

NUWAY MEDICAL INC
Form PRER14A
February 01, 2007

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)**

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

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only
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- Definitive Proxy Statement
- Definitive Additional Materials
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NuWay Medical, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)
Payment of Filing Fee (Check the appropriate box):

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1. Title of each class of securities to which transaction applies:

2. Aggregate number of securities to which transaction applies:

3. Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

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4. Date Filed:

**NOTICE OF SPECIAL MEETING OF STOCKHOLDERS
TO BE HELD ON MARCH 15, 2007**

To Our Stockholders:

You are cordially invited to attend the Special Meeting of Stockholders (the "Meeting") of NuWay Medical, Inc., a Delaware corporation (the "Company"), which will be held at Residence Inn by Marriott, 2855 Main Street, Irvine, California 92614, at 10:00 a.m. local time on March 15, 2007, for the purposes of considering and voting upon the following matters:

1. A proposal to approve the acquisition of the assets of IOWC Technologies Inc. ("IOWC"), and the issuance of shares of our common stock to IOWC;
2. A proposal to approve an amendment to our certificate of incorporation to change our name from NuWay Medical, Inc. to BioLargo, Inc. in connection with completion of the transactions with IOWC;
3. A proposal to authorize the Board to effect a reverse stock split of our common stock at a specific ratio to be determined by the Board within a range from 1-for-10 to 1-for-100; and
4. A proposal to increase the authorized capital stock of the Company from 100,000,000 shares of common stock to 200,000,000 shares of common stock and from 25,000,000 shares of preferred stock to 50,000,000 shares of preferred stock, and make certain technical corrections to provisions in our certificate of incorporation regarding our blank check preferred stock.

These matters are described more fully in the proxy statement accompanying this notice.

Our stockholders will also act upon such other business as may properly come before the meeting or any adjournment or postponement thereof. The Board is not aware of any other business to be presented to a vote of the stockholders at the Meeting.

The Board has fixed the close of business on January 29, 2007 as the record date (the "Record Date") for determining those stockholders who will be entitled to notice of and to vote at the Meeting. The stock transfer books will remain open between the Record Date and the date of the Meeting.

Representation of at least a majority in voting interest of our common stock either in person or by proxy is required to constitute a quorum for purposes of voting on each proposal to be voted on at the Meeting. Accordingly, it is important that your shares be represented at the Meeting. **WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, PLEASE COMPLETE, DATE AND SIGN THE ENCLOSED PROXY CARD AND RETURN IT IN THE ENCLOSED ENVELOPE.** Your proxy may be revoked at any time prior to the time it is voted at the Meeting.

Please read the accompanying proxy material carefully. Your vote is important and we appreciate your cooperation in considering and acting on the matters presented.

By Order of the Board of Directors,

Dennis Calvert
President and Chief Executive Officer
February 13, 2007

Irvine, California

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FOR
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Of
NUWAY MEDICAL, INC.

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**PROXY STATEMENT
FOR
SPECIAL MEETING OF STOCKHOLDERS
OF NUWAY MEDICAL, INC.**

To Be Held on March 15, 2007

This proxy statement is furnished in connection with the solicitation by our Board of Directors (the "Board") of proxies to be voted at a Special Meeting of Stockholders (the "Meeting"), which will be held at 10:00 a.m. local time on March 15, 2007 at Residence Inn by Marriott, 2855 Main Street, Irvine, California 92614, or at any adjournments or postponements thereof, for the purposes set forth in the accompanying Notice of Special Meeting of Stockholders (the "Notice"). This proxy statement and the proxy card are first being delivered or mailed to stockholders on or about February 13, 2007. Our Annual Report for the year ended December 31, 2005, as amended, on Form 10-KSB/A (the "10-KSB") and the Quarterly Report for the nine months ended September 30, 2006, as amended, on Form 10-QSB/A (the "10-QSB") are being mailed to stockholders concurrently with this proxy statement. Neither the 10-KSB nor the 10-QSB is to be regarded as proxy soliciting material or as a communication by means of which any solicitation of proxies is to be made except to the extent that portions thereof are specifically incorporated by reference herein. See the information under "Annual Report on Form 10-KSB" below which details the portions of the 10-KSB and 10-QSB incorporated by reference herein. The Company's executive offices are located at 2603 Main Street, Suite 1155, Irvine, California 92614 and its telephone number at that location is (949) 235-8062.

VOTING RIGHTS AND SOLICITATION

The close of business on January 29, 2007 was the record date (the "Record Date") for stockholders entitled to notice of and to vote at the Meeting. As of the Record Date, we had 78,393,480 shares of common stock, par value \$0.00067 per share, and no shares of preferred stock, par value \$0.00067 per share, issued and outstanding. All of the shares of our common stock outstanding on the Record Date, and only those shares, are entitled to vote on each of the proposals to be voted upon at the Meeting. Holders of common stock of record entitled to vote at the Meeting will have one vote for each share of common stock so held with regard to each matter to be voted upon.

All votes will be tabulated by the inspector of elections appointed for the Meeting, who will separately tabulate affirmative and negative votes, abstentions and broker non-votes.

The holders of a majority in voting interest of the common stock outstanding and entitled to vote at the Meeting shall constitute a quorum for the transaction of business at the Meeting. The voting interest of shares of the common stock represented in person or by proxy will be counted for purposes of determining whether a quorum is present at the Meeting. Shares which abstain from voting as to a particular matter will be treated as shares that are present and entitled to vote for purposes of determining the voting interest present and entitled to vote with respect to any particular matter, but will not be counted as votes cast on such matter. If a broker or nominee holding stock in "street name" indicates on a proxy that it does not have discretionary authority to vote as to a particular matter, those shares will not be considered as present and entitled to vote with respect to such matter and will not be counted as a vote cast on such matter.

In voting with regard to Proposal One (issuance of common stock as part of the transactions with IOWC, which transactions are described in Proposal One and elsewhere in this proxy statement (the "Transactions")), stockholders may vote in favor of each such proposal or against each such proposal or may abstain from voting. The vote required to approve Proposal One is governed by Delaware law, and the minimum vote required to approve each such proposal is a majority of the total votes cast on such proposal, provided a quorum is present. As a result, in accordance with Delaware law, abstentions and broker non-votes will not be counted and will have no effect on the outcome of the vote on this proposal.

In voting with regard to Proposal Two (authorizing the name change), Proposal Three (authorizing reverse stock split) and Proposal Four (increase in authorized capital stock and certain technical amendments to our blank check preferred), stockholders may vote in favor of each such proposal or against each such proposal or may abstain from voting. The vote required to approve Proposals Two, Three and Four is governed by Delaware law, and the minimum vote required is majority of the outstanding shares of the Company entitled to vote at the Meeting, provided a quorum is present. As a result, in accordance with Delaware law, abstentions and broker non-votes will have the effect of a vote "Against" each such proposal.

Shares of our common stock represented by proxies in the accompanying form which are properly executed and returned to us will be voted at the Meeting in accordance with the stockholders' instructions contained therein. In the absence of contrary instructions, shares represented by such proxies will be voted FOR each of Proposal One, Proposal Two, Proposal Three and Proposal Four. Management does not know of any matters to be presented at the Meeting other than those set forth in this proxy statement and in the Notice accompanying this proxy statement. If other matters should properly come before the Meeting, the proxyholders will vote on such matters in accordance with their best judgment.

Any stockholder has the right to revoke his, her or its proxy at any time before it is voted at the Meeting by giving written notice to our Secretary and by executing and delivering to the Secretary a duly executed proxy card bearing a later date, or by appearing at the Meeting and voting in person.

The entire cost of soliciting proxies will be borne by the Company. Proxies will be solicited principally through the use of the mails, but, if deemed desirable, may be solicited personally or by telephone, or special letter by our officers and regular employees for no additional compensation. Arrangements may be made with brokerage houses and other custodians, nominees and fiduciaries to send proxies and proxy material to the beneficial owners of our common stock, and such persons may be reimbursed for their expenses.

GENERAL NOTE ABOUT REFERENCES TO SHARES OF OUR STOCK: Unless expressly stated otherwise, all references in this proxy statement to numbers of shares of our common or preferred stock are to such amount prior to a proposed reverse stock split which is being presented to the stockholders as Proposal Three.

PROPOSAL ONE

APPROVAL OF ACQUISITION OF THE ASSETS OF IOWC TECHNOLOGIES INC. AND ISSUANCE OF COMMON STOCK TO IOWC AND KENNETH CODE

General

The Company has been operating as a public shell company since June 2003 and, as of the date of this proxy statement, has no continuing business operations. The Company's Annual Report on Form 10-KSB, as amended, which was mailed to the stockholders at the same time as this proxy statement, contains a discussion of the Company's past business activities and stockholders are urged to read carefully Part I, Item 1, "Description of Business" and the financial information described under the caption "Annual Report on Form 10-KSB" below, which is incorporated by reference herein.

As previously disclosed in the Company's public filings with the SEC, the Company has been seeking to acquire a business with ongoing operations. In furtherance of that strategy, the Company conducted a search for suitable candidates and in July 2005 identified certain technologies for use in products designed for distribution in the food, medical, disaster relief and biohazardous material transportation industries as a potential acquisition candidate, which technologies and the anticipated consequences to the Company if the Transactions are not consummated are described in more detail below.

Because Mr. Code is interested in the outcome of Proposal One, Mr. Code will not vote any stock he beneficially owns on this Proposal One at the Meeting.

SUMMARY OF TERMS OF THE TRANSACTIONS

The following is a summary only of certain terms of the Transactions. This summary is qualified in its entirety by the more detailed discussion of the Transactions contained in this proxy statement, including the sections referred to in this summary.

Transactions	We will acquire substantially all of the assets, consisting primarily of technology, license and distribution agreements, of IOWC. See "The Proposal and Reasons for Stockholder Vote", "BioLargo Technology and BioLargo Products", "Background of the Transactions", "Reasons for the Transactions" and "Risk Factors" below.
Consideration	In connection with the closing of the Transactions, we will issue 553,475,300 shares (the "IOWC Stock") of our common stock to IOWC. See "The Proposal and Reasons for Stockholder Vote" and "Pro Forma Capitalization and Significant Dilution to Existing Stockholders" below.

Previous Agreements	In connection with the Transactions, we have previously entered into a Marketing and Licensing Agreement, which is summarized under “Marketing and Licensing Agreement” below; a Consulting Agreement, which is summarized under “Consulting Agreement” below; and a Research and Development Agreement, which is summarized under “Research and Development Agreement” below.
Additional Agreements	In connection with the closing of the Transactions, we will enter into (i) a definitive asset purchase agreement, summarized under “Other Agreements - Asset Purchase Agreement” below; and (ii) an employment agreement with Mr. Code, summarized under “Other Agreements - Code Employment Agreement”.
Conditions to Closing	Among the conditions to closing are approval by our stockholders of (i) approval of the issuance of the IOWC Stock to IOWC, discussed in more detail under “The Proposal and Reasons for Stockholder Vote” and “Pro Forma Capitalization and Significant Dilution to Existing Stockholders” below; (ii) the change of our corporate name, discussed in more detail under “Proposal Two” below; (iii) a reverse split of our common stock, discussed in more detail under “Proposal Three” below; and (iv) an increase in our authorized capital stock, discussed in more detail under “Proposal Four” below.
Change of Control	Upon the closing of the Transactions, IOWC and Mr. Code will own approximately 61.0% of our issued and outstanding common stock. See “Pro Forma Capitalization and Significant Dilution to Existing Stockholders” below.
Stockholder Approvals	Our stockholders are being asked to approve the issuance of the IOWC Stock, as discussed under “Proposal One”. However, our stockholders are not being asked to approve the issuance of 15,515,913 shares of our common stock already issued to Mr. Code (the “Code Stock”) in connection with the Consulting Agreement. See “Consulting Agreement” below.
Consequences of Non-Approval	If each of Proposals One, Two, Three and Four is not approved by our stockholders, the Transactions will not be consummated. In such event, among other things, (i) the Marketing and Licensing Agreement, Research and Development Agreement and Consulting Agreement will terminate; (ii) Mr. Code will return the Code Stock to us; and (iii) all rights granted to us by BioLargo will revert to BioLargo. See “Consequences If Stockholders Do Not Approve Transactions” below.

The Proposal and Reasons for Stockholder Vote

The Company is requesting stockholders to approve the acquisition of substantially all of the assets of IOWC (whose principal offices are located at Unit 4, 1780 Glastonbury Blvd NW, Edmonton, AB, Canada T5T 6P9, telephone (780) 482-2753) and the issuance and sale of 553,475,300 shares of the Company’s common stock to IOWC, as part of a series of transactions (the “Transactions”) intended to transfer to the Company certain technology and rights (“the

BioLargo Technology”) relating to a process whereby disinfecting chemistry is incorporated into absorbent materials, liquids, powders, tablets or other delivery methods that can be then incorporated into products in several industries. If the Transactions are not consummated, the Company will remain a public shell with no continuing business operations. The Transactions and the anticipated consequences to the Company if the Transaction are not consummated are described more fully below.

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Nasdaq Marketplace Rule 4350 requires stockholder approval in connection with the issuance of or potential issuance which will result in a change of control of the issuer. The Company believes that the issuances related to the Transactions constitute a change in control of the Company, and as such it is appropriate for the Company to seek the approval of its stockholders prior to issuing its shares. While the Company's common stock is not quoted on the Nasdaq National Market and the Company is not subject to Nasdaq Marketplace Rules, the Company believes that it is in the best interest of the Company and its stockholders for the stockholders of the Company to be given the opportunity to vote on the issuance of shares of common stock of the Company in connection with the Transactions. Moreover, the Company believes that if the Company were to apply for listing on a significant market such as Nasdaq, the fact that the Company complied with such rules would be deemed a positive factor in its application. It is important to note, however, that the Company has no current plans to apply for listing on Nasdaq or any other trading market and there is no assurance that, even if the Company were to do so, that the Company's stock would be accepted for trading on any such market.

Proposals Required for Approval of Proposal One

In Proposal One, the Company is requesting the stockholders to approve the issuance of 553,475,300 shares of the Company's common stock. In order for the Company to issue this number of shares, the stockholders must also approve Proposal Three, which requests the stockholders to grant the Board authority to amend and restate our Certificate of Incorporation to effect a reverse stock split of our common stock in an amount to be determined by the Board, but between a 1-for-10 and a 1-for-100 reverse split. For example, effecting a reverse split of the Company's common stock at a minimum of 1-for-10, the actual issuance requested by this Proposal One would be one-tenth the stated amount, or a maximum of 55,347,530 shares. This number of shares is within the limits of the number of shares authorized by the Company's Certificate of Incorporation.

Background of the BioLargo Transactions

At the beginning of 2004, we had no continuing business operations. We operated as a public shell and management was actively seeking merger and acquisition candidates with ongoing operations. We had nominal cash on hand.

Over the course of several years prior to 2004, we had entered various businesses through the acquisition of either entities with operating businesses or technology that could be developed and marketed. However, as a result of various factors, primarily inadequate capital and the inability to raise financing successfully, we could not successfully exploit these acquisitions and integrate them in a way to produce profitable operations. By the end of 2003, management elected to dispose, through sales or other means, of these acquisitions.

We also continued to deal with the effects of certain matters that arose (i) under prior management and (ii) from our business dealings with a former consultant and principal stockholder of the Company, Mark Roy Anderson, from mid-2002 to early-2003. The Company's prior association with Mr. Anderson had led to a number of regulatory and legal inquiries and investigations into the company and its then- management, including an informal inquiry by the SEC. We cooperated with this investigation and a related investigation by the Federal Bureau of Investigation into Mr. Anderson's business dealings. The SEC inquiry was terminated in April 2005.

In February 2004, Mr. Code, the inventor of the patented BioLargo Technology and the president and sole shareholder of IOWC, was introduced to Dennis Calvert, who by that time was the Company's president, by a mutual acquaintance. Mr. Code was seeking to build a management team, secure capital resources to further conduct additional research and development on the BioLargo Technology, commence product development and begin commercializing the BioLargo Technology.

In March 2004, we began preliminary negotiations with Mr. Code which focused on distribution and selling strategy which contemplated the use of Premium Medical Group ("PMG") as a selling and marketing agent for the absorbent

pads, incorporating the BioLargo Technology. PMG had entered into an agreement with us in January 2004, to merge with the Company. Our early discussions with Mr. Code contemplated an arrangement whereby if the Company were able to generate meaningful sales and or arranged new development capital to be provided for the further development of the BioLargo Technology, then the Company could acquire the BioLargo technology over time, or outright at an agreed upon purchase price. We actively pursued investment capital to support this plan, including the expansion and involvement of PMG.

Around this time, our stock was trading at approximately \$0.01 per share with 46,322,736 shares outstanding, or a total market capitalization of approximately \$464,000. At that time, we had no continuing operations, no tangible assets and were also lacking in working capital. In addition, we had outstanding liabilities of approximately \$3,000,000.

Mr. Code, on behalf of IOWC, informed our management that the BioLargo Technology required working capital to further its research and development and commercialization, and that given our lack of capital resources at the time, we would have to find a way to create sufficient opportunities to develop and commercialize the BioLargo Technology. Mr. Code made it clear in each conversation he had with our management during this time frame that working capital was his first priority to further the development of the BioLargo Technology. Moreover, Mr. Code's initial position was that if he was ever going to consider selling the BioLargo Technology, he would require adequate cash be paid to IOWC for his controlling ownership, in addition to insuring that appropriate working capital would be available to exploit the potential commercial opportunities for the BioLargo Technology.

In April 2004, and in furtherance of the prior discussions, we entered into confidentiality and non-circumvention agreements with IOWC so that we could begin the process of due diligence and technical training prior to embarking on a selling strategy or potential acquisition of the BioLargo Technology. Our management, particularly Dennis Calvert, focused on learning substantially more about the BioLargo Technology, developing a business plan, embarking on market research, commencing market testing and studying the potential commercial markets and applications for the BioLargo Technology as well as potential funding sources to further its development, and these efforts continued for the next several months. Additionally, Mr. Code focused on training Mr. Calvert about the science of the BioLargo Technology, manufacturing processes and potential commercial markets for the BioLargo Technology. Mr. Calvert continued a methodical process of validating the technical claims of IOWC about the BioLargo Technology as well as training the sales staff at PMG, while our management team continued to search for capital to support the growth plans of PMG.

In July 2004, we were advised by PMG that they were unwilling to pay for a required financial audit of PMG, which was required to consummate the transaction between our two companies. We had also exhausted our contacts with possible financing sources for PMG's expansion and none was successful. Our only source of capital at that time was from Mr. Calvert's personal funds.

In October 2004, we terminated and rescinded the acquisition agreement with PMG. However, because IOWC maintained a high level of interest in working with our management, Mr. Code expressed a willingness to continue working with us on the BioLargo Technology, but also made it clear that capital was required to fully exploit the BioLargo Technology.

Also in October 2004, a new licensing group named BioLargo LLC, which is unaffiliated with IOWC, executed a license agreement with IOWC to commercialize certain aspects of the BioLargo Technology. The benefits of this license agreements were later transferred to us by IOWC, pursuant to an agreement that we entered into with IOWC as of December 31, 2005 (the "M&L Agreement"); see discussion below. We terminated this license agreement in October 2006, due to non-payment and other breaches by BioLargo LLC.

By December 2004, as a result of our research and market testing of the BioLargo Technology, our Board of Directors agreed with management that it was in our best interest to focus exclusively on the BioLargo Technology for commercial exploitation.

In January 2005, with the assistance of the Company, IOWC entered into a Master Distributorship Agreement with Food Industry Technologies, Inc. ("FIT"), for all food applications of the BioLargo Technology.

In April 2005, the Company and IOWC continued their discussions on the basic terms of how to structure the acquisition of the BioLargo Technology by the Company. The two companies also continued to formulate a plan for the commercialization of the BioLargo Technology. In June 2005, we engaged an outside consultant to assist us in developing a strategic business plan, including assisting us in identifying key revenue targets and strategies for licensure of the BioLargo Technology.

By June 2005, after our months-long marketing inquiries and in consultation with outside consultants and potential licensing partners as well as leaders in industries which could apply the BioLargo Technology, our management gained additional comfort that, if adequate capital resources could be made available, the BioLargo Technology was commercially viable and the size of the potential markets for products incorporating the BioLargo Technology were sufficiently large to warrant its continued pursuit by us. There were no other active acquisition possibilities known to our management at that time and the business proposition with IOWC therefore had the opportunity to create the greatest possibility of enhanced shareholder value over time.

Meaningful negotiations took place in June and July 2005, leading to the signing of a letter of intent between us and IOWC. The negotiations over the amount consideration to be paid to IOWC were greatly influenced by IOWC's requirements, which had been clear from the inception of the relationship in March 2004, as to what IOWC required before it would be willing to relinquish control over the BioLargo Technology. Mr. Code had made it clear in his earlier conversations with our management that working capital was his first priority to further the development of the BioLargo Technology, and that if IOWC was ever going to consider relinquishing control, it would require that cash be paid to IOWC for a controlling ownership, in addition to insuring that appropriate working capital was available to exploit the commercial opportunities for the BioLargo Technology. However, during the 15 months of the relationship between Mr. Code and Mr. Calvert on behalf of the Company, during the March 2004 through mid-2005 period, our management was able to demonstrate sufficiently to IOWC that it had the skills and commitment that IOWC sought to exploit the commercial opportunity available to the BioLargo Technology, and that management was committed to creating value for its shareholders, despite having limited capital resources.

As a result of the foregoing, negotiations regarding the amount of consideration to be paid by us for the BioLargo Technology shifted to reflect a recognition that while our capital resources were still insufficient to fully exploit the BioLargo Technology, the parties still wished to complete the transaction with each other and another mutually acceptable method of consideration had to be found. Mr. Code suggested that if IOWC were to receive a majority of our common stock, then he would have the ability to exert a larger measure of control over us to ensure that we took the necessary additional actions to seek capital and invest it in the further development and commercialization of the BioLargo Technology, and, additionally, he would be rewarded for deferring cash at closing and waiting until a later date for the monetization of his years of efforts in developing the BioLargo Technology in the form of enhanced shareholder value through stock ownership.

For its part, our management had not only come to believe that the commercialization of the BioLargo Technology was viable, but also knew that it had no other active prospects for acquisition or merger. Accordingly, our management agreed that IOWC would receive a majority of our common stock. Because Mr. Code was not willing to let IOWC be diluted below 51%, the parties reviewed calculations of the Company's outstanding shares on a fully-converted basis, based on the convertible securities then issued and outstanding and agreed that this percentage of our common stock would be issued to IOWC in consideration of the IOWC Technology.

Given the low market valuation of our common stock, our managements concluded that the opportunity to enhance future shareholder value was greater than the consideration to be paid to IOWC for a controlling interest in the Company. The highest closing price of our common stock for the quarter ending June 30, 2005 was \$0.02 with approximately 52,000,000 shares outstanding of June 30, 2005, or a total maximum market capitalization of approximately \$1,040,000. At this time, our current liabilities were approximately \$4,300,000. We had cash on hand at the end of June 2005 of approximately \$181,000 and no other tangible assets.

Our management also prepared internal valuation analyses based, in part, on discounted cash flow, marketing possibilities for the BioLargo Technology in selected industries and assumptions about market penetration in those industries, and concluded that the value of the BioLargo Technology significantly exceeded the then-current value of 51% of our outstanding common stock on a fully-converted basis. Additionally, we engaged third party consultants who informally confirmed our management's own belief that the value of the BioLargo Technology was in a range, even the lower end of which significantly exceeded the then-current value of 51% of our common stock. We did not seek a formal appraisal or fairness opinion of the value of the BioLargo Technology given our limited resources and the disparities between our then-current stock value and the assumed range of values of the BioLargo Technology.

On July 25, 2005, we executed a letter of intent with IOWC, pursuant to which we agreed to acquire BioLargo Technology and two license and/or distributor agreements pursuant to which IOWC had licensed the BioLargo Technology for use in products designed for distribution in the food, medical and biohazardous material transportation industries. For more detailed information about the terms of the letter of intent, please see the information set forth under the caption "Letter of Intent" under this Proposal One below.

Between mid-2005 and December 2005, our management continued to study and implement initial marketing and commercial licensing opportunities associated with the BioLargo Technology. The Company had no ongoing operations, no tangible assets and cash on hand of approximately \$283,000. Current Liabilities were just over \$5,000,000. Because of the slower-than-anticipated pace of completing the Transactions and raising sufficient capital to more aggressively develop and commercialize the BioLargo Technology, Mr. Code requested, and our management agreed, to adjust the previous calculations of stock to be paid to IOWC to reflect certain possible additional issuances of common stock or securities convertible into common stock in the future, such as additional capital raises to fund operations, possible conversion of accrued and unpaid compensation to executives of the Company for stock, conversion of accrued and unpaid interest on debt and issuances of employee stock options.

Our management carefully calculated the potential dilution effects of a number of anticipated future issuances to generate a calculation of anticipated but not realized dilutive transactions as of the projected closing date of the Transactions, but dilutive transactions that the parties believed would be, or were likely to be, realized by the Company in the future. The total number of shares of our issued and outstanding common stock, on a fully-converted basis, was then adjusted to account for such further possible issuances, so that after all such issuances IOWC would still have approximately 51% of the total number of shares of our common stock. Because the parties acknowledged that such calculations were estimates and not precise, the parties agreed to increase the number of shares to be issued to IOWC from approximately 51% to approximately 61%, to allow for dilution of the IOWC position back down to 51% as these other issuances and conversions occurred. Based on the then current outstanding number of shares of our common stock, this calculation came out to 568,991,213 shares. This was the final agreed upon number of shares to be issued to IOWC that was included in the M&L Agreement discussed in the next paragraph.

Because of the Company's small size and continued limited resources, our ability to fund IOWC's ongoing research and development and pre-marketing activities proceeded at a slower pace than was originally anticipated. Therefore, pending our ability to consummate the acquisition of the BioLargo Technology, in December 2005, we executed the M&L Agreement with IOWC and Mr. Code. Pursuant to the M&L Agreement, we, through our wholly-owned subsidiary BioLargo Life Technologies, Inc. ("BLTI") acquired certain rights to develop, market, sell and distribute products that were developed, and are in development, by IOWC. For more detailed information about the terms of the M&L Agreement, please see the information set forth under the caption "Marketing and Licensing Agreement" under this Proposal One below.

In April 2006, we engaged Robert Stewart, Ph.D., to serve as the Company's regulatory specialist for U.S. Environmental Protection Agency ("EPA") and U.S. Food and Drug Administration ("FDA") required activities. During this period, we also focused on establishing relationships with key agents who work on a commission basis to assist us in marketing to large corporations and other organizations. In May 2006, we hired a consultant to assist us on our marketing and sales efforts.

Because of the continuing slower pace of consummating the BioLargo Transactions, in part the result of our continuing limited capital resources, and in consideration of certain of Mr. Code's personal reasons, pending the consummation of the BioLargo Transactions, we entered into a Consulting Agreement (the "Consulting Agreement") with Mr. Code in June, 2006, effective January 1, 2006. The Consulting Agreement was initially due to expire on January 1, 2007, in anticipation of the consummation of the BioLargo Transaction by such date, and the term has been extended to March 31, 2007. Upon the consummation of the BioLargo Transactions, we intend to enter into a long-term employment agreement with Mr. Code. For more detailed information about the terms of the Consulting Agreement, please see the information set forth under the caption "Consulting Agreement" under this Proposal One, below. For more detailed information about the anticipated terms of the employment agreement, please see the information set forth under the caption "Other Agreements - Asset Purchase Agreement - *Code Employment Agreement*" under this Proposal One, below.

Similarly, pending the consummation of the BioLargo Transactions, in August 2006, we and BLTI entered into a Research and Development Agreement with IOWC and Mr. Code, pursuant to which IOWC and Mr. Code will provide research and development services and expertise in the field of disposable absorbent products to the Company and BLTI. That agreement, as amended (the "R&D Agreement"), was initially due to expire on December 31, 2007 in anticipation of the consummation of the BioLargo Transaction by such date, and the term has been extended to March 31, 2007. For more detailed information about the terms of the R&D Agreement, please see the information set forth under the caption "Research and Development Agreement" under this Proposal One, below.

In September 2006, Mr. Code, as inventor, and BLTI, as assignee, filed two more patent applications with the US Patent and Trademark Office. A third patent application was filed on October 11, 2006 by and for the same parties. For more detailed information regarding these most recent patent applications, please see the information set forth under the caption "BioLargo Technology and BioLargo Products" under this Proposal One, below.

In February through April, 2006, we began discussions with five major research universities to further our research for specific applications. In September 2006, we hired UCLA to research applications of the BioLargo technology for beach and soil remediation. An initial report regarding this research was presented in October 2006 at the National Beaches Conference sponsored by the EPA. These various discussions are ongoing and focus on engaging those universities to perform research on the BioLargo Technology for soil and sand remediation, animal studies, Department of Defense applications, and embedded anti-microbial applications in textiles.

Throughout 2006, we have engaged in various efforts to continue testing, developing and pre-marketing products incorporating the BioLargo Technology. For example, in January 2006, we contracted with a third party manufacturer to produce samples for presentation purposes of absorbent pads. We also engaged a particle, formulations, blending and specialty manufacturing company to work with us in product development and sample fabrication. In June 2006, we hired a third-party laboratory to perform a series of independent test and issue their reports to assist us in validating the BioLargo Technology to a Good Lab Practices Standard.

Throughout 2006, we also have been actively involved in initial marketing activities of the BioLargo Technology. For example, in February 2006, we presented the BioLargo Technology to a number major corporations for potential licensing discussions. Following an April 2006 international conference of industry for infection control in Prague, Czech Republic, attended by Mr. Code, we pursued with Mr. Code presentations to one of the largest companies in the embedded anti-microbial industry. In June 2006, we began discussions with a number of large healthcare companies about incorporating the BioLargo Technology in their products. The potential areas of focus include wound dressings, drapes, wipes, bandages, diapers disinfecting and sterilization solutions, among other possible uses in their various products.

In June 2006, we participated in a conference for all government agencies throughout California and have since discussed the BioLargo technology for possible governmental use in sewage spills, water quality, rainwater runoff contamination problems and beach clean-up efforts. Also in June 2006, we participated in a national military defense conference sponsored by the National Defense Industry Association for all military services, including Homeland Security, and have since discussed the BioLargo Technology for possible application in the areas of military hospitals, pandemic prevention, agricultural protection, hazardous waste, food protection, decontamination of porous and non-porous materials, disaster relief and national world class laboratory access. Subsequently, we have presented the BioLargo technology with other governmental officials and agencies. In September we also attended a national Agro Terrorism Conference sponsored by the Federal Bureau of Investigation and the Joint Terrorism Task Force.

Meetings with numerous potential licensees or purchasers or other users of products incorporating the BioLargo Technology in a wide range of applications, have continued. However, it is essential to note that we do not yet have any agreements in place with any of these potential licensees, purchasers or other users, or any other potential licensees, purchasers or other users, regarding any products incorporating the BioLargo Technology, and no assurance can be given if any such efforts will prove successful.

BioLargo Technology and BioLargo Products

Mr. Code and IOWC have developed and own the BioLargo Technology, consisting of certain intellectual property including two U.S. Patents (Patent Numbers 6146725 and 6328929), relating to a process whereby disinfecting chemistry is incorporated into absorbent materials, liquids, powders, tablets or other delivery methods, that can be then incorporated into products in multiple industries. Three patent applications have recently been filed with the US Patent and Trademark Office relating to this technology listing Code as inventor and BLTI as assignee pursuant to the Research and Development Agreement discussed below. The first application relates to the remediation and improvement of land mass that has been contaminated with microbes such as bacteria, viruses, rickettsiae and fungi. The technology relates to the treatment of ground such as soil and sand with chemicals acting as antimicrobial agents. The second application relates to the field of antimicrobial protection, particularly antimicrobial activity in close proximity to the bodies of patients, and more particularly in removable materials placed into contact with the bodies of patients. The third application relates to the field of antimicrobial protection, particularly antimicrobial activity in close proximity to environments that need to be protected from or cleansed of microbial or chemical material that might be of concern. These include closed and open environments.

If the Transactions are completed, the Company intends to use the BioLargo Technology to develop certain products for use in distribution in the food, medical, disaster relief and biohazardous material transportation industries. For the purposes of this proxy statement the term "BioLargo Products" means any product designed, manufactured, conceived or contemplated, either at the present time, or in the future, based on the BioLargo Technology or any derivation thereof.

It is expected that the BioLargo Technology will enable the Company to offer a portable product that comparably addresses four precautions—containment, isolation, neutralization and disposal—against disease transmission as established by the Center for Disease Control. The BioLargo Technology has been reviewed and validated in several third party studies. The Company believes that the BioLargo Technology and derivative products may be applied in approximately 30 products in several vertical markets.

The Company believes that the primary initial markets for its products are likely to be:

Packaging for Blood and Bio-hazardous Material Transport

Medical Products

Meat and Poultry Packing

Disaster Relief Efforts, Soil and Sand Remediation, and Water Treatment

The Company plans to pursue its primary revenues from licensing its BioLargo Technology. It has multiple products available for immediate distribution, namely absorbent pads and materials to be used for clean up of or as a precautionary measure from spills of liquids, including hazardous materials. The Company is actively developing additional products for distribution by working with manufacturers, other technology developers and potential customers.

The BioLargo Technology places inorganic compounds (similar in composition and dosage to what is used in everyday common vitamins) into absorbent products like bed pads, blood pads, diapers, surgical drapes, transportation packages for protective liners, wound dressings, bandages and other delivery methods.

Management believes that the BioLargo Technology offers the following features:

- **Increased Holding Power** - The technology can increase the holding power of absorbent material up to 6 times, depending on product configuration.
- **Price**-The actual cost of raw materials and installation of the BioLargo Technology chemistry is less than \$0.10 per metric ton.
- **Generally Regarded As Safe (GRAS)** - The chemistry used is understood by the Food and Drug Administration and scientific community as non-toxic, and safe, in the dosages used as well as the methodology of its delivery.
- **Disinfection** - The chemical composition of the technology installed into products, deploys an additive germ killing strategy, that includes a flashing of Iodine, (the so-called “Gold Standard” by which all disinfecting strategies are compared) a lowering of PH levels-creating an acidic environment, oxidation, and flocculation, a binding reaction to lock in the microbes.
- **Isolation** - The chemistry reacts when insulted by a liquid, and is absorbed by the super absorbent material in the pad, and is effectively ‘bound’ into the product, thereby isolating it from any escape.
- **Bio-Degradable** - The chemistry accelerates decomposition.
- **Containment** - The chemistry when added to a super absorbent materials acts to contains microbial particles, so they cannot escape.

· ***Inorganic Solution*** - The use of Iodine is strategic to the Company's products in that it is the most effective disinfecting solution, covering a broad range of materials upon which it is effective, and as an Inorganic Solution, organic microbes are unable to develop resistance to its killing power.

· ***Disposal*** - It renders products safe to handle.

Letter of Intent

In July 2005, the Company entered into a letter of intent (“LOI”) with IOWC. The LOI set out the terms for the acquisition of certain assets of IOWC consisting of certain intellectual property, including two United States patent and two license and/or distributor agreements pursuant to which IOWC had licensed certain of its technologies for use in products designed for distribution in the food, medical and biohazardous material transportation industries. In connection with the transactions contemplated by the LOI, the Company agreed to issue up to 51% of its common stock to IOWC. The LOI provided that the transactions contemplated by the LOI would be completed pursuant to the terms of an asset purchase agreement as well as a research and development agreement. In addition, the LOI required certain stockholders approvals as a condition to the closing of the transactions contemplated by the LOI including approval of the issuance of the shares of the Company’s common stock to IOWC, a reverse stock split and an increase in the authorized capital stock of the Company.

As the parties worked toward preparing the documentation called for by LOI and as the Company began to prepare the proxy materials needed for its stockholders meeting, it became increasingly clear to the parties that the length of time and the costs involved in preparing documentation for a stockholders meeting would likely jeopardize the chances that the transactions contemplated by the LOI could be completed in a manner benefiting both parties. Accordingly, in late 2005 the parties began to explore alternative strategies that would enable them to begin to realize the benefits of the transactions contemplated by the LOI while at the same time allow the Company to call a meeting of its stockholders for the purpose of approving the issuance of its shares.

Marketing and Licensing Agreement

In furtherance of the proposed transactions with IOWC, on December 31, 2005, the Company entered into the M&L Agreement with IOWC and Mr. Code.

Pursuant to the M&L Agreement the Company, through BLTI, acquired certain rights to develop, market, sell and distribute products that were developed, and are in development, by BioLargo relating to the BioLargo Technology and BioLargo Products.

Licenses Granted to BLTI

Pursuant to the terms of the M&L Agreement, IOWC granted to BLTI, a license, with respect to the BioLargo Technology and the BioLargo Products to further develop the technology, to further develop existing and new products based on that technology, and to produce, market, sell and distribute any such products, through its own means, or by contract or assignment to third parties or otherwise, including without limitation:

- **Technology Development Rights.** Exclusive worldwide right to expand and improve upon the existing BioLargo Technology, to conduct research and development activities based on the BioLargo Technology, and to contract with third parties for such research and development activities; and any improvements on the BioLargo Technology, or any new technology resulting such efforts of BLTI, shall be owned solely by BLTI.
- **Product Development Rights.** Exclusive worldwide right to expand and improve upon the existing BioLargo Products, to conduct research and development activities to create new products for market, and to contract with third parties for such research and development activities. Any new products created by BLTI resulting from these efforts shall be owned solely by BLTI.
- **Marketing Rights.** Exclusive right to market, advertise, and promote the BioLargo Technology and the BioLargo Products in any market and in any manner it deems commercially reasonable.

- **Manufacturing Rights.** A transferable, worldwide exclusive right to manufacture, or have manufactured, BioLargo Products.
- **Selling Rights.** A transferable, worldwide exclusive right to sell BioLargo Technologies and BioLargo Products.
- **Distribution Rights.** A transferable, worldwide exclusive right to inventory and distribute BioLargo Products.

· **Licensing Rights.** A transferable, worldwide exclusive right to license BioLargo Technologies and BioLargo Products to third parties.

Assigned Agreements

Pursuant to the terms of the M&L Agreement, IOWC and Mr. Code also assigned to BLTI its rights and obligations with respect to the following Agreements (collectively, the “Assigned Agreements”):

- Agreement dated October 15, 2004 by and between Kenneth R. Code, IOWC, BioLargo Technologies, Inc., or IOWC’s assigns and Craig Sundheimer and Lloyd M. Jarvis (the “Sundheimer/Jarvis Agreement”).
- Agreement dated January 15, 2005 by and between Kenneth R. Code, IOWC and Food Industry Technologies, Inc.
- Letter of Intent dated November 15, 2004 by and between Kenneth R. Code and IOWC and GTS Research, Inc.

Pursuant to the terms of the M&L Agreement the Company is to receive any and all royalties, payments, license fees, and other consideration generated by the Assigned Agreements as of January 1, 2006. As part of the assignment, IOWC agreed to transfer the 20% interest it acquired in “BioLargo, LLC” pursuant to the Sundheimer/Jarvis Agreement. In October 2006, the Company terminated the Sundheimer/Jarvis Agreement, for cause. Subsequently, the Company and IOWC agreed that IOWC’s 20% interest in BioLargo, LLC would not be transferred by IOWC to BLTI, but that BLTI would have the option to acquire such 20% interest for nominal consideration for seven years (the “Option Agreement”).

Consulting Agreement

On June 20, 2006, the Company entered into the Consulting Agreement with Mr. Code. Pursuant to the Consulting Agreement, the Company has engaged the services of Mr. Code, effective January 1, 2006, to advise the Company in research and development and technical support, and to provide other services and assistance to the Company in matters relating to the Company’s business.

The Consulting Agreement contains provisions requiring Mr. Code to devote substantially all of his business time to the Company; prohibiting Mr. Code from directly or indirectly engaging in any business activity that would be competitive with the business of the Company or its affiliates, including its wholly-owned subsidiary BioLargo Life Technologies, Inc.; providing that during the term of the Consulting Agreement and for one year post-termination, Mr. Code will not solicit the Company’s employees or customers; and other standard provisions typical for a consulting agreement. The Consulting Agreement also provides that the Company shall retain the exclusive right to use or distribute all creations which may be created during the term of the Consulting Agreement. The Consulting Agreement, as amended on December 20, 2006, terminates on March 31, 2007, unless terminated earlier as provided therein. During the term of the Consulting Agreement, Mr. Code shall be paid \$15,400 per month, prorated for partial months, and shall be entitled to reimbursement for authorized business expenses incurred in the performance of his duties.

It is anticipated that the Consulting Agreement will be replaced with an employment agreement between the Company and Mr. Code, pursuant to which Mr. Code will be employed as BLTI’s Chief Technology Officer. See “Other Agreements - Asset Purchase Agreement - *Code Employment Agreement*” below.

Research and Development Agreement

On August 11, 2006, the Company and BLTI entered into the R&D Agreement, which agreement amended was amended on August 14, 2006, with IOWC and Mr. Code. Pursuant to the R&D Agreement, IOWC and Mr. Code will

provide its research and development services and expertise in the field of disposable absorbent products to the Company and BLTI.

The R&D Agreement provides that the Company and BLTI will own, and the Company and BLTI will have the exclusive right to commercially exploit, the intellectual property developed, created, generated, contributed to or reduced to practice pursuant to the R&D Agreement. In addition, IOWC and Mr. Code have agreed that during the term of the R&D Agreement and for one year after termination they will not compete with, and will not provide services to any person or entity which competes with, any aspect of BLTI's business.

The R&D Agreement, as amended on December 20, 2006, terminates on March 31, 2007, unless terminated earlier as provided therein. During the term of the R&D Agreement, but only after mutually acceptable research facilities are established for the performance of IOWC's services (as of this date, no acceptable research facilities have been established), IOWC shall be paid (i) a fee of \$5,500 per month for each month during which no services are being performed pursuant to the R&D Agreement to offset for laboratory and/or office and IOWC employee expenses and (ii) such additional amounts as the parties may agree in connection with specific research projects conducted pursuant to the R&D Agreement.

As further consideration to Mr. Code to enter into the R&D Agreement, on August 14, 2006 the Company issued to Code 15,515,913 shares of its Common Stock (the "Code Stock"), or approximately 19.9% of the Company's issued and outstanding common stock immediately following the issuance of the Code Stock.

The Company's stockholders **are not** being asked to approve the issuance of the Code Stock by the Company. **However, because Mr. Code is interested in the outcome of this Proposal One, as the principal stockholder of IOWC, neither the Code Stock nor any other stock of the Company which Mr. Code beneficially owns will vote on Proposal One at the Meeting.**

Mr. Code and IOWC have agreed to protect, maintain and keep confidential any proprietary or confidential information of the Company and BLTI and have executed a non-disclosure and confidentiality agreement in favor of the Company.

Other Agreements

The M&L Agreement also provides that the parties will enter into certain additional agreements in furtherance of the LOI, including (i) an asset purchase agreement ("Asset Purchase Agreement") whereby the Company will acquire the two U.S. patents held by IOWC and certain other assets of IOWC; and (ii) an employment agreement with Mr. Code (the "Code Employment Agreement").

The following are summaries only of the likely provisions of the Asset Purchase Agreement to be entered into by the Company, BLTI, IOWC and Mr. Code, and the Code Employment Agreement to be entered into between BLTI and Mr. Code. The Company has approved the consummation of the transaction on the terms and subject to the conditions so summarized, but the other parties to the agreements have not, as of the date of this proxy statement, and other than the number of shares to be issued to IOWC, approved these terms and conditions in their entirety. Thus these summaries are neither complete nor necessarily a summary of the final terms between and among the parties with respect to the subject matter thereof, which may be still subject to negotiation.

Asset Purchase Agreement

Sale of Assets. Pursuant to the terms of the Asset Purchase Agreement, Mr. Code and IOWC will sell, transfer and assign all of their rights, title and interests to two US patents and related intellectual property, as well as the records related to the patents and intellectual property.

In addition to the Code Stock issued in August 2006 and as further and full payment for IOWC's obligations set forth in the M&L Agreement, pursuant to the Asset Purchase Agreement, the Company will deliver to IOWC the following number of shares of common stock comprising, in the aggregate, the IOWC Stock upon the approval of the issuance of the IOWC Stock by the Company's stockholders, which amounts shall be based upon the total outstanding common stock after the issuances of this stock consideration, as well as the conversion into common stock of the Company's existing debt:

Licensing Rights. As full payment for the license granted to BLTI, and without taking into account the effects of a reverse split of the Company's common stock as described in Proposal Three, the Company will deliver to IOWC 411,558,557 shares of the Company's common stock.

Assigned Agreements. As full payment for the assignment of the Assigned Agreements, and without taking into account the effects of a reverse split of the Company's common stock as described in Proposal Three, the Company will deliver to IOWC an additional 127,725,069 shares of the Company's common stock.

· **Asset Purchase Agreement.** As full payment for the transfer of any intellectual property under the terms of the Asset Purchase Agreement, and without taking into account the effects of a reverse split of the Company's common stock as described in Proposal Three, the Company will deliver to IOWC an additional 14,191,674 shares of the Company's common stock.

· **Total Consideration.** The total common stock to be issued to IOWC for all components of the Transactions, without taking into account the effects of a reverse split of the Company's common stock as described in Proposal Three, shall equal 553,475,300 shares of the Company's common stock. Separately, Mr. Code has already been issued 15,515,913 shares of the Company's common stock in connection with the R&D Agreement.

The Company's stockholders are being asked to approve the issuance of 553,475,300 shares of the Company's common stock, which comprises the IOWC Stock, at the Meeting. The number of shares to be issued to IOWC has been calculated prior to giving effect to the reverse split on which stockholders are being asked to vote. See Proposal Three below. A reverse split must be effectuated prior to the issuance to IOWC because the Company's Certificate of Incorporation only allows the issuance of 100,000,000 shares of its common stock (or 200,000,000 if Proposal Four is approved). The Company's stockholders are not being asked to approve the issuance of the 15,515,913 shares of the Company's common stock previously issued to Mr. Code, which comprise the Code Stock.

Representations and Warranties. As part of the Asset Purchase Agreement, Mr. Code and IWOC, jointly and severally, will make certain representations and warranties to BLTI with respect to, among other things:

- title to the assets being sold;
- sufficiency of the assets for the future conduct of business by BLTI;
- intellectual property matters;
- litigation and proceedings
- compliance with laws; and
- required consents.

The Asset Purchase Agreement also contains additional representations and warranties of Mr. Code and/or IOWC, and of BLTI, standard for asset purchase transactions.

The representations and warranties of the parties contained in the Asset Purchase Agreement will survive for four years after the closing at which time they will expire.

Conditions to Closing. The Asset Purchase Agreement provides certain conditions to the obligations of the parties, which must either be satisfied or waived before the closing can occur.

The Transactions are subject to approval by IOWC's board of directors and stockholders, approval by the Company's Board and approval by the Company's stockholders at the Meeting of the following matters:

- an amendment to the Company's Certificate of Incorporation increasing the number of authorized shares of its common stock;
- the issuance of the number of shares of common stock to IOWC required pursuant to the Transactions;

- authorization for the Board to reverse split of the Company's common stock, in a ratio it deems appropriate; and
- the election of Mr. Code to the Company's Board.

The consummation of the Transactions with IOWC is subject to various other conditions, in addition to those described hereinabove, such as contractual conditions customary for transactions of this nature. The Company currently expects to consummate the transactions in the first quarter of 2007, assuming the Company's stockholders approve Proposals One, Two, Three and Four and all other conditions to the consummation of the Transactions with IOWC are satisfied.

Indemnification. Under the Asset Purchase Agreement, IOWC and Mr. Code will, jointly and severally, indemnify BLTI and each of its officers, directors, employees, agents and affiliates, and each of their successors and assigns from and against any and all costs, losses, claims, liabilities, fines, penalties, consequential damages (other than lost profits), and expenses (including interest which may be imposed in connection therewith and court costs and reasonable fees and disbursements of counsel) incurred in connection with, arising out of, resulting from or incident to:

- liabilities or claims arising out of the assets or the business of IOWC before the closing;
- liabilities or claims after the closing relating to IOWC or Mr. Code;
- breach of the representations or warranties made by IOWC or Mr. Code;
- default in any agreements made by IOWC or Mr. Code;
- taxes of any kind arise out of or result from the transactions contemplated by the Asset Purchase Agreement; and
- liabilities or claims relating to employee matters.

BLTI will indemnify IOWC and Mr. Code and their officers, directors, employees, agents and affiliates, and each of their successors and assigns from and against any and all costs, losses, claims, liabilities, fines, penalties, consequential damages (other than lost profits), and expenses (including interest which may be imposed in connection therewith and court costs and reasonable fees and disbursements of counsel) incurred in connection with, arising out of, resulting from or incident to:

- breach of the representations and warranties made by BLTI; and
- default in any agreement made by BLTI.

The Asset Purchase Agreement provides the mechanism by which the parties must notify each other of any claims, the methods for resolution of such and requires the parties to arbitrate any unresolved claims.

Termination. The Asset Purchase Agreement provides that the parties by mutual agreement may terminate the Asset Purchase Agreement. In addition, either party may unilaterally terminate the Asset Purchase Agreement if that party determines that the conditions to closing of the other party will not be satisfied or if the other party has breached a representation or warranty and fails to cure such breach within five days after receiving notice of such breach.

The Asset Purchase Agreement also allows BLTI to terminate the Asset Purchase Agreement if:

- it is not satisfied, in its sole discretion, with the results of its due diligence investigations; and

·it has not obtained on terms and conditions satisfactory to it, in its sole discretion, all of the financing it needs to consummate the transactions contemplated by the Asset Purchase Agreement and fund the working capital requirements of BLTI after the closing.

Miscellaneous. The Asset Purchase Agreement also contains customary provisions relating to governing law, assignment of rights and obligations, attorneys' fees, force majeure and other matters standard for asset purchase transactions.

Code Employment Agreement

The Code Employment Agreement is anticipated to provide that Mr. Code will be appointed Chief Technology Officer of BLTI, and receive (i) base compensation of \$184,000 annually (with an automatic 10% annual increase) and (ii) a bonus equal to equal to 3% of the licensing revenues received by BLTI, plus (iii) such other amounts that the Board of Directors of BLTI may determine from time to time. In addition, Mr. Code will be eligible to participate in incentive plans, stock option plans, and similar arrangements as determined by the Board of Directors of BLTI. Mr. Code is also eligible to receive health insurance premium payments for himself and his family, a car allowance of \$800 per month, paid vacation of four weeks per year plus an additional two weeks per year for each full year of service during the term of the agreement up to a maximum of ten weeks per year, and disability insurance. Mr. Code will also be entitled to participate in any other plans and arrangements, which provide for sick leave, vacation, or personal days, provided to or for the officers of BLTI from time to time. The employment agreement will have a term of five years, unless earlier terminated in accordance with its terms.

The Code Employment Agreement is also anticipated to provide that Mr. Code's employment may be terminated by BLTI due to disability, for cause or without cause. Mr. Code's employment may be terminated if he is unable to return to his duties within 30 days after notice of termination is given to him. During the disability period, Mr. Code is eligible to receive his salary and benefits. If Mr. Code's employment is terminated for cause he will be eligible to receive his accrued base compensation and vacation compensation through the date of termination. If Mr. Code's employment is terminated without cause, then he will be eligible to receive the greater of (i) one year's compensation plus an additional one half year for each year of service since the effective date of the employment agreement or (ii) one year's compensation plus an additional one half year for each year remaining in the term of the agreement.

The Code Employment Agreement requires Mr. Code to keep certain information confidential, not to solicit customers or employees of BLTI or interfere with any business relationship of BLTI.

Mr. Code will also be nominated for election to the Board of the Company and appointed to the board of directors of BLTI.

Reasons for the Transactions

The Board has determined that the terms of the issuance of common stock to IOWC and Mr. Code in connection with the Transactions are fair, and in the best interests of, the Company and its stockholders. The Board consulted with management, as well as its legal counsel and financial advisors, in reaching its decision to approve the Transactions. The Board considered a number of factors in its deliberations, including the following:

· Viability of the BioLargo Technology

· Commercial viability when deployed in a licensing strategy

· Potential future revenue

- Existing license agreements already executed
- Availability of third party validations of the Technology claims
- Prospects for future technology developments
- Potential target licensing partnerships

Commitment by Mr. Code to serve as CTO

Prospects for customer acceptance of the products

Diversity of industry applications

Potential for contribution to public health and disaster relief

Worldwide market opportunity

The Board also considered potential negative factors relating to the Transactions, including the following:

- The significant dilution of existing stockholders resulting from issuances to IOWC and Mr. Code;
- the risk that the benefits sought to be achieved by the Transactions would not be realized;
- the risk that the Transactions may not be completed in a timely manner, if at all;
- the other risks and uncertainties discussed above under "Risk Factors" in the 10-KSB.

The foregoing discussion of information and factors considered and given weight by the Board is not intended to be exhaustive. In view of the variety of factors considered in connection with its evaluation of the Transactions, the Board did not find it practicable to, and did not, quantify or otherwise assign relative weights to the specific factors considered in reaching its determinations and recommendations.

Management of the Company after the Transactions

It is expected that Mr. Calvert will remain as President and CEO of the Company under a newly executed long-term employment agreement.

The Board has agreed to appoint Mr. Code as BLTI's Chief Technology Officer pursuant to a long-term employment agreement and has agreed to appoint Mr. Code to the Board effective upon closing of the Transactions. In addition, the Company is in the process of negotiating employment and/or consulting agreements with third parties, including an interim CFO, marketing and corporate development professionals. There is no assurance however that the Company will be able to attract and retain any such employees.

Consequences if Stockholders Do Not Approve Transactions

Please see the information regarding Proposals One, Two, Three and Four contained in this proxy statement, each of which addresses conditions to the consummation of the Transactions. If the stockholders do not approve each of Proposals One, Two, Three and Four, the Transactions with IOWC will not be consummated. In such event, the M&L Agreement, the R&D Agreement and the Option Agreement will terminate. The Consulting Agreement, as amended, expires on March 31, 2007. Pursuant to the R&A Agreement, Mr. Code must return the Code Stock to the Company upon termination of the R&D Agreement. Additionally, upon termination of the M&L Agreement, all rights granted by BioLargo to the Company (or its subsidiary BLTI) shall revert to BioLargo. Additionally, pursuant to the LOI, amounts advanced by the Company to BioLargo would be converted into stock of IOWC at \$1.00 per share. The parties are currently negotiating the classification of sums expended by the Company pursuant to the Agreements, and whether such sums would constitute an "advance" pursuant to letter of the intent. As of December 31, 2006, the Company believes these sums are in excess of \$750,000. If the Transactions are not consummated, the Company will remain a public shell with no continuing business operations and the restoration of the parties to the conditions that

existed prior to the commencement of the Transactions may be time consuming and costly and may involve disputes among the parties, including disputes as to the calculation of the equity interest in IOWC to be received by the Company.

Pro-Forma Capitalization and Significant Dilution to Existing Stockholders

Stockholders are cautioned that the certain matters presented to them at the Meeting, if approved, will cause substantial and significant dilution to their stockholdings in the Company. These matters include principally Proposal One. However, if Proposal Four is approved by the stockholders (increase in authorized capital stock), then the Company intends to (i) mandatorily convert certain convertible notes into shares of common stock, (ii) issue common stock to several individuals with respect to whom the Company has accrued and unpaid obligations for a variety of services and (iii) issue common stock in connection with a new employment agreement with Mr. Calvert.

The table below sets forth the Company's capitalization as it is currently and what it would be if all matters presented to the stockholders at the Meeting are approved. **This table DOES NOT take into account the effect of a reverse split of the common stock as set forth in Proposal Three:**

Stockholder or Group	Capitalization Prior to Meeting		Pro Forma Capitalization Assuming Approval of All Proposals (7)	
	Shares	%	Shares	%
Existing Stockholders (1)	45,813,737	58.5%	46,161,844	5.0%
Kenneth Code and IOWC Officers (other than Mr. Calvert), Current and Former Non-employee Directors	15,515,913	19.8%	568,991,213(2)	61.0%
Dennis Calvert	12,256,979	15.6%	25,623,646(3)	2.7%
Convertible Noteholders (5)	4,782,107	6.1%	95,652,107(4)	10.3%
Deferred Payments to Consultants (6)	—	—	158,892,545	17.0%
TOTAL	78,368,736	100.0%	37,074,167	4.0%
			932,395,522	100.0%

(1) Excludes shares held by Messrs. Calvert, Code, other Officers, IOWC, and Current and Former Non-employee Directors.

(2) Includes 553,475,300 shares of common stock to be issued to IOWC in connection with the Transactions.

(3) Includes an aggregate 13,366,667 shares of common stock to be issued to officers (other than Mr. Calvert), and former and current non-employee directors in connection with the conversion of an aggregate \$166,667 of accrued and unpaid salary or director fees through December 31, 2006.

(4) Includes (i) 33,779,600 shares of common stock to be issued to Mr. Calvert in connection with the conversion of \$334,221 of accrued and unpaid salary through December 31, 2006; and (ii) 57,090,400 shares of common stock to be issued to Mr. Calvert in connection with the initial grant under a new employment agreement to be entered into between the Company and Mr. Calvert.

(5) Consists of an aggregate 158,892,545 shares of common stock to be issued to various holders of convertible notes with respect to which the Company has the right to cause mandatory conversion.

(6) Consists of an aggregate of 37,074,167 shares of common stock to be issued to various consultants whom the Company either has the right to pay in shares or believes will accept payment in shares, for services previously rendered to the Company, in the accrued and unpaid aggregate amount of \$607,160.

(7)

Although this table assumes the approval of all proposals, the total shares listed do not take into account the effect of the approval of Proposal Three, which authorizes the board to effect a reverse-split of the Company's common stock by a minimum ratio of 10-for-1. If a 10-for-1 ratio reverse-split were approved by the Board, the total issued and outstanding stock would equal 93,239,552 shares.

In addition, the Company will need to raise additional funds in the form of equity, which will likely cause further dilution in the percentage ownership of its stockholders. There is no assurance that the Company will be able to raise additional capital on commercially reasonable terms or at all.

Risks Relating to the Transactions

In addition to the significant dilution that will occur to our existing stockholders and other risks that are set out in the 10-KSB, the Transactions involve other significant risks including technology risks. The technology that the Company is acquiring from IOWC is at an early stage of development. There is a risk that our technologies will not be commercially feasible or, even if our technologies are commercially feasible, they may not be commercially accepted. In addition, potential products will require extensive research, development and testing before they can be commercialized. These potential products, if any, also may involve lengthy regulatory reviews and require regulatory approval before they can be sold. There is no assurance, however, that any of our potential products will prove to be safe and effective, meet regulatory standards or continue to meet such standards if already approved. There is also a risk that we may not be able to produce any of our potential products in commercial quantities at acceptable costs, or market them successfully. Failure to achieve commercial feasibility, demonstrate safety, achieve clinical efficacy, obtain regulatory approval or, together with partners, successfully market products will negatively impact our revenues and results of operations. As a company in the development stage and with an unproven business strategy, IOWC's limited history of operations makes evaluation of the BioLargo Technology as a business difficult.

IOWC has limited operating history, and since its incorporation in 2000 has been, and continues to be, involved in development of products using the BioLargo Technology, establishing manufacturing, and marketing of these products to consumers and industry partners. Once we complete the transactions with IOWC, we may not attain profitable operations and our management may not succeed in realizing our business objectives.

The commercial viability of the BioLargo Technology is unproven and we may not be able to attract customers.

Only a limited number of customers have purchased products using the BioLargo Technology in the medical pad and bio-hazardous material transport packaging application to date and no consumer has purchased products using the BioLargo Technology in the wound dressings, food or other potential product applications identified by the Company. Accordingly, the commercial viability of products using the BioLargo Technology is not known at this time. If commercial opportunities are not realized from the sale of products using the BioLargo Technology, our ability to generate revenue would be adversely affected and our business model would have to be abandoned.

We expect to incur future losses and may not be able to achieve profitability.

Although we expect to generate revenue eventually from sales of products using the BioLargo Technology, we anticipate net losses and negative cash flow to continue for the foreseeable future until such time as our products are brought to market, and for a period of time thereafter. We intend to significantly expand our research and development efforts. Consequently, we will need to generate significant additional revenue or seek additional funding to fund our operations. This has put a proportionate corresponding demand on capital. Our ability to achieve profitability is entirely dependent upon our research and development efforts to deliver a viable product and the Company's ability to successfully bring it to market. Although our management is optimistic that we will succeed with marketing products using the BioLargo Technology, we cannot be certain as to timing or whether we will generate sufficient revenue to be able to operate profitably. If we cannot achieve or sustain profitability, we may not be able to fund our expected cash needs or continue our operations.

If we are not able to devote adequate resources to product development and commercialization, we may not be able to develop our products.

Certain of the BioLargo Technology products are still under various stages of development. Because we have limited resources to devote to product development and commercialization, any delay in the development of one product or reallocation of resources to product development efforts that prove unsuccessful may delay or jeopardize the development of other product candidates. Although our management believes that, once the Transactions close, it can finance product development through private placements and other capital sources, if we do not develop new products and bring them to market, our ability to generate revenues will be adversely affected.

Some of the products using the BioLargo Technology will require regulatory approval.

The products in which the BioLargo Technology may be used and incorporated have both regulated and non-regulated applications. The regulatory approvals for certain applications may be difficult, impossible, time consuming and or expensive to obtain. While the management believes such approvals are available for the applications contemplated, until those approvals from the U.S. Food and Drug Administration or the U.S. Environmental Protection Agency or other regulatory bodies, if required, at the federal and state levels, as may be required are obtained, then the Company may not be able to generate commercial revenues. Certain specific regulated applications and its use therein require highly technical analysis, additional third party validation and will require regulatory approvals from organizations like the FDA.

If our products and services do not gain market acceptance, it is unlikely that we will become profitable.

The market for products that are used to transport bio-hazardous material and serve as an absorbent pad or clean up device, and for food applications is evolving and we have many successful competitors. Multiple manufacturers, including Johnson & Johnson, Sealed Air, and Kendall Tyco, have historically used various technologies, including protective boxes, styrofoam boxes, gel packs, absorbent materials, bed pads, drapes, and clean up pads, to package for transport blood products, and to sanitize, deodorize, and clean up, as well as protect workers and patients in healthcare and other applicable environments. At this time, the BioLargo Technology is unproven in its commercial use, and the use of the BioLargo Technology by others is limited. The commercial success of products using the BioLargo Technology will depend upon the adoption of the BioLargo Technology by bio-hazardous material transporters, bio-hazardous material storage and testing companies, healthcare workers, hospitals, nursing homes, infectious disease experts and consumers as an approach to reduce the risk of disease transfer and disease containment and related bio-hazardous materials handling. Market acceptance may depend on many factors, including:

- the willingness and ability of consumers and industry partners to adopt new technologies;
- the willingness of governments to mandate reduction of the rates of incidence of disease transfer, reduction of risk of spills and leaks associated with bio-hazardous materials and as a general safety measure, as well as regulatory approvals (FDA) in certain applications where the technology may be used;
- our ability to convince potential industry partners and consumers that the BioLargo Technology is an attractive alternative to other technologies for reduction of disease transfer and as a protective and safety device against bio-hazardous materials;
- our ability to manufacture products and provide services in sufficient quantities with acceptable quality and at an acceptable cost; and
- our ability to place and service sufficient quantities of our products.

If products using the BioLargo Technology do not achieve a significant level of market acceptance, demand for our products will not develop as expected and it is unlikely that we will become profitable.

Any revenues that we may earn in the future are unpredictable, and our operating results are likely to fluctuate from quarter to quarter.

We believe that our future operating results will fluctuate due to a variety of factors, including:

- delays in product development;
- market acceptance of our new products;
- changes in the demand for, and pricing, of our products;
- competition and pricing pressure from competitive products;
- manufacturing delays; and
- expenses related to, and the results of, proceedings relating to our intellectual property.

A large portion of our expenses, including expenses for our facilities, equipment and personnel, is relatively fixed and not subject to significant reduction. In addition, we expect our operating expenses will continue to increase significantly in 2007 and 2008, as we begin our research and development, production and marketing activities. Although we expect to generate revenues from sales of our products in the future, revenues may decline or not grow as anticipated and our operating results could be substantially harmed for a particular fiscal period. Moreover, our operating results in some quarters may not meet the expectations of stock market analysts and investors. In that case, our stock price most likely would decline.

We may face costly intellectual property disputes.

Our ability to compete effectively will depend in part on our ability to develop and maintain proprietary aspects of our technology and either to operate without infringing the proprietary rights of others or to obtain rights to technology owned by third parties. Pending patent applications relating to the BioLargo Technology may not result in the issuance of any patents or any issued patents that will offer protection against competitors with similar technology. Patents we receive may be challenged, invalidated or circumvented in the future or the rights created by those patents may not provide a competitive advantage. We also rely on trade secrets, technical know-how and continuing invention to develop and maintain our competitive position. Others may independently develop substantially equivalent proprietary information and techniques or otherwise gain access to our trade secrets.

There are potential claims from prior business affiliates of IOWC.

Given the history of the development of the BioLargo Technology, and Mr. Code's assignment of the two patents registered with the United States Patent and Trademark Office to a third party company pursuant to an agreement that Mr. Code believes was breached and terminated, there could be claims or rights of ownership to the BioLargo Technology asserted by third parties. In the event of a legal dispute, a lengthy and costly legal defense would be required to defend against any such claims, and notwithstanding the Company's position in these potential disputes, the Company cannot predict the outcome of such litigation. Loss of our ownership of the BioLargo Technology would have a serious adverse affect on our business and plan of operations. Any financial settlement of claims, including royalties we might have to pay to third parties, could have a serious adverse affect on our results of operations in future periods.

IOWC Financial Information

REPORT OF INDEPENDENT AUDITOR

To the Board of Directors and Stockholders
IOWC Technologies Inc.

I have audited the balance sheets of IOWC Technologies Inc. (the "Company") as of December 31, 2005 and 2004 and the related statements of operations, stockholders' deficit and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these consolidated financial statements based on my audits.

I conducted my audits in accordance with generally accepted auditing standards of the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. 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. I believe that my audits provide a reasonable basis for my opinion.

In my opinion, the financial statements referred to above present fairly, in all material respects, the financial position of IOWC Technologies Inc. as of December 31, 2005 and 2004 and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 1 to the consolidated financial statements, the Company has limited liquid resources, recurring losses, and is seeking to implement its business plan, which requires the Company to be acquired or develop a business. These matters raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also discussed in Note 1. The financial statements do not include any adjustment that might result from the outcome of this uncertainty.

/s/ JEFFREY S. GILBERT
Los Angeles, California
October 19, 2006

See accompanying notes to financial statements

IOWC TECHNOLOGIES INC.BALANCE SHEET

As of September 30, 2006 (unaudited),
and as of December 31, 2005 and 2004

	<u>ASSETS</u>		
	September 30, 2006 (unaudited)	December 31, 2005	December 31, 2004
ASSETS			
Cash	\$ 40,558	\$ -	\$ 5,397
Total Current Assets	40,558	-	5,397
TOTAL ASSETS	\$ 40,558	\$ -	\$ 5,397
<u>LIABILITIES AND STOCKHOLDERS' EQUITY</u>			
CURRENT LIABILITIES			
Accounts Payable and Accrued Expenses	-	-	-
Total Current Liabilities	-	-	-
STOCKHOLDERS' EQUITY			
Common Stock, No Par Value, 120 shares issued and outstanding	1	1	1
Additional Paid in Capital	715,814	566,430	410,510
Accumulated Deficit	(675,257)	(566,431)	(405,114)
Total Stockholders' Equity	40,558	-	5,397
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	\$ 40,558	\$ -	\$ 5,397

See accompanying notes to financial statements

IOWC TECHNOLOGIES INC.
STATEMENT OF OPERATIONS

For the Years Ended December 31, 2005 and 2004
For the Nine Months Ended September 30, 2006 and 2005 (unaudited)

	September 30, 2006 (Unaudited)	September 30, 2005 (Unaudited)	December 31, 2005	December 31, 2004
Revenue				
License Revenue	\$ -	\$ -	\$ -	\$ -
Costs and Expenses				
Selling, General and Administrative	(108,826)	(76,184)	(161,317)	(193,575)
Loss from operations	(108,826)	(76,184)	(161,317)	(193,575)
Loss Before Income Taxes	(108,826)	(76,184)	(161,317)	(193,575)
Provision for Income Taxes	-	-	-	-
Net Loss	\$ (108,826)	\$ (76,184)	\$ (161,317)	\$ (193,575)

See accompanying notes to financial statements

IOWC TECHNOLOGIES INC.
STATEMENT OF CASH FLOWS

For the Years Ended December 31, 2005 and 2004
For the Nine Months Ended September 30, 2006, and 2005 (unaudited)

	September 30, 2006	September 30, 2005	December 31, 2005	December 31, 2004
<u>CASH FLOWS FROM OPERATING</u>				
<u>ACTIVITIES</u>				
	(Unaudited)	(Unaudited)		
Net Income (Loss)	\$ (108,826)	\$ (76,184)	\$ (161,317)	\$ (193,575)
Adjustments to Reconcile Net Income:				
Depreciation				
Net Cash Used In Operating Activities	(108,826)	(76,184)	(161,317)	(193,575)
<u>CASH FLOWS FROM INVESTING</u>				
<u>ACTIVITIES</u>				
No cash used in of from investing activities				
	-	-	-	-
<u>CASH FLOWS FROM FINANCING</u>				
<u>ACTIVITIES</u>				
Contributions	149,384	70,787	155,920	198,972
Net Cash Provided by (Used in)				
Continuing Operations	40,558	(5,397)	(5,397)	-
CASH AND CASH EQUIVALENTS -				
BEGINNING	-	5,397	5,397	-
CASH AND CASH EQUIVALENTS -				
ENDING	\$ 40,558	\$ -	\$ -	\$ 5,397

See accompanying notes to financial statements

IOWC TECHNOLOGIES INC.
STATEMENTS OF CHANGES IN STOCKHOLDER'S DEFICIENCY

For the Year Ended December 31, 2005
For the Nine Months Ended September 30, 2006 (unaudited)

	Number of Shares	No Par Value	Additional Paid In Capital	Accumulated Deficit
BALANCE AT December 31, 2003	120	\$ 1	\$ 211,538	\$ (211,539)
Contributions			198,972	-
Net Loss for the year ended December 31, 2004				(193,575)
BALANCE AT December 31, 2004	120	1	410,510	(405,114)
Contributions			155,920	-
Net Loss for the year ended December 31, 2005				(161,317)
BALANCE AT December 31, 2004	120	1		