ENCISION INC
Form 10QSB
February 14, 2005

U. S. Securities and Exchange Commission

Washington, D.C. 20549

Form 10-QSB

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

For the quarterly period ended December 31, 2004

For the transition period from to

Commission file number 0-28604

ENCISION INC.

(Exact name of small business issuer as specified in its charter)

Colorado	**84-1162056**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

6797 Winchester Circle, Boulder, Colorado 80301
(Address of principal executive offices)

(303) 444-2600
(Registrant s telephone number)

Check whether the issuer (1) filed all reports required to be filed by Section 13 of 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ý No o

State the number of shares outstanding of each of the issuer s classes of common equity, as of the latest practicable date:

Common Stock, No par value	**6,267,474 Shares**
Class	(outstanding at January 31, 2005)

Transitional Small Business Disclosure Format

Yes o No ý

ENCISION INC.

FORM 10-QSB

For the Quarter Ended December 31, 2004

INDEX

PART I.	**UNAUDITED FINANCIAL INFORMATION**	
ITEM 1		Condensed Interim Financial Statements:
		Condensed Balance Sheets as of December 31, 2004 and March 31, 2004
		Condensed Statements of Operations for the Three Months Ended December 31, 2004 and 2003
		Condensed Statements of Operations for the Nine Months Ended December 31, 2004 and 2003
		Condensed Statements of Cash Flows for the Nine Months Ended December 31, 2004 and 2003
		Notes to Condensed Interim Financial Statements
ITEM 2		Management s Discussion and Analysis of Financial Condition and Results of Operations
ITEM 3		Controls and Procedures
PART II.	**OTHER INFORMATION**	
ITEM 6		Exhibits
SIGNATURE		

PART I **FINANCIAL INFORMATION**

ITEM 1 CONDENSED INTERIM FINANCIAL STATEMENTS

ENCISION INC.

CONDENSED BALANCE SHEETS

		December 31, 2004 (unaudited)		March 31, 2004 (audited)
ASSETS				
Cash and cash equivalents	$	1,287,343	$	1,356,607
Accounts receivable, net of allowance for doubtful accounts of $41,500 and $62,000, respectively		1,030,822		947,692
Inventory, net of reserve for obsolescence of $75,000 and $90,000, respectively		1,111,860		1,060,251
Prepaid expenses		119,814		67,120
Total current assets		3,549,839		3,431,670
EQUIPMENT, at cost:				
Furniture, fixtures and equipment		835,990		771,916
Customer-site equipment		488,883		436,550
Less - accumulated depreciation		(1,018,770)		(886,674)
Equipment, net		306,103		321,792
PATENTS, net of accumulated amortization of $77,144 and $68,027, respectively		108,643		117,760
OTHER ASSETS		20,210		12,972
Total assets	$	3,984,795	$	3,884,194
LIABILITIES AND SHAREHOLDERS EQUITY				
CURRENT LIABILITIES:				
Accounts payable	$	469,136	$	430,600
Accrued compensation		91,500		107,266
Other accrued liabilities		381,452		285,232
Capitalized lease obligation, current portion		15,690		15,690
Total current liabilities		957,778		838,788
LONG-TERM LIABILITIES:				
Capitalized lease obligation, less current portion		3,923		15,690
SHAREHOLDERS EQUITY:				
Preferred stock, no par value, 10,000,000 shares authorized, no shares issued or outstanding				
Common stock, no par value, 100,000,000 shares authorized, 6,267,474 (Dec. 31, 2004) and 5,845,526 (Mar. 31, 2004) shares outstanding		18,770,038		18,285,991
Accumulated (deficit)		(15,746,944)		(15,256,275)
Total shareholders equity		3,023,094		3,029,716
Total liabilities and shareholders equity	$	3,984,795	$	3,884,194

The accompanying notes are an integral part of these condensed financial statements.

ENCISION INC.

CONDENSED STATEMENTS OF OPERATIONS

(Unaudited)

	For the Three Months Ended December 31, 2004	2003
REVENUE, NET	$ 2,097,841	$ 1,790,849
COST OF SALES	913,728	731,853
Gross profit	1,184,113	1,058,996
OPERATING EXPENSES:		
Sales and marketing	799,552	639,563
General and administrative	260,367	227,555
Research and development	267,141	190,050
Total operating expenses	1,327,060	1,057,168
INCOME (LOSS) FROM OPERATIONS	(142,947)	1,828
OTHER INCOME (EXPENSE):		
Interest income	4,177	2,033
Other (expense), net	(4,548)	(719)
NET INCOME (LOSS)	$ (143,318)	$ 3,142
NET INCOME (LOSS) PER SHARE:		
Basic and diluted net income (loss) per common share	$ (0.02)	$ 0.00
Weighted average shares used in computing basic net income (loss) per common share	6,267,474	5,785,121
Weighted average shares used in computing diluted net income (loss) per common share	6,267,474	6,254,499

The accompanying notes are an integral part of these condensed financial statements.

	For the Nine Months Ended December 31,	
	2004	2003
REVENUE, NET	$ 5,927,055	$ 5,372,808
COST OF SALES	2,531,576	2,236,571
Gross profit	3,395,479	3,136,237
OPERATING EXPENSES:		
Sales and marketing	2,278,484	1,806,759
General and administrative	950,653	685,177
Research and development	657,552	570,474
Total operating expenses	3,886,689	3,062,410
INCOME (LOSS) FROM OPERATIONS	(491,210)	73,827
OTHER INCOME (EXPENSE):		
Interest income	8,572	3,334
Other (expense), net	(8,031)	(7,279)
NET INCOME (LOSS)	$ (490,669)	$ 69,882
NET INCOME (LOSS) PER SHARE:		
Basic and diluted net income (loss) per common share	$ (0.08)	$ 0.01
Weighted average shares used in computing basic net income (loss) per common share	6,082,323	5,626,602
Weighted average shares used in computing diluted net income (loss) per common share	6,082,323	6,081,853

The accompanying notes are an integral part of these condensed financial statements.

ENCISION INC.

CONDENSED STATEMENTS OF CASH FLOWS

(Unaudited)

	For the Nine Months Ended December 31,	
	2004	**2003**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income (loss)	$ (490,669)	$ 69,882
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities-		
Depreciation and amortization	141,213	137,703
Provision for bad debts	(20,500)	(6,000)
Inventory reserves	(15,000)	22,000
Changes in operating assets and liabilities-		
Accounts receivable	(62,630)	12,348
Inventory	(36,609)	(234,787)
Other assets	(59,932)	(138,962)
Accounts payable	38,536	(27,886)
Accrued compensation and other accrued liabilities	68,687	(5,762)
Net cash (used in) operating activities	(436,904)	(159,940)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Investment in equipment	(116,407)	(218,695)
Net cash (used in) investing activities	(116,407)	(218,695)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from the exercise of stock options	484,047	49,513
Proceeds from the issuance of common stock		1,000,002
Cost of the issuance of common stock		(44,099)
Net cash provided by financing activities	484,047	1,005,416
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(69,264)	626,781
CASH AND CASH EQUIVALENTS, beginning of period	1,356,607	585,552
CASH AND CASH EQUIVALENTS, end of period	$ 1,287,343	$ 1,212,333

The accompanying notes are an integral part of these financial statements.

ENCISION INC.

NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

DECEMBER 31, 2004

(Unaudited)

(1) ORGANIZATION AND NATURE OF BUSINESS

Encision Inc. (the Company) is a medical device company that designs, develops, manufactures and markets patented surgical instruments that provide greater safety to patients undergoing minimally-invasive surgery. The Company believes its patented AEM® surgical instrument technology is changing the marketplace for electrosurgical devices and instruments by providing a solution to a patient safety risk in laparoscopic surgery. The Company s sales to date have been made principally in the United States.

The Company achieved profitable operations in fiscal 2004 and 2003, but in each fiscal year prior and in the nine months ended December 31, 2004, incurred losses and had an accumulated (deficit) of ($15,746,944) at December 31, 2004. Operations have been financed primarily through issuance of common stock.

During fiscal years 2004 and 2003, the Company achieved annual net income for the first time in its history. The Company s strategic marketing and sales plan is designed to expand the use of the Company s products in surgically active hospitals in the United States. Management expects these efforts to result in continued revenue increases for fiscal 2005.

On July 30, 2003 the Company issued a total of 333,334 shares of its common stock to the Wasatch Micro Cap Fund and the Wasatch Micro Cap Value Fund, for gross proceeds of $1,000,002. Funds managed by Wasatch Advisors, Inc. held shares of the Company s common stock, constituting less than 5% of the issued and outstanding shares of its common stock, prior to that transaction.

(2) SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates in the Preparation of Financial Statements

The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities as well as disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expense during the reporting

period. Actual results could differ from those estimates.

Cash and Cash Equivalents

For purposes of reporting cash flows, the Company considers all cash and highly liquid investments with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments

The Company s financial instruments consist of cash and cash equivalents and short-term trade receivables and payables. The carrying values of cash and cash equivalents and short-term receivables and payables approximate their fair value due to their short maturities.

Concentration of Credit Risk

The Company has no significant off-balance sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. The Company maintains the majority of its cash balances with two financial institutions in the form of demand deposits and money market funds.

Accounts receivables are typically unsecured and are derived from transactions with and from entities in the healthcare industry primarily located in the United States. Accordingly, the Company may be exposed to credit risk generally associated with the healthcare industry. The Company maintains allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments.

The net accounts receivable balance at December 31, 2004 of $1,030,822 included $82,039, or approximately 8%, from one distributor. The net accounts receivable balance at March 31, 2004 of $947,692 included $48,212, or approximately 5%, from one distributor.

Warranty Accrual

The Company provides for the estimated cost of product warranties at the time revenue is recognized. While the Company engages in extensive product quality programs and processes, including actively monitoring and evaluating the quality of its component suppliers, the Company s warranty obligation is based upon historical experience and is also affected by product failure rates and material usage incurred in correcting a product failure. Should actual product failure rates or material usage costs differ from the Company s estimates, revisions to the estimated warranty liability would be required.

Inventories

Inventories are stated at the lower of cost (first-in, first-out basis) or market. The Company reduces inventory for estimated obsolete or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. Inventory consisted of the following:

	December 31, 2004	March 31, 2004
Raw materials	$ 842,195	$ 724,553
Finished goods	344,665	425,698
	1,186,860	1,150,251
Less - Reserve for obsolescence	(75,000)	(90,000)
	$ 1,111,860	$ 1,060,251

Property and Equipment

Property and equipment are stated at cost, with depreciation computed primarily on a double-declining basis over the estimated useful life of the asset, generally three to five years. Company-owned AEM Monitors at customer sites are depreciated on a double-declining basis for a period of 5 years. Leasehold improvements are depreciated over the shorter of the remaining lease term or the estimated useful life of the asset. Maintenance and repairs are expensed as incurred and major additions, replacements and improvements are capitalized.

Long-Lived Assets

Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. A long-lived asset is considered impaired when estimated future cash flows related to the asset, undiscounted and without interest, are insufficient to recover the carrying amount of the asset. If deemed impaired, the long-lived asset is reduced to its estimated fair value. Long-lived assets to be disposed of are reported at the lower of their carrying amount or estimated fair value less cost to sell.

Patents

The costs of applying for patents are capitalized and amortized on a straight-line basis over the lesser of the patent s economic or legal life (17 years in the United States). Capitalized costs are expensed if patents are not granted. The Company reviews the carrying value of its patents periodically to determine whether the patents have continuing value and such reviews could result in the conclusion that the recorded amounts have been impaired.

Accrued Liabilities

The Company has accrued $135,000 related to warranty claims and $92,954 related to sales commissions and has included these amounts in accrued liabilities in the accompanying balance sheets as of December 31, 2004.

Income Taxes

The Company accounts for income taxes under the provisions of Statement of Financial Accounting Standards (SFAS) No. 109, Accounting for Income Taxes (SFAS No. 109). SFAS No. 109 requires recognition of deferred income tax assets and liabilities

for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities. SFAS No. 109 also requires recognition of deferred tax assets for the expected future tax effects of all deductible temporary differences, loss carryforwards and tax credit carryforwards. Deferred tax assets are then reduced, if deemed necessary, by a valuation allowance for the amount of any tax benefits which, more likely than not based on current circumstances, are not expected to be realized. Should the Company achieve sufficient, sustained income in the future, the Company may conclude that some or all of the valuation allowance should be reversed.

Revenue Recognition

Revenue from product sales is recorded when the Company ships the product and title has passed to the customer, provided that the Company has evidence of a customer arrangement and can conclude that collection is probable. The Company s shipping policy is FOB Shipping Point. The Company recognizes revenue from sales to stocking distributors when there is no right of return, other than for normal warranty claims. The Company has no ongoing obligations related to product sales, except for normal warranty.

Research and Development Expenses

The Company expenses research and development costs for products and processes as incurred.

Stock-Based Compensation

The Company has adopted the disclosure-only provisions of SFAS No. 123, Accounting for Stock-Based Compensation (SFAS No. 123), and applies Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees (APB No. 25), and related interpretations in accounting for stock options granted to employees. If the Company had accounted for its stock-based compensation plans in accordance with SFAS 123, the Company s net income or loss and pro forma net income or loss per basic and diluted common share for the three months ended December 31, 2004 would have been reported as follows:

Three months ended December 31, 2004		
Net (Loss)		
As Reported	$	(143,318)
Stock-based compensation based upon estimated fair values		(44,543)
Pro forma	$	(187,861)
Pro Forma Net Income (Loss) Per Basic and Diluted Common Share		
As Reported	$	(0.02)
Pro Forma	$	(0.03)
Nine months ended December 31, 2004		
Net (Loss)		
As Reported	$	(490,669)
Stock-based compensation based upon estimated fair values		(122,736)

Pro forma	$	(613,405)
Pro Forma Net Income (Loss) Per Basic and Diluted Common Share		
As Reported	$	(0.08)
Pro Forma	$	(0.10)

Segment Reporting

The Company has concluded that it has one operating segment.

Basic and Diluted Income and Loss per Common Share

Net income or loss per share is calculated in accordance with SFAS No. 128, Earnings Per Share (SFAS No. 128). Under the provisions of SFAS No. 128, basic net income or loss per common share is computed by dividing net income or loss for the period by the weighted average number of common shares outstanding for the period. Diluted net income or loss per common share is computed by dividing the net income or loss for the period by the weighted average number of common and potential common shares outstanding during the period if the effect of the potential common shares is dilutive. As a result of the Company s net loss for the three month and nine month periods ended December 31, 2004, all potentially dilutive securities would be anti-dilutive and thus, are excluded from diluted earnings per share.

For the three month period ended December 31, 2004, the Company had financial instruments that could create future dilution to the Company s common shareholders and are not currently classified as outstanding common shares of the Company. The common stock number is based on specific conversion or issuance assumptions pursuant to the corresponding terms of each instrument. Potential stock issuance excluded from earnings per share because their effect was anti-dilutive are 260,223 for the three and nine months ended December 31, 2004.

Inventory Costs

In November 2004, the FASB issued FASB Statement No. 151, which revised ARB No.43, relating to inventory costs. This revision is to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs and wasted material (spoilage). This Statement requires that these items be recognized as a current period charge regardless of whether they meet the criterion specified in ARB 43. In addition, this Statement requires the allocation of fixed production overheads to the costs of conversion be based on normal capacity of the production facilities. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. Earlier application is permitted for inventory costs incurred during fiscal years beginning after the date of this Statement is issued. The Company believes this Statement will have no impact on the financial statements of the Company once adopted.

Exchanges of Nonmonetary Assets

In December 2004, the FASB issued FASB Statement No. 153. This Statement addresses the measurement of exchanges of nonmonetary assets. The guidance in APB Opinion No. 29, Accounting for Nonmonetary Transactions, is based on the principle that exchanges of nonmonetary assets should be measured based on the fair value of the assets exchanged. The guidance in that Opinion, however, included certain exceptions to that principle. This Statement amends Opinion 29 to eliminate the exception for nonmonetary exchanges of similar productive assets and replaces it with a general exception for exchanges of nonmonetary assets that do not have commercial substance. A nonmonetary exchange has commercial substance if the future cash flows of the entity are expected to change significantly as a result of the exchange. This Statement is effective for financial statements for fiscal years beginning after June 15, 2005. Earlier application is permitted for nonmonetary asset exchanges incurred during fiscal years beginning after the date of this Statement is issued. The Company believes this Statement will have no impact on the financial statements of the Company once adopted.

Share-Based Payments

In December 2004, the FASB issued a revision to FASB Statement No. 123, Accounting for Stock Based Compensation. This Statement supersedes APB Opinion No. 25, Accounting for Stock Issued to Employees, and its related implementation guidance. This Statement establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services. It also addresses transactions in which an entity incurs liabilities in exchange for goods or services that are based on the fair value of the entity s equity instruments or that may be settled by the issuance of those equity instruments. This Statement focuses primarily on accounting for transactions in which an entity obtains employee services in share-based payment transactions. This Statement does not change the accounting guidance for share-based payment transactions with parties other than employees provided in Statement 123 as originally issued and EITF Issue No. 96-18, Accounting for Equity Instruments That Are Issued to Other Than Employees for Acquiring, or in Conjunction with Selling, Goods or Services. This Statement does not address the accounting for employee share ownership plans, which are subject to AICPA Statement of Position 93-6, Employers Accounting for Employee Stock Ownership Plans.

A public entity will initially measure the cost of employee services received in exchange for an award of liability instruments based on its current fair value; the fair value of that award will be re-measured subsequently at each reporting date through the settlement date. Changes in fair value during the requisite service period will be recognized as compensation cost over that period. A nonpublic entity may elect to measure its liability awards at their intrinsic value through the date of settlement.

The grant-date fair value of employee share options and similar instruments will be estimated using the option-pricing models adjusted for the unique characteristics of those instruments (unless observable market prices for the same or similar instruments are available).

Excess tax benefits, as defined by this Statement, will be recognized as an addition to paid-in-capital. Cash retained as a result of those excess tax benefits will be presented in the statement of cash flows as financing cash inflows. The write-off of deferred tax assets relating to unrealized tax benefits associated with recognized compensation cost will be recognized as income tax expense unless there are excess tax benefits from previous awards remaining in paid-in capital to which it can be offset.

The notes to the financial statements of both public and nonpublic entities will disclose information to assist users of financial information to understand the nature of share-based payment transactions and the effects of those transactions on the financial statements.

The effective date for public entities that file as small business issuers will be as of the beginning of the first interim or annual reporting period that begins after December 15, 2005. The Company intends to comply with this Statement at the scheduled effective date for the relevant financial statements of the Company.

(3) COMMITMENTS AND CONTINGENCIES

The Company currently leases its facilities under noncancelable lease agreements through August 14, 2009 at 6797 Winchester Circle, Boulder, Colorado. The minimum future lease payments are as follows:

Year ended March 31,		
2005		
2006		86,826
2007		154,179
2008		166,930
2009		172,685
2010		65,566
	$	646,186

The Company had notified one of its distributors that it was in breach of its Distributor Agreement with the Company in several respects, and that if the distributor did not cure the breaches the Agreement may be terminated. The distributor had informed the Company that it believed the Company s interpretations of the Agreement were incorrect. The distributor disputed the Company s position and asserted that the Company had breached the Agreement. The dispute was proceeding in arbitration pursuant to the terms of the Agreement. On July 23, 2004, the dispute was resolved. During the first quarter ended June 30, 2004, the Company had expensed approximately $201,000, and as of December 31, 2004, there was no balance in other accrued liabilities for this dispute.

The Company is subject to regulation by the United States Food and Drug Administration (FDA). The FDA provides regulations governing the manufacture and sale of the Company s products and regularly inspects the Company and other manufacturers to determine their compliance with these regulations. As of December 31, 2004 the Company believes it was in substantial compliance with all known regulations. FDA inspections are conducted periodically at the discretion of the FDA. The Company was last inspected in May 2004 and was notified of six potential deficiencies from that inspection, none of which the Company believes to be material.

The results of operations for the quarter ended December 31, 2004 should not be taken as an indication of the results of operations for all or any part of the balance of the year.

The net accounts receivable balance at December 31, 2004 of $1,030,822 included $35,865 (3%) from international customers.

(4) MANAGEMENT S REPRESENTATIONS

The condensed interim financial statements included herein have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures made are adequate to make the information presented not misleading. The condensed interim financial statements and notes thereto should be read in conjunction with the financial statements and the notes thereto, included in the Company s Annual Report to the Securities and Exchange Commission for the fiscal year ended March 31, 2004, filed on Form 10-KSB on June 29, 2004.

The accompanying condensed interim financial statements have been prepared, in all material respects, in conformity with the standards of accounting measurements set forth in Accounting Principles Board Opinion No. 28 and reflect, in the opinion of management, all adjustments necessary to summarize fairly the financial position and results of operations for such periods in accordance with accounting principles generally accepted in the United States of America. All adjustments are of a normal recurring nature. The results of operations for the most recent interim period are not necessarily indicative of the results to be expected for the full year.

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

Certain statements contained in this section on Management s Discussion and Analysis are not historical facts, including statements about the Company s strategies and expectations about new and existing products, market demand, acceptance of new and existing products, technologies and opportunities, market and industry segment growth, and return on investments in products and markets. These statements are forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and involve substantial risks and uncertainties that may cause actual results to differ materially from those indicated by the forward looking statements. All forward looking statements in this section on Management s Discussion and Analysis are based on information available to the Company on the date of this document, and the Company assumes no obligation to update such forward looking statements. Readers of this Form 10-QSB are strongly encouraged to review the section entitled *Factors Which May Affect Future Performance and Financial Condition.*

General

Encision Inc. (Encision or the Company), a medical device company based in Boulder, Colorado, has developed and launched innovative technology that is emerging as a standard of care in minimally-invasive surgery. The Company believes its patented AEM® Surgical Instruments are changing the marketplace for electrosurgical devices and laparoscopic instruments by providing a solution to a well documented patient safety risk in laparoscopic surgery.

Encision was founded to address market opportunities created by the increase in minimally-invasive surgery (MIS) and surgeons preference for using electrosurgery devices in these procedures. The product opportunity was created by surgeons continued widespread demand for using monopolar electrosurgery instruments which, when used in laparoscopic surgery, are susceptible to causing inadvertent collateral tissue damage outside the surgeon s field of view. The risk of unintended electrosurgical burn injury to the patient in laparoscopic surgery has been well documented. This risk poses a threat to patient safety and creates liability exposure for surgeons and hospitals that do not adequately address the issue.

Encision s patented AEM technology provides surgeons with the desired tissue effects, while preventing stray electrosurgical energy that can cause unintended and unseen tissue injury. AEM Laparoscopic Instruments are equivalent to conventional instruments in functionality but they incorporate active electrode monitoring technology to dynamically and continuously monitor the flow of electrosurgical current, thereby helping to prevent patient injury. With Encision s shielded and monitored instruments, surgeons are able to perform electrosurgical procedures more safely and effectively than is possible using conventional instruments. In addition, the AEM instruments are cost competitive with conventional non-shielded, non-monitored instruments. The result is advanced patient safety at comparable cost and with no change in surgeon technique.

AEM technology has been recommended and endorsed by sources from all groups involved in minimally-invasive surgery. Surgeons, nurses, biomedical engineers, the medicolegal community, malpractice insurance carriers and electrosurgical device manufacturers advocate the use of AEM technology. The breadth of endorsements continues to expand with the recognition of active electrode monitoring technology as an *AORN Recommended Practice* by the Association of periOperative Registered Nurses and with insurance and medicolegal endorsements.

The Company has focused its marketing strategies to date on expanding the market awareness of the AEM technology and its broad independent endorsements, and has continued efforts to expand the AEM product line. During the three months ended December 31, 2004, the Company evaluated its ongoing product development efforts and determined that the optimum allocation of development resources would be towards improving existing products to better address market opportunities, rather than expanding the Company s product line. Accordingly, the Company is currently focusing on modernizing its accepted AEM instruments to include ergonomics and user functionalities for which surgeons

have been expressing a preference. This coincides with the endorsements for AEM technology. Recommendations from the malpractice insurance and medicolegal communities complement the broad clinical endorsements AEM technology has garnered over the past few years.

Adding further credibility to the benefits of Encision s AEM technology are the Company s supplier agreements with Novation and Premier, two of the largest Group Purchasing Organizations (GPO) in the United States. Together, Novation and Premier represent over 3,000 hospitals and over 50% of all surgery in the U.S. Management believes that these GPO supplier agreements give further indication that AEM technology is gaining broader acceptance in the market. Management believes that having the nation s leading medical purchasing groups recognize the value of the Company s technology reflects the potential impact that AEM instruments products can have in the market and in advancing patient safety in surgery nationwide. These agreements do not involve purchase commitments but the Company expects these relationships to expand the market visibility of AEM technology and smooth the procurement process for new hospital customers. The Company is currently in negotiations with an additional GPO that the Company believes could facilitate the Company s access to a significant number of additional U.S. hospitals, although no definitive agreement with this GPO has been reached.

When a hospital changes to AEM technology it provides recurring revenue to the Company from sales of replacement instruments. Management believes that there is no directly competing technology to supplant AEM products once the hospital has changed. The replacement market of reusable and disposable AEM products in changed hospitals represents over 90% of Encision s revenue over the past three months and this revenue stream is expected to grow as the base of newly changed hospitals continues to grow. In addition, the Company intends to develop disposable versions of more of its AEM products in order to meet market demands and expand the Company s revenue opportunities.

Prior to fiscal 2003 and in the nine months ended December 31, 2004, the Company incurred annual losses for most years since its inception, and has an accumulated (deficit) of ($15,746,944) at December 31, 2004. Operations have been financed primarily through issuance of equity. The Company s liquidity has stabilized after a history of operating losses. On July 30, 2003 the Company issued 333,334 shares of its common stock to the Wasatch Micro Cap Fund and the Wasatch Micro Cap Value Fund, for gross proceeds of $1,000,002. Funds managed by Wasatch Advisors, Inc. held shares of the Company s common stock, constituting less than 5% of the issued and outstanding shares of its common stock, prior to that transaction.

During the nine months ended December 31, 2004, the Company used $436,904 of cash in its operations and used $116,407 for investments in equipment (primarily capital equipment owned by the Company at customer locations). As of December 31, 2004, the Company had $1,287,343 in cash and cash equivalents available to fund future operations, a decrease of $69,264 from March 31, 2004. The Company s working capital was $2,592,061 at December 31, 2004.

Historical Perspective

The Company was organized in 1991 and spent several years developing the AEM monitoring system and protective sheaths to adapt to conventional electrosurgical instruments. During this period, the Company conducted product trials and applied for patents with the United States Patent Office and with the International patent agencies. Patents were issued in 1994, 1996, 1997, 1998 and 2002.

As the Company evolved, it was clear to the Company that its active electrode monitoring technology needed to be integrated into the standard laparoscopic instrument design. As the development program proceeded, it also became apparent that the merging of electrical and mechanical engineering skills in the instrument development process for the Company s patented, integrated electrosurgical instruments was a complex and difficult task. As a result, instruments with integrated AEM technology were not completed for several years. Prior to offering a full range of laparoscopic electrosurgical instrumentation, it was difficult for hospitals to commit to the AEM solution, as the Company did not have adequate comparable surgical instrument options to match what the surgeon demanded. As of fiscal 2001, a sufficiently broad product line was available to provide hospital operating rooms with AEM Instruments in most of the designs common for laparoscopic surgery.

The launch of an expanded line of AEM Laparoscopic Instruments was accomplished over the past two years. The Company is now turning its focus to developing next generation versions of its AEM instruments to better meet market demands, particularly demand for improved ergonomics and simplified user functionalities. This coincides with the independent endorsements for AEM technology. Recommendations from the malpractice insurance and medicolegal communities complement the broad clinical endorsements AEM technology has garnered over the past few years.

Outlook

Installed Base of AEM Monitoring Equipment: The Company believes that the installed base of AEM monitors has the potential for increasing as the inherent risks associated with monopolar laparoscopic electrosurgery become more widely acknowledged and as the Company focuses on increasing its sales efficiency. The Company expects that the replacement sales of electrosurgical instruments and accessories will increase as additional hospitals adopt AEM technology. The Company believes that the efforts to improve the quality of sales representatives carrying the AEM product line, along with increased marketing efforts and the introduction of next generation products, may provide the basis for increased revenue and returning to profitable operations. However these measures, or any others that the Company may adopt, may not result in either increased revenue or returning to profitable operations. Furthermore, the Company s next generation products are in the early stages of development and will not be available for sale until at least fiscal 2006.

Possibility of Continued Operating Losses: Prior to fiscal 2003 and in the nine months ended December 31, 2004, the Company incurred annual losses for most years since its inception and had an accumulated (deficit) of ($15,746,944) as of December 31, 2004. The Company has made significant strides toward improving its operating results. Approximately $247,000 of cash was used in the Company s activities in fiscal 2004. Due to the ongoing need to develop, optimize and train the direct sales managers and the independent sales representative network, the need to support development of refinements to our product line and the need to increase sustained revenues to a level adequate to cover fixed and variable operating costs, the Company may operate at a net loss from time to time. On July 30, 2003 the Company issued a total of 333,334 shares of its common stock to the Wasatch Micro Cap Fund and the Wasatch Micro Cap Value Fund, for gross proceeds of $1,000,002. Funds managed by Wasatch Advisors, Inc. held shares of the Company s common stock, constituting less than 5% of the issued and outstanding shares of its common stock, prior to that transaction.

Revenue Growth: The Company expects to generate increased revenue in the U.S. from sales to new hospital customers and expanded sales in existing hospitals as the network of direct and independent sales representatives become more efficient. The Company believes that the visibility and credibility of the independent clinical endorsements for AEM technology will contribute to new hospital accounts and increased revenues in fiscal 2005. The Company also expects that supplier agreements with Novation and Premier, which together represent over 3,000 U.S. hospitals, and with a potential additional supplier agreement that the Company is currently pursuing, will expose more hospitals to the benefits of AEM technology and may stimulate new hospital accounts and increased revenues. The Company also expects to increase market share gains through promotional programs of placing Company-owned AEM monitors at no charge into hospitals that commit to standardize on AEM instruments. However all of these efforts to increase market share and grow revenues will depend in part on the Company s ability to expand the efficiency and effective coverage range of its direct and independent sales representatives.

The Company also has longer term initiatives in place to improve the Company s prospects. The Company expects that development of next generation versions of its AEM products will better position the products in the marketplace and improve the Company s retention rate at hospitals that have changed to AEM technology, enabling the Company to grow its revenue. The Company may also explore overseas markets to assess opportunities for revenue growth internationally. Finally, the Company intends to explore opportunities to capitalize on its proven AEM technology via licensing arrangements and strategic alliances. These efforts to generate additional revenue and further the market penetration of the Company s products are longer term in nature and may not materialize. Even if the Company is able to successfully develop next generation products or identify potential international markets or strategic partners, the Company may not be able to capitalize on these opportunities.

Gross Profit and Gross Margins: Gross profit and gross margin can be expected to fluctuate from quarter to quarter, as a result of product sales mix and sales volume. Gross margins on products manufactured or assembled by the Company are expected to improve at higher levels of production and sales.

Sales and Marketing Expenses: The Company continues its efforts to expand domestic and international distribution capability and it believes that sales and marketing expenses will decrease as a percentage of net revenue with increasing sales volume.

Research and Development Expenses: Research and development expenses are expected to increase modestly to support development of refinements to our AEM product line, further expanding the instrument options for the surgeon. New additions to the AEM product line are planned for introduction in fiscal year 2006.

Results of Operations

For the three months ended December 31, 2004 compared to the three months ended December 31, 2003.

Net revenue. Revenue for the quarter ended December 31, 2004, was $2,097,841, compared to $1,790,849 for the quarter ended December 31, 2003, an increase of 17%. The increase is attributable to new hospital accounts and favorable trends in the mix of disposable products using our AEM technology, partially offset by business lost from hospitals that previously changed to AEM technology. The Company opened twelve new hospital accounts to AEM technology in the three months ended December 31, 2004 versus five new hospital accounts for AEM technology in the three months ended December 31, 2003. New hospital prospects remain strong and we have seen an increased rate of new hospital accounts during the past three months. While it will take a number of months before new sales managers and independent sales representatives generate new hospital accounts, the combination of the new additions is intended to provide the field focus necessary to achieve market gains.

Gross profit. The gross profit for the quarter ended December 31, 2004 of $1,184,113 increased by 12% from the quarter ended December 31, 2003 gross profit of $1,058,996. Gross profit as a percentage of revenue (gross margin) decreased from 59% for the quarter ended December 31, 2003 to 56% in the quarter ended December 31, 2004. The decrease in gross margin was primarily the result of additional inventory costs compared with one year ago. For the three months ended December 31, 2004, the Company provided $17,863 in AEM monitors at no charge to newly changed hospitals as part of a sales incentive program.

Sales and marketing expenses. Sales and marketing expenses of $799,552 for the quarter ended December 31, 2004 increased by 25% compared to $639,563 for the quarter ended December 31, 2003. The increase was a result of compensation for increased sales employees and increased commissions as a result of higher revenue.

General and administrative expenses. General and administrative expenses of $260,367 for the quarter ended December 31, 2004 increased by 14% compared to $227,555 for the quarter ended December 31, 2003. The increase is the result of increases in compensation, legal fees, professional services and stock registration fees compared with one year ago.

Research and development expenses. Research and development expenses of $267,141 for the quarter ended December 31, 2004 increased by 41% compared to $190,050 for the quarter ended December 31, 2003. The increase is a result of increases in compensation and relocation costs for additional employees and professional services to support development of refinements to our product line.

Net income (loss). Net loss of $(143,318) for the quarter ended December 31, 2004 compared to net income of $3,142 for the quarter ended December 31, 2003. The net loss was a result of total operating expenses, as explained above, that increased at a higher percentage than the percentage increase of revenue.

For the nine months ended December 31, 2004 compared to the nine months ended December 31, 2003.

Net revenue. Revenue for the nine months ended December 31, 2004, was $5,927,055, compared to $5,372,808 for the nine months ended December 31, 2003, an increase of 10%. The increase is attributable to new hospital accounts and favorable trends in the mix of disposable products using our AEM technology, partially offset by business lost from hospitals that previously changed to AEM technology. The Company opened twenty seven new hospital accounts to AEM technology in the nine months ended December 31, 2004 versus twenty new hospitals that changed to AEM technology in the nine months ended December 31, 2003. New hospital prospects remain strong and we have seen an increased rate of new hospital accounts during the past nine months. While it will take a number of months before new sales managers and independent sales representatives generate new hospital accounts, the combination of the new additions is intended to provide the field focus necessary to achieve market gains.

Gross profit. The gross profit for the nine months ended December 31, 2004 of $3,395,479 increased by 8% from the nine months ended December 31, 2003 gross profit of $3,136,237. Gross profit as a percentage of revenue (gross margin) decreased to 57% for the nine months ended December 31, 2004 compared to 58% in the nine months ended December 31, 2003. The decrease in gross margin was primarily the result of additional inventory costs compared with one year ago. For the nine months ended December 31, 2004, the Company provided $52,333 in AEM monitors at no charge to newly opened hospital accounts as part of a sales incentive program.

Sales and marketing expenses. Sales and marketing expenses of $2,278,484 for the nine months ended December 31, 2004 increased by 26% compared to $1,806,759 for the nine months ended December 31, 2003. The increase was a result of compensation for increased sales employees, increased commissions as a result of higher revenue and resolution of an arbitration dispute. The Company had notified one of its distributors that it was in breach of its Distributor Agreement with the Company in several respects, and that if the distributor did not cure the breaches the Agreement may be terminated. The distributor had informed the Company that it believed the Company s interpretations of the Agreement were incorrect. The distributor disputed the Company s position and asserted that the Company had breached the Agreement. The dispute was proceeding in arbitration pursuant to the terms of the Agreement. On July 23, 2004, the dispute was resolved. During the first quarter ended June 30, 2004, the Company had accrued approximately $201,000.

General and administrative expenses. General and administrative expenses of $950,653 for the nine months ended December 31, 2004 increased by 39% compared to $685,177 for the nine months ended December 31, 2003. The increase is the result of increases in compensation, legal fees and professional services compared with one year ago.

Research and development expenses. Research and development expenses of $657,552 for the nine months ended December 31, 2004 increased by 15% compared to $570,474 for the nine months ended December 31, 2003. The increase is a result of increases in compensation and relocation costs for additional employees and professional services to support development of refinements to our product line.

Net income (loss). Net loss of $(490,669) for the nine months ended December 31, 2004 compared to net income of $69,882 for the nine months ended December 31, 2003. The net loss was a result of total operating expenses, as explained above, that increased at a higher percentage than the percentage increase of revenue.

Liquidity and Capital Resources

To date, operating funds have been provided primarily by sales of common stock and warrants to purchase the Company s common stock, which totaled $18,770,038 through December 31, 2004, and, to a lesser degree, funds provided by sales of the Company s products. On July 30, 2003 the Company issued a total of 333,334 shares of its common stock to the Wasatch Micro Cap Fund and the Wasatch Micro Cap Value Fund, for gross proceeds of $1,000,002. Funds managed by Wasatch Advisors, Inc. held shares of the Company s common stock, constituting less than 5% of the issued and outstanding shares of its common stock, prior to that transaction.

The Company s operations used $436,904 of cash in the nine months ended December 31, 2004 on sales of $5,927,055 and used $159,940 of cash in the nine months ended December 31, 2003 on sales of $5,372,808. Prior to fiscal 2003, the use of cash in our operations resulted primarily from the funding of the Company s annual net losses. These amounts of cash generated from and used in operations are not indicative of the expected cash to be generated from or used in operations in FY 05. As of December 31, 2004, the Company had $1,287,343 in cash and cash equivalents available to fund future operations. Working capital was $2,592,061 at December 31, 2004 compared to $2,592,882 at March 31, 2004. Current liabilities were $957,778 at December 31, 2004, compared to $838,788 at March 31, 2004.

The Company has a lease for its facilities under noncancelable lease agreements through August 14, 2009. The minimum future lease payments are as follows:

Year ended March 31,		
2005		
2006		86,826
2007		154,179
2008		166,930
2009		172,685
2010		65,566
	$	646,186

Capital expenditures in the nine months ended December 31, 2004 ($116,407) result primarily from the capitalization of AEM monitors placed in hospitals under various promotional programs. Placing Company-owned AEM monitors into hospitals at no charge to facilitate their use of AEM instruments is an initiative to accelerate new hospital accounts to AEM instruments. Under these promotional programs the Company maintains ownership of the AEM monitor and the cost is capitalized and depreciated as cost of sales over the projected five year life of the asset.

The Company s fiscal year 2005 (FY 05) operating plan is focused on increasing new hospital accounts to AEM products, retaining existing hospital customers, growing revenue, increasing gross profits and conserving cash. The Company also is investing in research and development efforts to develop next generation versions of the AEM product line. The Company can not predict with certainty the expected revenue, gross profit, net income or loss and usage of cash and cash equivalents for FY 05. However, management believes that its cash resources will be sufficient to fund its operations for at least the next twelve months under its current operating plan. If management is unable to manage the Company s business operations in line with budget expectations, it could have a material adverse effect on the Company s business viability, financial position, results of operations and cash flows. Further, if the Company is not successful in sustaining profitability and remaining at least cash flow break-even, additional capital may be required to maintain ongoing operations.

The Company believes the unique performance of the AEM technology and its breadth of independent endorsements provides an opportunity for continued market share growth. The Company believes that the market awareness of the AEM technology and its endorsements is continually improving and that this will benefit the sales efforts in FY 05. The Company believes that the Company entered FY 05 having achieved improvements in the clinical credibility of its technology. The Company s objective in the remainder of FY 05 is to maintain expense controls while optimizing sales execution in the field, expand market awareness of the AEM technology and maximize the number of additional hospital accounts to AEM instruments, while retaining existing hospital customers. In addition, acceptance of AEM products depends on surgeons preference for our instruments, which depends on factors such as ergonomics and ease of use in addition to our technological advantage. If surgeons prefer other instruments to ours due to these factors, our business results will suffer.

Income Taxes

As of March 31, 2004, net operating loss carryforwards totaling approximately $15,300,000 are available to reduce taxable income in the future. The net operating loss carryforwards expire, if not previously utilized, at various dates beginning in the year 2006. The Company has not paid income taxes since its inception. The Tax Reform Act of 1986 and other income tax regulations contain provisions which may limit the net operating loss carryforwards available to be used in any given year, if certain events occur, including changes in ownership interests. The Company has established a valuation allowance for the entire amount of its deferred tax asset since inception due to its history of losses. Should the Company achieve sufficient, sustained income in the future, the Company may conclude that some or all of the valuation allowance should be reversed.

Contractual Obligations

Aside from its operating lease commitments, the Company does not have any material contractual commitments requiring settlement in the future.

At December 31, 2004, the Company s commitments under these obligations were as follows:

		Operating Leases
Year ended March 31,		
2005		
2006		86,826
2007		154,179
2008		166,930
2009		172,685
2010		65,566
	$	646,186

16

Critical Accounting Policies and Estimates

Our discussion and analysis of our financial condition and results of operations are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenue and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to bad debts, inventories, sales returns, warranty, contingencies and litigation. We base our estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies involve our more significant judgments and estimates used in the preparation of our financial statements.

We maintain allowances for doubtful accounts for estimated losses resulting from the inability of its customers to make required payments. If the financial condition of our customers were to deteriorate, resulting in an impairment of their ability to make payments, additional allowances may be required, which would increase our expenses during the periods in which any such allowances were made. The amount recorded as a provision for bad debt in each period is based upon our assessment of the likelihood that we will be paid on our outstanding receivables, based on customer-specific as well as general considerations. To the extent that our estimates prove to be too high, and we ultimately collect a receivable previously determined to be impaired, we may record a reversal of the provision in the period of such determination.