

ENCISION INC  
Form 10-Q  
November 13, 2009  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**Form 10-Q**

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

**For the quarterly period ended September 30, 2009**

**OR**

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

**For the transition period from                      to**

**Commission file number 0-28604**

**ENCISION INC.**

(Exact name of registrant as specified in its charter)

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**Colorado**  
(State or other jurisdiction of  
incorporation or organization)

**84-1162056**  
(I.R.S. Employer Identification No.)

**6797 Winchester Circle**

**Boulder, Colorado 80301**

(Address of principal executive offices)

**(303) 444-2600**

(Registrant's telephone number)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller reporting company

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

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

**Common Stock, no par value**  
(Class)

**6,455,100 Shares**  
(outstanding at October 31, 2009)



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For the Three Months Ended September 30, 2009

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Table of Contents**PART I**      **FINANCIAL INFORMATION****ITEM 1**    **CONDENSED INTERIM FINANCIAL STATEMENTS****Encision Inc.****Condensed Balance Sheets****(unaudited)**

	<b>September 30, 2009</b>	<b>March 31, 2009</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 179,910	\$ 84,658
Accounts receivable, net of allowance for doubtful accounts of \$13,000 at September 30, 2009 and \$9,000 at March 31, 2009	1,237,844	1,263,751
Inventories, net of reserve for obsolescence of \$47,500 at September 30, 2009 and \$55,000 at March 31, 2009	2,427,711	2,504,598
Prepaid expenses	75,802	36,541
<b>Total current assets</b>	<b>3,921,267</b>	<b>3,889,548</b>
Equipment, at cost:		
Furniture, fixtures and equipment	2,170,959	2,003,337
Customer-site equipment	709,950	667,171
Accumulated depreciation	(1,948,231)	(1,830,273)
Equipment, net	932,678	840,235
Patents, net of accumulated amortization of \$136,877 at September 30, 2009 and \$128,994 at March 31, 2009	264,145	215,801
Other assets	10,183	24,505
<b>TOTAL ASSETS</b>	<b>\$ 5,128,273</b>	<b>\$ 4,970,089</b>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 661,776	\$ 745,138
Accrued compensation	406,921	405,906
Other accrued liabilities	317,212	367,266
Line of credit		190,942
<b>Total current liabilities</b>	<b>1,385,909</b>	<b>1,709,252</b>
Long-term liabilities:		
Line of credit	225,000	
<b>Commitments and contingencies</b>		
Shareholders' equity:		
Preferred stock, no par value: 10,000,000 shares authorized; none issued and outstanding		
Common stock and additional paid-in capital, no par value: 100,000,000 shares authorized; 6,455,100 and 6,455,100 shares issued and outstanding at September 30, 2009 and March 31, 2009, respectively	19,606,398	19,559,626
Accumulated (deficit)	(16,089,034)	(16,298,789)
<b>Total shareholders' equity</b>	<b>3,517,364</b>	<b>3,260,837</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>	<b>\$ 5,128,273</b>	<b>\$ 4,970,089</b>

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

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**Encision Inc.**  
**Condensed Statements of Operations**  
**(Unaudited)**

Three Months Ended	September 30, 2009	September 30, 2008
<b>NET SALES</b>	\$ 3,215,610	\$ 3,346,208
<b>COST OF SALES</b>	1,270,592	1,293,869
<b>GROSS PROFIT</b>	1,945,018	2,052,339
<b>OPERATING EXPENSES:</b>		
Sales and marketing	1,235,087	1,321,798
General and administrative	343,243	358,044
Research and development	304,853	280,459
Total operating expenses	1,883,183	1,960,301
<b>OPERATING INCOME</b>	61,835	92,038
Interest expense, net	(11,688)	(16,953)
Other income (expense), net	(3,702)	199
Interest and other income (expense), net	(15,390)	(16,754)
<b>INCOME BEFORE PROVISION FOR INCOME TAXES</b>	46,445	75,284
Provision for income taxes		
<b>NET INCOME</b>	\$ 46,445	\$ 75,284
Net income per share basic and diluted	\$ 0.01	\$ 0.01
Weighted average shares basic and diluted	6,455,100	6,455,100

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

Table of Contents**Encision Inc.****Condensed Statements of Operations****(Unaudited)**

Six Months Ended	September 30, 2009	September 30, 2008
<b>NET SALES</b>	\$ 6,389,270	\$ 6,440,174
<b>COST OF SALES</b>	2,412,327	2,523,415
<b>GROSS PROFIT</b>	3,976,943	3,916,759
<b>OPERATING EXPENSES:</b>		
Sales and marketing	2,433,900	2,695,950
General and administrative	697,063	724,954
Research and development	605,842	569,213
Total operating expenses	3,736,805	3,990,117
<b>OPERATING INCOME (LOSS)</b>	240,138	(73,358)
Interest expense, net	(24,813)	(35,625)
Other income (expense), net	(5,570)	19,965
Interest and other income (expense), net	(30,383)	(15,660)
<b>INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES</b>	209,755	(89,018)
Provision for income taxes		
<b>NET INCOME (LOSS)</b>	\$ 209,755	\$ (89,018)
Net income (loss) per share basic and diluted	\$ 0.03	\$ (0.01)
Weighted average shares basic and diluted	6,455,100	6,452,452

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



Table of Contents**Encision Inc.****Condensed Statements of Cash Flows****(Unaudited)**

<b>Six Months Ended</b>	<b>September 30, 2009</b>	<b>September 30, 2008</b>
<b>Cash flows from operating activities:</b>		
Net income (loss)	\$ 209,755	\$ (89,018)
<b>Adjustments to reconcile net income (loss) to net cash provided by operating activities:</b>		
Depreciation and amortization	125,841	114,807
Stock-based compensation expense related to stock options	46,772	78,431
Stock-based interest expense related to warrants	3,127	3,127
Provision for doubtful accounts, net	4,000	2,500
Provision for inventory obsolescence, net	(7,500)	(15,000)
<b>Change in operating assets and liabilities:</b>		
Accounts receivable	21,907	130,595
Inventories	84,387	340,240
Prepaid expenses and other assets	(28,066)	12,619
Accounts payable	(83,362)	(4,766)
Accrued compensation and other accrued liabilities	(49,039)	(117,763)
Net cash provided by operating activities	327,822	455,772
<b>Cash flows from investing activities:</b>		
Acquisition of property and equipment	(210,401)	(127,216)
Patent costs	(56,227)	(10,045)
Net cash (used in) investing activities	(266,628)	(137,261)
<b>Cash flows from financing activities:</b>		
Borrowings from (paydown of) credit facility	34,058	(100,966)
Proceeds from the exercise of stock options		11,520
Net cash provided by (used in) financing activities	34,058	(89,446)
Net increase in cash and cash equivalents	95,252	229,065
Cash and cash equivalents, beginning of period	84,658	70,995
Cash and cash equivalents, end of period	\$ 179,910	\$ 300,060

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

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ENCISION INC.

NOTES TO CONDENSED INTERIM FINANCIAL STATEMENTS

SEPTEMBER 30, 2009

(Unaudited)

Note 1. ORGANIZATION AND NATURE OF BUSINESS

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

We have, except for fiscal years 2009, 2004 and 2003 when we achieved profitable operations, incurred losses since our inception and have an accumulated deficit of \$16,089,034 at September 30, 2009. Operations have been financed primarily through issuances of our common stock and warrants to purchase our common stock and, to a lesser extent, profits from operations. Our liquidity has substantially diminished because of such continuing operating losses, and we may be required to seek additional capital in the future.

Our strategic marketing and sales plan is designed to expand the use of our products in surgically active hospitals in the United States.

Note 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation. The condensed interim financial statements included herein have been prepared by us, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles accepted in the United States have been condensed or omitted pursuant to such rules and regulations, although we believe that the disclosures made are adequate to make the information presented not misleading. The condensed interim financial statements and notes thereto should be read in conjunction with the financial statements and the notes thereto included in our Annual Report on Form 10-K for the fiscal year ended March 31, 2009, filed on June 29, 2009.

The accompanying condensed interim financial statements have been prepared, in all material respects, in conformity with the standards of accounting measurements and reflect, in the opinion of management, all adjustments necessary to summarize fairly the financial position and results of operations for such periods in accordance with accounting principles generally accepted in the United States. All adjustments are of a normal recurring nature. The results of operations for the most recent interim period are not necessarily indicative of the results to be expected

for the full year.

Use of Estimates in the Preparation of Financial Statements. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions. Such estimates and assumptions affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expense during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents. For purposes of reporting cash flows, we consider all cash and highly liquid investments with an original maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments. In February 2008, the FASB issued FSP FASB ASC 820-10-55 (Prior authoritative literature: FASB FSP 157-2/Statement 157, Effective Date of FASB Statement No. 157.) FASB ASC 820-10-55 (Prior authoritative literature: FASB FSP 157-2/Statement 157, Effective Date of FASB Statement No. 157) delayed the effective date for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). The adoption of the provisions of FASB ASC 820-10-55 (Prior authoritative literature: FASB FSP 157-2/Statement 157, Effective Date of FASB Statement No. 157) related to nonfinancial assets and nonfinancial liabilities on January 1, 2009 did not have a material impact on the Financial Statements. We adopted FASB ASC 820-10-55 as of April 1, 2008 for financial assets and liabilities and other assets and liabilities carried at fair value on a recurring basis. We adopted FASB ASC 820-10-55 for all nonfinancial assets and liabilities as of April 1, 2009. This statement defines fair value, establishes a framework for measuring fair value and expands the related disclosure requirements. This statement applies under other accounting pronouncements that require or permit fair value measurements.

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

Concentration of Credit Risk. Financial instruments with significant credit risk include cash. The amount of cash that we have on deposit with financial institutions may from time to time exceed the \$250,000 federally insured limit. However, we believe that the financial institutions are financially sound and the risk of loss is minimal.

Financial instruments consist of cash and cash equivalents, short-term trade receivables and payables. The carrying value of all financial instruments approximate fair value.

We have no significant off-balance sheet concentrations of credit risk such as foreign exchange contracts, options contracts or other foreign hedging arrangements. We maintain the majority of our cash balances with two financial institutions in the form of demand deposits and money market funds. Accounts receivable are typically unsecured and are derived from transactions with and from entities in the healthcare industry primarily located in the United States. Accordingly, we may be exposed to credit risk generally associated with the healthcare industry. We maintain allowances for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. The net accounts receivable balance at

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September 30, 2009 of \$1,237,844 included no more than 6% from any one customer. The net accounts receivable balance at March 31, 2009 of \$1,263,751 included no more than 6% from any one customer.

**Warranty Accrual.** We provide for the estimated cost of product warranties at the time sales are recognized. While we engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers, our warranty obligation is based upon historical experience and is also affected by product failure rates and material usage incurred in correcting a product failure. Should actual product failure rates or material usage costs differ from our estimates, revisions to the estimated warranty liability would be required.

**Inventories.** Inventories are stated at the lower of cost (first-in, first-out basis) or market. We reduce inventory for estimated obsolete or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. At September 30, 2009 and March 31, 2009, inventory consisted of the following:

	September 30, 2009		March 31, 2009	
Raw materials	\$	1,505,203	\$	1,336,376
Finished goods		970,008		1,223,222
Total gross inventories		2,475,211		2,559,598
Less reserve for obsolescence		(47,500)		(55,000)
Total net inventories	\$	2,427,711	\$	2,504,598

**Property and Equipment.** Property and equipment are stated at cost, with depreciation computed over the estimated useful lives of the assets, generally three to seven years. We use the straight-line method of depreciation for property and equipment. Leasehold improvements are depreciated over the shorter of the remaining lease term or the estimated useful life of the asset. Maintenance and repairs are expensed as incurred and major additions, replacements and improvements are capitalized.

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

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

**Accrued Liabilities.** We have accrued \$50,000 related to warranty claims, \$44,159 related to sales commissions and \$2,487 related to rent normalization and have included these amounts in accrued liabilities in the accompanying balance sheet at September 30, 2009. At March 31, 2009, we had accrued \$50,000 related to warranty claims, \$63,300 related to sales commissions and \$15,202 related to rent normalization and have included these amounts in accrued liabilities in the accompanying balance sheet at March 31, 2009.

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Income Taxes. We account for income taxes under FASB ASC 740-10-30 (Prior authoritative literature, FASB Statement 109 Accounting for Income Taxes). Recognition is required of deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities. SFAS 109 also requires recognition of deferred tax assets for the expected future tax effects of all deductible temporary differences, loss carryforwards and tax credit carryforwards. Deferred tax assets are then reduced, if deemed necessary, by a valuation allowance for the amount of any tax benefits which, more likely than not based on current circumstances, are not expected to be realized. During the three months ended September 30, 2009, we reversed our deferred tax assets and valuation allowance by the effective tax rate on loss carryforwards that were used to offset taxable income for such period. During fiscal year 2009, no tax benefit was obtained from our loss. As a result, no tax benefit is reflected in the accompanying statements of operations for fiscal year 2009. Should we achieve sufficient, sustained income in the future, we may conclude that more or all of the valuation allowance should be reversed. We are required to make many subjective assumptions and judgments regarding our income tax exposures. At September 30, 2009, we had no unrecognized tax benefits which would affect the effective tax rate if recognized and had no accrued interest or penalties related to uncertain tax positions.

Sales Recognition. Sales from product sales is recorded when we ship the product and title has passed to the customer, provided that we have evidence of a customer arrangement and can conclude that collection is probable. Our shipping policy is FOB Shipping Point. We recognize revenue from sales to stocking distributors when there is no right of return, other than for normal warranty claims. We have no ongoing obligations related to product sales, except for normal warranty.

Research and Development Expenses. We expense research and development costs for products and processes as incurred.

Stock-Based Compensation. We accounted for stock-based compensation under the provisions of FASB Accounting Standards Codification (ASC) 718-10-55 (Prior authoritative literature: FASB Statement 123(R), Share-Based Payment). This statement requires us to record an expense associated with the fair value of stock-based compensation. We currently use the Black-Scholes option valuation model to calculate stock based compensation at the date of grant. Option pricing models require the input of highly subjective assumptions, including the expected price volatility. Changes in these assumptions can materially affect the fair value estimate.

Stock-based compensation expense recognized under FASB Accounting Standards Codification (ASC) 718-10-55 for the three and six months ended September 30, 2009 was \$23,903 and \$46,772, respectively, which consisted of stock-based compensation expense related to grants of employee stock options. Stock-based compensation expense related to grants of employee stock options recognized for the three and six months ended September 30, 2008 was \$39,428 and \$78,431, respectively.

Segment Reporting. We have concluded that we have one operating segment.

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Recently Adopted and Issued Accounting Guidance

*Recently Issued Accounting Guidance*

In June 2009, the Financial Accounting Standards Board ( FASB ) issued Accounting Standards Codification ( ASC ) 810, *Consolidation*, (formerly SFAS No. 167, *Amendments to FASB Interpretation No. 46(R)*) regarding the consolidation of variable interest entities. ASC 810 is intended to improve financial reporting by providing additional guidance to companies involved with variable interest entities and by requiring additional disclosures about a company's involvement in variable interest entities. This standard is effective for interim and annual periods ending after November 15, 2009, which will not have a material impact on our financial statements.

In June 2009, the FASB issued ASC 860, *Transfers and Servicing* (formerly SFAS No. 166, *Accounting for Transfers of Financial Assets*). ASC 860 requires more information about transfers of financial assets and where companies have continuing exposure to the risk related to transferred financial assets. ASC 860 eliminates the concept of a qualifying special purpose entity, changes the requirements for derecognizing financial assets and requires additional disclosure. This standard is effective for interim and annual periods ending after November 15, 2009, which will not have a material impact on our financial statements.

*Recently Adopted Accounting Guidance*

In June 2009, the FASB issued ASC 105, *Generally Accepted Accounting Principles* (formerly SFAS No. 168, *The FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles a replacement of FASB Statement No. 162*). ASC 105 establishes the FASB ASC as the single source of authoritative nongovernmental U.S. GAAP, except for SEC rules and interpretive releases, which are sources of authoritative GAAP for SEC registrants. The standard is effective for interim and annual periods ending after September 15, 2009. We adopted the provisions of the standard on September 30, 2009, which did not have a material impact on our unaudited condensed consolidated financial statements.

In May 2009, the FASB issued ASC 855, *Subsequent Events* (formerly SFAS No. 165, *Subsequent Events*). ASC 855 establishes general accounting standards and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. ASC 855 sets forth the period after the balance sheet date during which management of a reporting entity should evaluate events or transactions that may occur for potential recognition or disclosure in the financial statements, the circumstances under which an entity should recognize events or transactions occurring after the balance sheet date in its financial statements, and the disclosures that an entity should make about events or transactions that occurred after the balance sheet date. ASC 855 is effective for fiscal years and interim periods ended after June 15, 2009. We adopted the provisions of the standard, which had no effect on the unaudited condensed consolidated financial statements and subsequent events through the date of this filing. We evaluated subsequent events from October 1, 2009 to November 13, 2009, the date we issued our unaudited condensed consolidated financial statements.

In April 2009, the FASB issued ASC 825, *Financial Instruments* (formerly Financial Staff Position ( FSP ) No. 107-1 and Accounting Principles Board ( APB ) 28-1 (FSP No. 107-1 and APB 28-1), *Interim Disclosures about Fair Value of Financial Instruments*). ASC 825 requires disclosures of fair value for any financial instruments not currently reflected at fair value on the balance sheet for all interim periods. ASC 825 enhances consistency in financial reporting by increasing the frequency of fair value disclosures and is effective for interim and annual periods

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ending after June 15, 2009, and is to be applied prospectively. We adopted the provisions of the standard, which did not have an effect on our unaudited condensed consolidated financial statements.

### Note 3. BASIC AND DILUTED INCOME AND LOSS PER COMMON SHARE

We report both basic and diluted net income (loss) per share. Basic net income or loss per common share is computed by dividing net income or loss for the period by the weighted average number of common shares outstanding for the period. Diluted net income or loss per common share is computed by dividing the net income or loss for the period by the weighted average number of common and potential common shares outstanding during the period if the effect of the potential common shares is dilutive. The shares used in the calculation of dilutive potential common shares exclude options to purchase shares where the exercise price was greater than the average market price of common shares for the period. As a result of our net loss for the six months ended September 30, 2008, all potentially dilutive securities in such period would be anti-dilutive and were excluded from the computation of diluted loss per share for the six months ended September 30, 2008, and there are no differences between basic and diluted per share amounts presented for such period.

The following table presents the calculation of basic and diluted net income (loss) per share:

	Three Months Ended		Six Months Ended	
	September 30, 2009	September 30, 2008	September 30, 2009	September 30, 2008
Net income (loss)	\$ 46,445	\$ 75,284	\$ 209,755	\$ (89,017)
Weighted-average shares basic	6,455,100	6,455,100	6,455,100	6,452,452
Effect of dilutive potential common shares				
Weighted-average shares diluted	6,455,100	6,455,100	6,455,100	6,452,452
Net income (loss) per share basic and diluted	\$ 0.01	\$ 0.01	\$ 0.03	\$ (0.01)
Antidilutive employee stock options	590,000	440,000	590,000	440,000

### Note 4. COMMITMENTS AND CONTINGENCIES

We currently lease our facilities at 6797 Winchester Circle, Boulder, Colorado under noncancelable lease agreements through July 31, 2014. The minimum future lease payment by fiscal year as of September 30, 2009 is as follows:

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<b>Fiscal Year</b>	<b>Amount</b>
2010 (six months remaining)	\$ 121,241
2011	247,264
2012	254,629
2013	262,281
2014	270,221
2015	90,966
<b>Total</b>	<b>\$ 1,246,602</b>

Our minimum future equipment lease payments with General Electric Capital Corporation as of September 30, 2009, by fiscal year, are as follows:

<b>Fiscal Year</b>	<b>Amount</b>
2010 (six months remaining)	\$ 50,937
2011	101,873
2012	101,873
2013	101,873
2014	8,488
<b>Total</b>	<b>\$ 365,044</b>

On November 10, 2006, we entered into a credit facility agreement with Silicon Valley Bank. The terms of the credit facility include a line of credit for \$2,000,000 for three years at an interest rate calculated at prime rate plus 1.25%, subject to increase upon a default. In connection with the credit facility, we issued warrants to Silicon Valley Bank to purchase 28,000 shares of our common stock at a per share price of \$2.75. Our borrowing under the credit facility is limited by our eligible receivables and inventory at the time of borrowing. As of September 30, 2009, we had borrowed \$225,000 from the credit facility and, under our eligible receivables and inventory limit, had an additional \$1,362,883 available to borrow.

On November 4, 2009, we signed and entered into a new credit facility agreement with Silicon Valley Bank, effective November 10, 2009. The terms of the credit facility include a line of credit for \$2,000,000 for two years at an interest rate calculated at prime rate plus 1.25%, subject to increase upon a default. As a result of this subsequent event, we have classified the outstanding balance as a long-term liability as of September 30, 2009. Our borrowing under the credit facility is limited by our eligible receivables and inventory at the time of borrowing. No warrants were issued under the new credit facility agreement.

Aside from the operating lease and credit facility commitments, we do not have any material contractual commitments requiring settlement in the future.

We are subject to regulation by the United States Food and Drug Administration ( FDA ). The FDA provides regulations governing the manufacture and sale of our products and regularly inspects us and other manufacturers to determine compliance with these regulations. We believe that we were in substantial compliance with all known regulations as of September 30, 2009. FDA inspections are conducted periodically at the discretion of the FDA. Our latest inspection by the FDA occurred in May 2004.

Note 5. VALUATION AND EXPENSE INFORMATION UNDER SFAS 123(R)



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The provisions of FASB Accounting Standards Codification (ASC) 718-10-55 requires the measurement and recognition of compensation expense for all share-based payment awards made to our employees and directors, including employee stock options, based on estimated fair values. The following table summarizes stock-based compensation expense related to employee stock options and employee stock purchases for the three and six months ended September 30, 2009 and 2008, which was allocated as follows:

	Three Months Ended		Six Months Ended	
	September 30, 2009	September 30, 2008	September 30, 2009	September 30, 2008
Cost of sales	\$ 810	\$ 210	\$ 1,620	\$ 420
Sales and marketing	5,891	7,059	10,748	14,118
General and administrative	13,026	27,338	26,052	54,251
Research and development	4,176	4,821	8,352	9,642
Stock-based compensation expense	\$ 23,903	\$ 39,428	\$ 46,772	\$ 78,431

The Black-Scholes model requires the use of actual employee exercise behavior data and the application of a number of assumptions, including expected volatility, risk-free interest rate and expected dividends. Stock options to purchase 25,000 and 35,000 shares of stock were granted during the three and six months ended September 30, 2009, respectively. The weighted-average assumptions for employee stock options granted during the three and six months ended September 30, 2009 are summarized as follows:

	Three Months Ended September 30, 2009	Six Months Ended September 30, 2009
Risk-free interest rate	2.6%	2.4%
Expected life (in years)	5.0	5.0
Expected volatility	90%	77%
Expected dividend	0%	0%

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As of September 30, 2009, \$225,000 of total unrecognized compensation costs related to nonvested stock is expected to be recognized over a period of five years.

Note 6. RELATED PARTY TRANSACTION

We paid consulting fees of \$14,420 and \$29,190 to an entity owned by one of our directors during the three and six months ended September 30, 2009, respectively and \$12,070 and \$29,990 during the three and six months ended September 30, 2008, respectively.

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

Certain statements contained in this section on Management's Discussion and Analysis are not historical facts, including statements about our strategies and expectations with respect to new and existing products, market demand, acceptance of new and existing products, marketing efforts, technologies and opportunities, market and industry segment growth, and return on investments in products and markets. These statements are forward looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and involve substantial risks and uncertainties that may cause actual results to differ materially from those indicated by the forward looking statements. All forward looking statements in this section on Management's Discussion and Analysis are based on information available to us on the date of this document, and we assume no obligation to update such forward looking statements. Readers of this Form 10-Q are strongly encouraged to review the section entitled *Risk Factors* in our Form 10-K for the fiscal year ended March 31, 2009.

**General**

Encision Inc., a medical device company based in Boulder, Colorado, has developed and launched innovative technology that is emerging as a standard of care in minimally-invasive surgery. We believe that our patented AEM® Surgical Instruments are changing the marketplace for electro-surgical devices and laparoscopic instruments by providing a solution to a well documented patient safety risk in laparoscopic surgery.

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

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

AEM technology has been recommended and endorsed by sources from various groups involved in MIS. Surgeons, nurses, biomedical engineers, the medicolegal community, malpractice insurance carriers and electro-surgical device manufacturers advocate the use of AEM technology. Recommendations from the malpractice insurance and medicolegal communities complement the broad clinical endorsements AEM technology has garnered over the past few years.

Adding further credibility to the benefits of our AEM technology are our supplier agreements with Novation and Premier, two of the largest Group Purchasing Organizations (GPOs) in the United States. Together, Novation and Premier represent over 3,000 hospitals which perform over 50% of all surgery in the U.S. We believe that these GPO supplier agreements give further indication that AEM technology is gaining broader acceptance in the market. We believe that having the nation's leading medical purchasing groups recognize the value of our technology

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reflects the potential impact that AEM products can have in the market and in advancing patient safety in surgery nationwide. These agreements do not involve purchase commitments, but we expect these relationships to expand the market visibility of AEM technology and to ease the procurement process for new hospital customers.

We have focused our marketing strategies to date on expanding the market awareness of the AEM technology and our broad independent endorsements and have continued efforts to improve and expand the AEM product line. Accordingly, we are currently focusing on modernizing our accepted AEM instruments to include ergonomics and user functionalities for which surgeons have been expressing a preference. During fiscal year 2006, we announced enTouch<sup>®</sup>, an ergonomically-designed handle for our articulating instruments, and we plan to introduce new additions to the AEM product line in fiscal year 2010.

When a hospital changes to AEM technology, we receive recurring sales from sales of replacement instruments. We believe that there is no directly competing technology to supplant AEM products once a hospital switches to our products. The replacement market of reusable and disposable AEM products in hospitals that use our AEM technology represented over 90% of our sales during the three months ended September 30, 2009. This sales stream is expected to grow as the base of hospitals that switch to AEM technology continues to grow. In addition, we intend to develop disposable versions of more of our AEM products in order to meet market demands and expand our sales opportunities.

We have, except for fiscal years 2009, 2004 and 2003 when we achieved profitable operations, incurred losses since our inception and have an accumulated deficit of \$16,089,034 at September 30, 2009. Operations have been financed primarily through issuances of our common stock and warrants, and to a lesser extent, from profits on operations. Our liquidity has substantially diminished because of such continuing operating losses, and we may be required to seek additional capital in the future.

During the three months ended September 30, 2009, we provided \$327,822 of cash from our operations and used \$210,401 for investments in equipment. As of September 30, 2009, we had \$179,910 in cash and cash equivalents available to fund future operations, an increase of \$95,252 from March 31, 2009. As of September 30, 2009, we had borrowed \$225,000 from our \$2,000,000 credit facility, an increase of \$34,058 from March 31, 2009. Our working capital was \$2,535,358 at September 30, 2009 compared to \$2,180,296 at March 31, 2009.

### **Historical Perspective**

We were organized in 1991 and spent several years developing the AEM monitoring system and protective sheaths to adapt to conventional electrosurgical instruments. During this period, we conducted product trials and applied for patents with the United States Patent Office and international patent agencies. Patents were issued to us in 1994, 1996, 1997, 1998, 2002 and 2008.

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As we evolved, it became clear to us that our AEM technology needed to be integrated into the standard laparoscopic instrument design. As the development program proceeded, it also became apparent that the merging of electrical and mechanical engineering skills in the instrument development process for our patented, integrated electrosurgical instruments was a complex and difficult task. As a result, instruments with integrated AEM technology were not completed for several years. Prior to offering a full range of laparoscopic electrosurgical instrumentation, it was difficult for hospitals to commit to the AEM solution, as we did not have adequate comparable surgical instrument options to meet surgeons demands. As of fiscal year 2005, a sufficiently broad product line was available to provide hospital operating rooms with AEM instruments in most of the designs common for laparoscopic surgery.

The launch of an expanded line of AEM instruments was accomplished over the past three years. We are now turning our focus to developing next generation versions of our AEM instruments to better meet market demands, particularly the demand for improved ergonomics and simplified user functionalities. This strategy coincides with the independent endorsements of our AEM technology and the recommendations from the malpractice insurance and medicolegal communities.

**Outlook**

*Installed Base of AEM Monitoring Equipment:* We believe that sales of our installed base of AEM monitors will increase sales as the inherent risks associated with monopolar laparoscopic electrosurgery become more widely acknowledged and as we focus on increasing our sales efficiency. We expect that the replacement sales of electrosurgical instruments and accessories will also increase as additional hospitals adopt AEM technology. We anticipate that the efforts to improve the quality of sales representatives carrying the AEM product line, along with increased marketing efforts and the introduction of next generation products, may provide the basis for increased sales and profitable operations. However, these measures, or any others that we may adopt, may not result in either increased sales or profitable operations. Furthermore, most of our next generation products are in the early stages of development.

We believe that the unique performance of the AEM technology and our breadth of independent endorsements provide an opportunity for continued market share growth. In our view, market awareness and awareness of the clinical credibility of the AEM technology, as well as awareness of our endorsements, are continually improving, and we expect this awareness to benefit our sales efforts for the remainder of fiscal year 2010. Our objectives in the remainder of fiscal year 2010 are to maintain expense controls while optimizing sales execution in the field, to expand market awareness of the AEM technology and to maximize the number of additional hospital accounts switching to AEM instruments while retaining existing hospital customers. In addition, acceptance of AEM products depends on surgeons preference for our instruments, which depends on factors such as ergonomics and ease of use in addition to the technological advantage of AEM products. If surgeons prefer other instruments to our instruments, our business results will suffer.

*Possibility of Operating Losses:* We have, except for fiscal years 2009, 2004 and 2003 when we achieved profitable operations, incurred losses since our inception and have an accumulated deficit of \$16,089,034 at September 30, 2009. Operations have been financed primarily through issuances of our common stock and warrants to purchase our common stock and, to a lesser extent, profits from operations. We have made strides toward improving our operating results but due to the ongoing need to develop, optimize and train our direct sales managers and the independent sales representative network, the need to support the development of refinements to our product line, and the need to increase sustained sales to a level adequate to cover fixed and variable operating costs, we may operate at a net loss. Sustained losses, or our inability to generate sufficient cash flow from operations to fund our obligations, may result in a need to raise additional capital.

*Sales Growth:* Our sales growth has declined due to weakness in the medical device industry. We expect to generate increased sales in the U.S. from sales to new hospital customers and from expanded sales in existing hospitals as our network of direct and independent sales

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representatives becomes more efficient. We believe that the visibility and credibility of the independent clinical endorsements for AEM technology will contribute to new hospital accounts and increase sales in fiscal year 2010. We also expect that supplier agreements with Novation and Premier, which together represent over 3,000 U.S. hospitals, will expose more hospitals to the benefits of AEM technology and may stimulate new hospital accounts. We also expect to increase market share through promotional programs of placing our AEM monitors at no charge into hospitals that commit to standardize AEM instruments. However, all of these efforts to increase market share and grow sales will depend in part on our ability to expand the efficiency and effective coverage range of our direct and independent sales representatives.

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

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

*Manufacturing Equipment:* We expect to increase gross profit and gross margins by manufacturing our scissor inserts internally. We began manufacturing our scissor inserts in the third quarter of fiscal year 2008.

*Sales and Marketing Expenses:* We continue our efforts to expand domestic and international distribution capability, and we believe that sales and marketing expenses will decrease as a percentage of net sales with increasing sales volume.

*Research and Development Expenses:* Research and development expenses are expected to increase modestly to support development of refinements to our AEM product line, which will further expand the instrument options for surgeons.

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**Results of Operations**

*For the three months ended September 30, 2009 compared to the three months ended September 30, 2008.*

*Net sales.* Net sales for the quarter ended September 30, 2009 were \$3,215,610 compared to \$3,346,208 for the quarter ended September 30, 2008, a decrease of 4%. The decrease is attributable to weakness in the medical device industry and by business lost from hospitals that previously changed to AEM technology. This was partially offset by addition of new hospital accounts. We opened three new hospital accounts for AEM technology in the three months ended September 30, 2009 versus fifteen new hospital accounts for AEM technology in the three months ended September 30, 2008. We have added sales employees in an effort to capitalize on identified market opportunities. It will take a number of months before new sales employees generate new hospital accounts, but we expect that these new additions will provide the focus that is needed to achieve market gains.

*Gross profit.* Gross profit for the quarter ended September 30, 2009 of \$1,945,018 represented a decrease of 5% from gross profit of \$2,052,339 for the quarter ended September 30, 2008. Gross profit as a percentage of sales (gross margins) decreased from 61.3% for the quarter ended September 30, 2008 to 60.5% for the quarter ended September 30, 2009. The higher gross profit margin in the second quarter of fiscal year 2009 was the result of a reduction of warranty accrual which increased the gross profit margin by 0.7%.

*Sales and marketing expenses.* Sales and marketing expenses of \$1,235,087 for the quarter ended September 30, 2009 represented a decrease of 7% from sales and marketing expenses of \$1,321,798 for the quarter ended September 30, 2008. The decrease was a result of decreased commissions for independent sales representatives, decreased marketing independent contractor cost, and decreased trade shows expenses. The decrease in such cost was partially offset by increased compensation of additional sales employees and sales samples for our sales employees.

*General and administrative expenses.* General and administrative expenses of \$343,243 for the quarter ended September 30, 2009 represented a decrease of 4% from general and administrative expenses of \$358,044 for the quarter ended September 30, 2008. The decrease was the result of a decrease in stock option expense.

*Research and development expenses.* Research and development expenses of \$304,853 for the quarter ended September 30, 2009 represented an increase of 9% compared to \$280,459 for the quarter ended September 30, 2008. The increase was primarily the result of higher tooling costs. The increase in such cost was partially offset by decreased compensation expense.

*Net income.* Net income was \$46,445 for the quarter ended September 30, 2009 compared to net income of \$75,284 for the quarter ended September 30, 2008. The net income decrease was a result of a decrease in sales income and decreased gross margin. The decrease in net income was partially offset by reduced operating expenses, as discussed above.

*For the six months ended September 30, 2009 compared to the six months ended September 30, 2008.*

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*Net sales.* Net sales for the six months ended September 30, 2009 were \$6,389,270 compared to \$6,440,174 for the six months ended September 30, 2008, a decrease of 1%. The decrease is attributable to the addition of new hospital accounts, partially offset by business lost from hospitals that previously changed to AEM technology. We opened nine new hospital accounts for AEM technology in the three months ended September 30, 2009 versus 26 new hospital accounts for AEM technology in the six months ended September 30, 2008. We have added sales employees in an effort to capitalize on identified market opportunities. It will take a number of months before new sales employees generate new hospital accounts, but we expect that these new additions will provide the focus that is needed to achieve market gains.

*Gross profit.* Gross profit for the six months ended September 30, 2009 of \$3,976,943 represented an increase of 2% from gross profit of \$3,916,759 for the six months ended September 30, 2008. Gross profit as a percentage of sales (gross margins) increased from 61% for the six months ended September 30, 2008 to 62% for the six months ended September 30, 2009. The gross profit margin increase in the first six months of fiscal year 2010 was the result of production efficiencies and an increase to inventory, as compared to last fiscal year's first six months, which resulted in a higher absorption of overhead costs to inventory and a decrease to cost of sales.

*Sales and marketing expenses.* Sales and marketing expenses of \$2,433,900 for the six months ended September 30, 2009 represented a decrease of 10% from sales and marketing expenses of \$2,695,950 for the six months ended September 30, 2008. The decrease was a result of decreased commissions for independent sales representatives, decreased marketing independent contractor cost, and decreased travel and trade shows expenses. The decrease in such cost was partially offset by increased commissions generated by sales of our sales employees.

*General and administrative expenses.* General and administrative expenses of \$697,063 for the six months ended September 30, 2009 represented a decrease of 4% from general and administrative expenses of \$724,954 for the six months ended September 30, 2008. The decrease was the result of a decrease in stock option expense and regulatory fees.

*Research and development expenses.* Research and development expenses of \$605,842 for the six months ended September 30, 2009 represented an increase of 6% compared to \$569,213 for the six months ended September 30, 2008. The increase was a result of software license and outside services expense. The increase in such cost was partially offset by decreased compensation expense.

*Net income.* Net income was \$209,755 for the six months ended September 30, 2009 compared to a net loss of \$89,018 for the six months ended September 30, 2008. The net income increase was a result of increased gross margin and reduced operating expenses, as discussed above.

The results of operations for the three and six months ended September 30, 2009 should not be taken as an indication of the results of operations for all or any part of the balance of the fiscal year.



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**Liquidity and Capital Resources**

To date, operations have been financed primarily through issuances of our common stock and warrants to purchase our common stock and, to a lesser extent, profits from operations, which together totaled \$19,606,398 through September 30, 2009.

On November 10, 2006, we entered into a credit facility agreement with Silicon Valley Bank. The terms of the credit facility include a line of credit for \$2,000,000 for three years at an interest rate calculated at prime rate plus 1.25%, subject to increase upon a default. In connection with the credit facility, we issued warrants to Silicon Valley Bank to purchase 28,000 shares of our common stock at a per share price of \$2.75. Our borrowing under the credit facility is limited by our eligible receivables and inventory at the time of borrowing. As of September 30, 2009, we had borrowed \$225,000 from the credit facility and, under our eligible receivables and inventory limit, had an additional \$1,362,883 available to borrow.

On November 4, 2009, we signed and entered into a new credit facility agreement with Silicon Valley Bank, effective November 10, 2009. The terms of the credit facility include a line of credit for \$2,000,000 for two years at an interest rate calculated at prime rate plus 1.25%, subject to increase upon a default. As a result of this subsequent event, we have classified the outstanding balance as a long-term liability as of September 30, 2009. Our borrowing under the credit facility is limited by our eligible receivables and inventory at the time of borrowing. No warrants were issued under the new credit facility agreement.

Our operations provided \$327,822 of cash during the six months ended September 30, 2009 on net sales of \$6,389,270. Cash was provided principally by net income and non-cash depreciation and amortization expense. The amounts of cash provided by and used in operations for the six months ended September 30, 2009 are not indicative of the expected cash to be generated from or used in operations in fiscal year 2010. During the six months ended September 30, 2009, we invested \$210,401 in the acquisition of property and equipment. As of September 30, 2009, we had \$179,910 in cash and cash equivalents available to fund future operations and had borrowed \$225,000 from our credit facility. Working capital was \$2,535,358 at September 30, 2009 compared to \$2,180,296 at March 31, 2009. Current liabilities were \$1,385,909 at September 30, 2009, compared to \$1,709,252 at March 31, 2009. The decrease in current liabilities at September 30, 2009 was caused, principally, by reducing accounts payable and other accrued liabilities and classifying our borrowings under our line of credit as a long-term liability.

If we are not successful in maintaining profitability and positive cash flow, additional capital may be required to maintain ongoing operations. We have explored and are continuing to explore options to provide additional financing to fund future operations as well as other possible courses of action. Such actions include, but are not limited to, securing additional lines of credit, sales of debt or equity securities (which may result in dilution to existing shareholders), licensing of technology, strategic alliances and other similar actions. There can be no assurance that we will be able to obtain additional funding (if needed), on acceptable terms or at all, through a sale of our common stock, loans from financial institutions or other third parties, or any of the actions discussed above. If we cannot sustain profitable operations, and additional capital is unavailable, lack of liquidity could have a material adverse effect on our business viability, financial position, results of operations and cash flows.

We currently lease our facilities at 6797 Winchester Circle, Boulder, Colorado under noncancelable lease agreements through July 31, 2014. The minimum future lease payment by fiscal year as of September 30, 2009 is as follows:

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<b>Fiscal Year</b>	<b>Amount</b>
2010 (six months remaining)	\$ 121,241
2011	247,264
2012	254,629
2013	262,281
2014	270,221
2015	90,966
<b>Total</b>	<b>\$ 1,246,602</b>

Our minimum future equipment lease payments with General Electric Capital Corporation as of September 30, 2009, by fiscal year, are as follows:

<b>Fiscal Year</b>	<b>Amount</b>
2010 (six months remaining)	\$ 50,937
2011	101,873
2012	101,873
2013	101,873
2014	8,488
<b>Total</b>	<b>\$ 365,044</b>

As of September 30, 2009, the following table shows our contractual obligations for the periods presented:

<b>Contractual obligations</b>	<b>Totals</b>	<b>Payment due by period</b>			
		<b>Less than 1 year</b>	<b>1-3 years</b>	<b>3-5 years</b>	<b>More than 5 years</b>
Line of credit obligations	\$ 225,000	\$	\$ 225,000	\$	\$
Operating lease obligations	1,611,646	346,746	713,149	551,751	
<b>Total</b>	<b>\$ 1,836,646</b>	<b>\$ 346,746</b>	<b>\$ 938,149</b>	<b>\$ 551,751</b>	<b>\$</b>

Aside from the operating lease and credit facility commitments, we do not have any material contractual commitments requiring settlement in the future.

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Our fiscal year 2010 operating plan is focused on increasing new hospital accounts, retaining existing hospital customers, growing sales, increasing gross profits and conserving cash. We are investing in research and development efforts to develop next generation versions of the AEM product line. We have invested in manufacturing property and equipment to manufacture disposable scissors inserts internally and reduce our cost of sales. We cannot predict with certainty the expected sales, gross profit, net income or loss and usage of cash and cash equivalents for fiscal year 2010. However, we believe that our cash resources and credit facility will be sufficient to fund our operations for at least the next twelve months. If we are unable to manage our business operations in line with budget expectations, it could have a material adverse effect on our business viability, financial position, results of operations and cash flows. If we are not successful in continuing profitability and positive cash flow, additional capital may be required to maintain ongoing operations.

**Income Taxes**

As of March 31, 2009, net operating loss carryforwards totaling approximately \$15.5 million are available to reduce taxable income in the future. The net operating loss carryforwards expire, if not previously utilized, at various dates beginning in the fiscal year ending March 31, 2010. We have not paid income taxes since our inception. The Tax Reform Act of 1986 and other income tax regulations contain provisions which may limit the net operating loss carryforwards available to be used in any given year if certain events occur, including changes in ownership interests. We have established a valuation allowance for the entire amount of our deferred tax asset since inception due to our history of losses. Should we achieve sufficient, sustained income in the future, we may conclude that some or all of the valuation allowance should be reversed. If some or all of the valuation allowance were reversed, then, to the extent of the reversal, a tax benefit would be recognized which would result in an increase to income.

**Critical Accounting Policies and Estimates**

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

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

We provide for the estimated cost of product warranties at the time sales are recognized. While we engage in extensive product quality programs and processes, including actively monitoring and evaluating the quality of our component suppliers, we have experienced some costs related to warranties. The warranty accrual is based on historical experience and is adjusted based on current experience. Should actual warranty experience differ from our estimates, revisions to the estimated warranty liability would be required.

We reduce inventory for estimated obsolete or unmarketable inventory equal to the difference between the cost of inventory and the estimated market value based on assumptions about future demand and market conditions. If actual market conditions are less favorable than those projected by management, additional inventory write-downs may be required. Any write-downs of inventory would reduce our reported net income during the period in which such write-downs were applied. To the extent that our estimates prove to be too high, and we ultimately utilize or sell inventory previously determined to be impaired, we may record a reversal of the provision in the period of such determination.

We recognize deferred income tax assets and liabilities for the expected future income tax consequences, based on enacted tax laws, of temporary differences between the financial reporting and tax bases of assets and liabilities. Deferred tax assets are then reduced, if deemed necessary, by a valuation allowance for the amount of any tax benefits which, more likely than not based on current circumstances, are not expected to be realized. Should we maintain sufficient, sustained income in the future, we may conclude that all or some of the valuation allowance should be reversed.

Property and equipment are stated at cost, with depreciation computed over the estimated useful lives of the assets, generally three to seven years. We use the straight-line method of depreciation for property and equipment. Leasehold improvements are depreciated over the shorter of the remaining lease term or the estimated useful life of the asset. Maintenance and repairs are expensed as incurred and major additions, replacements and improvements are capitalized.

We amortize our patent costs over their estimated useful lives, which is typically the remaining statutory life. From time to time, we may be required to adjust these useful lives of our patents based on advances in technology, competitor actions, and the like. We review the recorded amounts of patents at each period end to determine if their carrying amount is still recoverable based on our expectations regarding sales of related products. Such an assessment, in the future, may result in a conclusion that the assets are impaired, with a corresponding charge against earnings.

We currently estimate forfeitures for stock-based compensation expense related to employee stock options at 9% and evaluate the forfeiture rate quarterly. Other assumptions that are used in calculating stock-based compensation expense include risk-free interest rate, expected life, expected volatility and expected dividend.

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**ITEM 4 - CONTROLS AND PROCEDURES**

(a) We have carried out an evaluation under the supervision and with the participation of our management, including our Chief Executive Officer and Principal Accounting and Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Securities and Exchange Act of 1934 (the Exchange Act)). Based upon that evaluation, the Chief Executive Officer and the Principal Accounting and Financial Officer concluded that, as of September 30, 2009, our disclosure controls and procedures were effective in ensuring that information required to be disclosed by us under the Exchange Act was recorded, processed, summarized and reported within the time periods specified under the Exchange Act rules and forms.

(b) During the quarter ended September 30, 2009, there were no changes in our internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, nor were there any significant deficiencies or material weaknesses in such disclosure controls and procedures or internal control over financial reporting requiring corrective actions.

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**PART II. OTHER INFORMATION**

**ITEM 4** Submission of Matters to a Vote of Security Holders

At our Annual Meeting of Shareholders on August 5, 2009 the following actions were taken:

(i) The following persons were elected director of Encision Inc. for terms expiring in 2010:

	<b>Votes For</b>	<b>Votes Withheld</b>
Bruce L. Arfmann	3,926,684	128,639
Robert H. Fries	3,962,660	92,663
Vern D. Kornelsen	3,839,571	215,752
Ruediger Naumann-Etienne	4,042,723	12,600
David W. Newton	3,767,716	287,607
Roger C. Odell	3,769,811	285,512
John R. Serino	3,890,005	165,318

(ii) Ratification of appointment of Eide Bailly LLP to serve as our registered independent accounting firm for fiscal year 2010:

Votes for	4,046,233
Votes against	5,100
Abstentions	3,990

**ITEM 5** SUBSEQUENT EVENT

On November 4, 2009, Encision Inc. (the Company) and Silicon Valley Bank (Bank) entered into a Second Amendment to Loan and Security Agreement (the Amendment), which amends the Loan and Security Agreement dated as of November 10, 2006, to extend the maturity date of the Company's \$2 million revolving line of credit to November 8, 2011 and increase the expenses payable by the Company in connection with Bank's periodic audit of the Company's records and inspection of the collateral. The Amendment also requires the Company to pay a facility fee of \$10,000 on the date of the Amendment and an additional \$10,000 facility fee on November 9, 2010.

**ITEM 6** EXHIBITS

The following exhibits are filed with this report on Form 10-Q or are incorporated by reference:

- 3.1 Articles of Incorporation of the Company, as amended (incorporated by reference from Registration Statement #333-4118-D dated June 25, 1996).
- 3.2 Bylaws of the Company (incorporated by reference from Current Report on Form 8-K dated October 30, 2008).

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- 4.1 Form of certificate for shares of Common Stock (incorporated by reference from Registration Statement #333-4118-D dated June 25, 1996).
- 31.1 Certification of Chief Executive Officer under Rule 13a-14(a) of the Exchange Act (filed herewith).
- 31.2 Certification of Principal Financial and Accounting Officer under Rule 13a-14(a) of the Exchange Act (filed herewith).
- 32.1 Certifications of Periodic Reports pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (filed herewith).

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**SIGNATURE**

Pursuant to the requirements of the Exchange Act, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Encision Inc.

November 13, 2009  
Date

/s/ Marcia McHaffie  
Marcia McHaffie  
Controller  
Principal Accounting Officer &  
Principal Financial Officer