55 per share. The options expire at various dates between March 15, 2009 and July, 1, 2013.

The following tables show, during the fiscal year ended December 31, 2008, the options granted to, and the options exercised and held by, the persons named below. All options were granted pursuant to our Stock Option Program.

Name	Options Granted			Expiration Date
	Grant Date	Options Granted (#)	Exercise Price Per Share	
Daniel O'Brien	--	--	--	--

Name	Options Exercised Shares	
	Acquired On Exercise (1)	Value Realized (2)
Daniel O'Brien	--	--

(1) The number of shares received upon exercise of options during the fiscal year ended December 31, 2008.





(2) With respect to options exercised during the fiscal year ended December 31, 2008, the dollar value of the difference between the option exercise price and the market value of the option shares purchased on the date of the exercise of the options.

Name	Shares underlying unexercised options which are:		Exercise Price	Expiration Date
	Exercisable	Unexercisable		
Daniel O'Brien	50,000	--	3.00	11/26/09
	300,000	--	3.25	01/05/11
	--	200,000	3.25	01/05/11

#### Director Compensation

We reimburse directors for any expenses incurred in attending board meetings. We also compensate directors \$2,000 annually and grant our directors options to purchase shares of our common stock each year that they serve.

Our directors received the following compensation in 2008:

Name	Paid in Cash	Stock Awards (1)	Option Awards (2)
Robert N. O'Brien	--	--	--
John H. Bientjes	\$2,000	--	--
Dale Friend	\$2,000	--	--
Eric Hodges	\$2,000	--	--

(1) The fair value of stock issued for services computed in accordance with FAS 123R on the date of grant.

(2) The fair value of options granted computed in accordance with FAS 123R on the date of grant.

The terms of outstanding options granted to our directors are shown below.

Name	Option Price	No. of Options	Expiration Date
Robert N. O'Brien	\$3.00	25,000	November 26, 2009
Robert N. O'Brien	\$3.25	250,000	January 5, 2011
John H. Bientjes	\$3.00	5,000	November 26, 2009
John H. Bientjes	\$3.25	5,000	January 5, 2011
John H. Bientjes	\$3.60	5,000	December 18, 2012
John H. Bientjes	\$3.60	5,000	January 31, 2013
Dale Friend	\$3.00	5,000	November 26, 2009
Dale Friend	\$3.25	5,000	January 5, 2011
Dale Friend	\$3.60	5,000	December 18, 2012
Dale Friend	\$3.60	5,000	January 31, 2013
Eric Hodges	\$3.60	5,000	September 24, 2009
Eric Hodges	\$3.00	5,000	November 26, 2009
Eric Hodges	\$3.25	5,000	January 5, 2011
Eric Hodges	\$3.60	5,000	December 18, 2012
Eric Hodges	\$3.60	5,000	January 31, 2013

Daniel B. O'Brien is not compensated for serving as a director.

#### Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table shows the beneficial ownership of our common stock as of March 10, 2009 by (i) each stockholder who is known by us to own beneficially more than five percent of our outstanding common stock, (ii) each of our officers and directors, and (iii) by all of our executive officers and directors as a group.

	Shares (1)	Percentage Ownership
Daniel B. O'Brien 2614 Queenswood Dr. Victoria, BC V8N 1X5	4,971,900	35.4%
Dr. Robert N. O'Brien 2614 Queenswood Dr. Victoria, BC V8N 1X5	2,000,000	14.2%
John Bientjes #1-230 West 13th Street, North Vancouver, B.C. V7M 1N7	35,000	0.2%
Dale Friend 3009 E. Kent Ave, Vancouver, BC V5S 4P6	20,000	0.1%

Hodges #110 - 4252 Commerce Circle Victoria, BC V8Z 4M2	Eric 20,000	0.1%
All officers and directors as a group (5 persons)	7,046,900	50.0%

(1) Includes shares which may be acquired on the exercise of the stock options, all of which were exercisable as of December 31, 2008, listed below.

Name	No. of Options	Exercise Price	Expiration Date
Daniel O'Brien	50,000	\$3.00	November 26, 2009
	100,000	\$3.25	January 5, 2011
	100,000	\$3.25	January 5, 2011
	100,000	\$3.25	January 5, 2011
Dr. Robert O'Brien	25,000	\$3.00	November 26, 2009
	50,000	\$3.25	January 5, 2011
	50,000	\$3.25	January 5, 2011
	50,000	\$3.25	January 5, 2011
John Bientjes	5,000	\$3.00	November 26, 2009
	5,000	\$3.25	January 5, 2011
	5,000	\$3.60	December 18, 2012
	5,000	\$3.60	January 31, 2013
Dale Friend	5,000	\$3.00	November 26, 2009
	5,000	\$3.25	January 5, 2011
	5,000	\$3.60	December 18, 2012
Eric Hodges	5,000	\$3.00	November 26, 2009
	5,000		