THERMOGENESIS CORP
Form 10-Q
February 04, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington D.C. 20549
FORM 10-Q

þ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the quarterly period ended December 31, 2009.**

or

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition from _____ to _____.**

Commission File Number: 333-82900

ThermoGenesis Corp.

(Exact name of registrant as specified in its charter)

Delaware	**94-3018487**
(State of incorporation)	(I.R.S. Employer Identification No.)

2711 Citrus Road
Rancho Cordova, California 95742

(Address of principal executive offices) (Zip Code)

(916) 858-5100

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required 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 þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files).

Yes o No o

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 definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o	Non-accelerated filer o (Do not check if a smaller reporting company)	Smaller reporting company þ

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No þ

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Class	Outstanding at February 1, 2010

Common stock, $.001 par value	56,092,960

ThermoGenesis Corp.
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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

ThermoGenesis Corp.
Condensed Consolidated Balance Sheets (Unaudited)

	December 31, 2009	June 30, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 4,469,000	$ 6,655,000
Short-term investments	6,741,000	8,976,000
Accounts receivable, net of allowance for doubtful accounts of $44,000 ($26,000 at June 30, 2009)	5,161,000	4,235,000
Inventories	4,648,000	5,233,000
Prepaid expenses and other current assets	337,000	662,000
Total current assets	21,356,000	25,761,000
Equipment at cost less accumulated depreciation of $3,552,000 ($3,316,000 at June 30, 2009)	1,750,000	1,784,000
Other assets	208,000	110,000
	$ 23,314,000	$ 27,655,000
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities:		
Accounts payable	$ 1,594,000	$ 1,781,000
Accrued payroll and related expenses	325,000	881,000
Deferred revenue	784,000	850,000
Other current liabilities	1,469,000	1,326,000
Total current liabilities	4,172,000	4,838,000
Deferred revenue	46,000	363,000
Commitments and contingencies		
Stockholders equity:		
Preferred stock, $0.001 par value; 2,000,000 shares authorized; none outstanding		
Common stock, $0.001 par value; 80,000,000 shares authorized; 56,092,960 issued and outstanding (56,092,960 at June 30, 2009)	56,000	56,000
Paid in capital in excess of par	121,056,000	120,757,000
Accumulated deficit	(102,016,000)	(98,359,000)
Total stockholders equity	19,096,000	22,454,000

	$ 23,314,000	$ 27,655,000

See accompanying notes.

ThermoGenesis Corp.
Condensed Consolidated Statements of Operations (Unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2009	2008	2009	2008
Net revenues	$ 5,955,000	$ 6,126,000	$ 11,148,000	$ 10,628,000
Cost of revenues	3,944,000	3,913,000	7,580,000	7,135,000
Gross profit	2,011,000	2,213,000	3,568,000	3,493,000
Expenses:				
Selling, general and administrative	2,090,000	2,673,000	4,253,000	5,120,000
Research and development	1,400,000	1,298,000	2,994,000	2,898,000
Total operating expenses	3,490,000	3,971,000	7,247,000	8,018,000
Interest and other income, net	11,000	63,000	22,000	151,000
Net loss	($1,468,000)	($1,695,000)	($3,657,000)	($4,374,000)
Per share data:				
Basic and diluted net loss per common share	($0.03)	($0.03)	($0.07)	($0.08)
Shares used in computing per share data	56,092,960	56,027,960	56,092,960	56,027,960

See accompanying notes.

ThermoGenesis Corp.
Condensed Consolidated Statements of Cash Flows (Unaudited)
Six Months Ended December 31, 2009 and 2008

	2009	2008
Cash flows from operating activities:		
Net loss	($3,657,000)	($4,374,000)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	236,000	244,000
Stock based compensation expense	299,000	228,000
Loss on impairment of equipment	26,000	
Accretion of discount on short-term investments	(1,000)	(130,000)
Net change in operating assets and liabilities:		
Accounts receivable, net	(863,000)	152,000
Inventories	559,000	(462,000)
Prepaid expenses and other current assets	325,000	67,000
Other assets	39,000	6,000
Accounts payable	(187,000)	(2,122,000)
Accrued payroll and related expenses	(556,000)	95,000
Deferred revenue	(383,000)	(394,000)
Other current liabilities	145,000	266,000
Net cash used in operating activities	(4,018,000)	(6,424,000)
Cash flows from investing activities:		
Capital expenditures	(402,000)	(200,000)
Purchase of investments	(6,741,000)	(16,981,000)
Maturities of investments	8,977,000	22,000,000
Net cash provided by investing activities	1,834,000	4,819,000
Cash flows from financing activities:		
Payments on capital lease obligations	(2,000)	(7,000)
Net cash used in financing activities	(2,000)	(7,000)
Net decrease in cash and cash equivalents	(2,186,000)	(1,612,000)
Cash and cash equivalents at beginning of period	6,655,000	4,384,000
Cash and cash equivalents at end of period	$ 4,469,000	$ 2,772,000

Supplemental non-cash flow information:				
Transfer of equipment to other assets	$	137,000	$	51,000
Transfer of equipment to receivables	$	63,000		
Transfer of inventories to equipment	$	26,000		

See accompanying notes.

ThermoGenesis Corp.
Notes to Condensed Consolidated Financial Statements
(Unaudited)

1. Basis of Presentation and Summary of Significant Accounting Policies

Organization and Basis of Presentation

ThermoGenesis Corp. (the Company) develops, manufactures, and sells medical products that enable the practice of regenerative medicine. The Company was founded in 1986 and is located in Rancho Cordova, California. Our products automate the volume reduction and cryopreservation process of adult stem cell concentrate from cord blood and bone marrow for use in laboratory and point of care settings.

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of the parent company, ThermoGenesis Corp., and its wholly-owned subsidiary, Vantus. All significant intercompany balances and transactions have been eliminated in consolidation.

Interim Reporting

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such Securities and Exchange Commission (SEC) rules and regulations and accounting principles applicable for interim periods. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for a fair presentation have been included. Operating results for the six month period ended December 31, 2009 are not necessarily indicative of the results that may be expected for the year ending June 30, 2010. These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Annual Report on Form 10-K for the fiscal year ended June 30, 2009.

Revenue Recognition

The Company recognizes revenue including multiple element arrangements, in accordance with the provisions of the SEC Staff Accounting Bulletin (SAB) No. 104, *Revenue Recognition* and the Financial Accounting Standards Board s (FASB) Emerging Issues Task Force (EITF) 00-21, *Revenue Agreements with Multiple Deliverable*s (EITF 00-21), as codified in the FASB s Accounting Standards Codification (ASC) subtopic 605-25. Revenues from the sale of the Company s products are recognized when persuasive evidence of an arrangement exists, delivery has occurred (or services have been rendered), the price is fixed or determinable, and collectibility is reasonably assured. The Company generally ships products F.O.B. shipping point. There is no conditional evaluation on any product sold and recognized as revenue. All foreign sales are denominated in U.S. dollars. Amounts billed in excess of revenue recognized are recorded as deferred revenue on the balance sheet.

The Company s foreign sales are generally through distributors. There is no right of return provided for distributors. For sales of products made to distributors, the Company considers a number of factors in determining whether revenue is recognized upon transfer of title to the distributor, or when payment is received. These factors include, but are not limited to, whether the payment terms offered to the distributor are considered to be non-standard, the distributor history of adhering to the terms of its contractual arrangements with the Company, the level of inventories maintained by the distributor, whether the Company has a pattern of granting concessions for the benefit of the distributor, and whether

there are other conditions that may indicate that the sale to the distributor is not substantive. The Company currently recognizes revenue primarily on the sell-in method with its distributors.

Revenue arrangements with multiple elements are divided into separate units of accounting if certain criteria are met, including whether the delivered item has value to the customer on a stand-alone basis and whether there is objective and reliable evidence of the fair value of any undelivered items. Revenue is recognized as specific elements indicated in sales contracts are executed. If an element is essential to the functionality of an arrangement, the entire arrangement s revenue is deferred until that essential element is delivered. The fair value of each undelivered element that is not essential to the functionality of the system is deferred until performance or delivery occurs. The fair value of an undelivered element is based on vendor specific objective evidence or third party evidence of fair value as appropriate. Costs associated with inconsequential or perfunctory elements in multiple element arrangements are accrued at the time of revenue recognition. The Company accounts for training and installation as a separate element of a multiple element arrangement. The Company therefore recognizes the fair value of training and installation services upon their completion when the Company is obligated to perform such services.

Service revenue generated from contracts for providing maintenance of equipment is amortized over the life of the agreement. All other service revenue is recognized at the time the service is completed.

Milestone payments the Company receives under research and development arrangements are recognized as revenue upon achievement of the milestone events, which represent the culmination of the earnings process, and when collectibility is reasonably assured. Milestone payments are triggered by the results of the Company s development efforts. Accordingly, the milestone payments are substantially at risk at the inception of the contract, and the amounts of the payments assigned thereto are commensurate with the milestone achieved. Upon the achievement of a milestone event, which may include acceptance by the counterparty, the Company has no future performance obligations related to that milestone as the milestone payments received by the Company are nonrefundable.

For licensing agreements pursuant to which the Company receives up-front licensing fees for products or technologies that will be provided by the Company over the term of the arrangements, the Company defers the up-front fees and recognizes the fees as revenue on a straight-line method over the term of the respective license. For license agreements that require no continuing performance on the Company s part, license fee revenue is recognized immediately upon grant of the license.

Shipping and handling fees billed to customers are included in net revenues, while the related costs are included in cost of revenues.

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, short term investments, accounts receivable, accounts payable and accrued liabilities approximate fair value due to their short duration.

The Company adopted Statement of Financial Accounting Standard (SFAS) No. 157, *Fair Value Measurements*, as codified in ASC subtopic 820-10 (ASC 820-10), effective July 1, 2008 for financial assets and liabilities measured on a recurring basis. ASC 820-10 applies to all financial assets and financial liabilities that are measured and reported on a fair value basis and requires disclosure that establishes a framework for measuring fair value and expands disclosure about fair value measurements. There was no impact for adoption of ASC 820-10 to the Company s consolidated financial statements.

ASC 820-10 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted

prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on management s own assumptions used to measure assets and liabilities at fair value. A financial asset or liability s classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. The Company has no Level 3 financial assets or liabilities as of December 31, 2009.

Assets measured at fair value on a recurring basis include the following as of December 31, 2009:

	Fair Value Measurements at December 31, 2009 Using		
	Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Total Fair Value as of December 31, 2009
Cash equivalents			
Money market funds	$1,059,000		$1,059,000
Certificates of deposit		$ 500,000	$ 500,000
Short-term investments			
Certificates of deposit		$6,741,000	$6,741,000

Segment Reporting

The Company operates in a single segment providing medical devices and disposables to hospitals and blood banks throughout the world which utilize the equipment to process blood components.

Net Loss per Share

Net loss per share is computed by dividing the net loss to common stockholders by the weighted average number of common shares outstanding. The calculation of the basic and diluted net loss per share is the same for all periods presented, as the effect of the potential common stock equivalents is anti-dilutive due to the Company s net loss position for all periods presented. Anti-dilutive securities, which consist of stock options and common stock restricted awards that were not included in diluted net loss per common share were 3,782,629 and 2,737,831 as of December 31, 2009 and 2008, respectively.

Subsequent Events

The Company has evaluated its subsequent events through February 4, 2010, the filing date of the Company s Quarterly Report on Form 10-Q for the period ended December 31, 2009.

Reclassifications

Certain amounts in the prior year s financial statements have been reclassified to conform to the 2010 presentation.

Recent Accounting Pronouncements

In December 2007, the FASB ratified EITF Issue No. 07-1, Accounting for Collaborative Arrangements , as codified in ASC topic 808 (ASC 808). ASC 808 defines collaborative arrangements and establishes reporting requirements for transactions between participants in a collaborative arrangement and between participants in the arrangement and third parties. ASC 808 also establishes the appropriate income statement presentation and classification for joint operating activities and payments between participants, as well as the sufficiency of the disclosures related to these arrangements. ASC 808 is effective for fiscal years beginning after December 15, 2008. ASC 808 shall be applied retrospectively

to all prior periods presented for all collaborative arrangements existing as of the effective date. The adoption of ASC 808 did not have a material impact on the Company s results of operations or financial condition.

In December 2007, the FASB issued SFAS No. 141R, Business Combinations , as codified in ASC topic 805 (ASC 805). The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value and requires the expensing of acquisition-related costs as incurred. ASC 805 is effective for business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company will assess the potential impact of the adoption of ASC 805 if and when a future acquisition occurs.

In April 2009, the FASB issued Staff Position No. FAS 107-1 and APB 28-1, Interim Disclosures about Fair Value of Financial Instruments , as codified in ASC subtopic 825-10-65-1. ASC 825-10-65-1 requires disclosures about fair values of financial instruments for interim periods of publicly traded companies. These disclosures include fair value methods and significant assumptions used. The adoption of ASC 825-10-65-1 did not have a material impact on the Company s results of operations or financial condition.

In June 2009, the FASB issued SFAS No. 168, The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162 , as codified in FASB ASC topic 105, Generally Accepted Accounting Principles (ASC 105). The statement confirmed that the FASB Accounting Standards Codification (the Codification) will become the single official source of authoritative U.S. GAAP (other than guidance issued by the Securities and Exchange Commission (the SEC), superseding existing FASB, American Institute of Certified Public Accountants, EITF, and related literature. After that date, only one level of authoritative U.S. GAAP will exist. All other literature will be considered non-authoritative. The Codification does not change U.S. GAAP; instead, it introduces a new structure that is organized in an easily accessible, user-friendly online research system. The Codification, which changes the referencing of financial standards, becomes effective for interim and annual periods ending on or after September 15, 2009. The adoption of ASC 105 did not have a material impact on the Company s results of operations or financial condition.

In September 2009, the EITF reached final consensus on a new revenue recognition standard, Issue No. 09-3, Applicability of AICPA Statement of Position 97-2 to Certain Arrangements That Contain Software Elements , as codified in FASB Accounting Standards Update (ASU) 985. ASU 985 amends the scope of AICPA Statement of Position 97-2, *Software Revenue Recognition* to exclude tangible products that include software and non-software components that function together to deliver the product s essential functionality. This Issue shall be applied on a prospective basis for revenue arrangements entered into or materially modified in fiscal years beginning on or after June 15, 2010. Early adoption is permitted, provided that the guidance is retroactively applied at the beginning of the year of adoption. The Company is currently evaluating the potential impact of ASU 985 on the Company s results of operations or financial condition.

In October 2009, the FASB issued EITF 08-1, Revenue Arrangements with Multiple Deliverables , which is also known as Accounting Standards Update (ASU) No. 2009-13, Revenue Recognition (Topic 605): Multiple-Deliverable Revenue Arrangements (ASU 2009-13). ASU 2009-13 addresses the accounting for multiple-deliverable arrangements to enable vendors to account for products or services separately rather than as a combined unit and modifies the manner in which the transaction consideration is allocated across the separately identified deliverables. ASU 2009-13 significantly expands the disclosure requirements for multiple-deliverable revenue arrangements. ASU 2009-13 will be effective

for the first annual reporting period beginning on or after June 15, 2010, and may be applied retrospectively for all periods presented or prospectively to arrangements entered into or materially modified after the adoption date. Early adoption is permitted, provided that the guidance is retroactively applied to the beginning of the year of adoption. The Company is currently evaluating the impact this update will have on our consolidated financial statements.

2. Investments

The Company intends and has the ability to hold its certificates of deposit to maturity, and therefore classifies its investments as held-to-maturity and carries such investments at amortized cost in accordance with the provisions of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities , as codified in ASC topic 320, Investments-Debt and Equity Securities (ASC 320).

The following is a summary of held-to-maturity securities:

	Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Fair Value
December 31, 2009				
Certificates of deposit	$ 6,741,000			$ 6,741,000
Maturity Date:				
Less than 90 days	$ 1,750,000			$ 1,750,000
Due in 91-365 days	4,991,000			4,991,000
	$ 6,741,000			$ 6,741,000
June 30, 2009				
Certificates of deposit	$ 8,976,000			$ 8,976,000

3. Inventories

Inventories consisted of the following at:

	December 31, 2009	June 30, 2009
Raw materials	$ 1,343,000	$ 1,116,000
Work in process	1,708,000	1,871,000
Finished goods	1,597,000	2,246,000
	$ 4,648,000	$ 5,233,000

4. Commitments and Contingencies

Vendor Purchase Commitments

A product manufacturing supplier made purchases of raw materials based on Company provided forecasts, which the Company may be required to pay for as part of normal manufacturing processes, including scrap and obsolete parts that result from the Company s product design changes, and or discontinuation of manufacturing by a particular vendor. These are normal and standard manufacturing terms, and upon the contract end date, May 2009, the Company recorded an estimated loss contingency of $160,000 as management considers it probable that the payment will be made.

The Company has initiated discussions with a product manufacturing supplier (Supplier) regarding various manufacturing and quality issues. The Supplier was instructed to suspend production, but has incurred some costs under existing purchase orders. The parties have reached a tentative settlement in which the Company has agreed to pay the Supplier $58,000. Accordingly, the Company recorded an estimated loss contingency of $58,000 during the quarter ended December 31, 2009 as management considers it probable that the payment will be made.

Warranty

The Company offers a one-year warranty on all of its products. The Company warrants disposable products through their expiration date. The Company periodically assesses the adequacy of its recorded warranty liabilities and adjusts the amounts as necessary.

Changes in the Company s product liability during the period are as follows:

July 1, 2009 balance	$ 529,000
Warranties issued during the period	85,000
Settlements made during the period	(110,000)
Changes in liability for pre-existing warranties during the period, including expirations	243,000
Balance at December 31, 2009	$ 747,000

As a result of various quality issues experienced by high usage customers of the AXP disposable bag sets, the Company made revisions to its estimated warranty liability for the three month period ended September 30, 2009. The Company recorded a change in estimate, which increased the Company s cost of revenues and net loss (no net loss per share impact) by $190,000. There was no change in estimate for the quarter ended December 31, 2009.

5. Stockholders Equity

Stock Based Compensation

The Company recorded stock-based compensation of $137,000 and $299,000 for the three and six months ended December 31, 2009 and $105,000 and $228,000 for the three and six months ended December 31, 2008.

The following is a summary of option activity for the Company s stock option plans:

	Number of Shares	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Life	Aggregate Intrinsic Value
Outstanding at June 30, 2009	3,079,641	$ 1.65		
Granted	985,000	$ 0.65		
Forfeited or Expired	(301,512)	$ 2.38		
Exercised				
Outstanding at December 31, 2009	3,763,129	$ 1.33	2.9	$ 1,000
Vested and Expected to Vest at December 31, 2009	3,381,633	$ 1.38	2.9	$ 1,000
Exercisable at December 31, 2009	851,275	$ 2.92	1.9	

The aggregate intrinsic value is calculated as the difference between the exercise price of the underlying awards and the quoted price of the Company s common stock. There were no options exercised during the six months ended December 31, 2009 and 2008.

6. Subsequent Event

On January 29, 2010, the Company signed a revised distribution agreement (Agreement) with GE Healthcare (GEHC) which runs through July 31, 2012. Under the Agreement, GEHC will continue to distribute the AXP, primarily in North America and the European Union, and fund additional marketing support per year.

Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

This report contains forward-looking statements. The forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from the forward-looking statements contained herein. When used in this report, the words anticipate, believe, estimate, expect and similar expressions as they relate to the Company or its management are intended to identify such forward-looking statements. The Company s actual results, performance or achievements could differ materially from the results expressed in, or implied by these forward-looking statements. The Company wishes to caution readers of the important factors, among others, that in some cases have affected, and in the future could affect the Company s actual results and could cause actual results for fiscal year 2010 and beyond, to differ materially from those expressed in any forward-looking statements made by, or on behalf of, the Company. These factors include without limitation, the ability to obtain capital and other financing in the amounts and at the times needed to complete clinical trials and product marketing for

new products, market acceptance of new products, regulatory approval and time frames for such approval of new products and new claims for existing products, realization of forecasted income and expenses, initiatives by competitors, price pressures, failure to meet FDA regulations governing our products and operations and recalls associated with such regulations, the risks associated with initiating manufacturing for new products, and the risk factors listed from time to time in the Company s SEC reports, including, in particular, the factors and discussion in the Company s Form 10-K for fiscal year 2009.

Overview

ThermoGenesis designs, develops and commercializes cell processing products that enable the practice of regenerative medicine. Our products automate the volume reduction and cryopreservation process of adult stem cell concentrates from cord blood and bone marrow for use in laboratory and point of care settings. The Company was founded in 1986 and is located in Rancho Cordova, California. Our growth strategy is to expand our offerings in regenerative medicine and partner with other pioneers in the stem cell arena to accelerate our worldwide penetration in this potentially explosive market.

Recent Developments

On January 29, 2010, the Company and GEHC signed an amendment to their International Distribution Agreement (the Agreement), effective February 1, 2010. Under the Agreement, which runs through July 31, 2012, GEHC will continue to distribute the AXP product line, excluding certain countries in Latin America, Asia, CIS, Eastern Europe and the Middle East. The agreement provides incentives for both the Company and GEHC related to sales success, product quality and delivery. Additionally, the Agreement requires GEHC to fund additional marketing support for the first two years. The Agreement will automatically renew for one year terms unless terminated at least six months prior to the end of the then current term.

Our Products

The **AutoXpress Platform or AXP®** is a medical device with an accompanying disposable bag set that isolates and retrieves stem cells from umbilical cord blood. The AXP provides cord blood banks with a system to isolate and capture adult stem cells with lower labor costs and a reduced risk of contamination, under GMPs. Our market for the AXP includes both private and public cord blood banks. At a private bank, an individual pays to have cord blood stem cells from their offspring collected and stored, while a public bank owns cord blood stem cells donated by individuals, which are then available to the public for transplantation. The product is an automated, closed, sterile system that volume-reduces cord blood to a user defined volume in 30 minutes, able to retain over 93% of the mononuclear cells. Self-powered and microprocessor-controlled, the AXP contains flow control optical sensors which achieve precise separation.

The **MarrowXpress or MXP ,** an extension of the AXP, defines a new processing standard for isolating and retrieving stem cells from bone marrow aspirate. It is an automated, closed, sterile system that volume-reduces blood to a user-defi