UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended June 30, 2010

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: 001-34112

Energy Recovery, Inc.
(Exact name of registrant as specified in its charter)

Delaware **(State of Incorporation)**	**01-0616867** **(IRS Employer Identification No.)**
1717 Doolittle Drive **San Leandro, CA 94577** **(Address of Principal Executive Offices)**	**94577** **(Zip Code)**

(510) 483-7370
(Telephone No.)

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. (Check one):

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 Exchange Act Rule 12b-2). Yes☐ No ☑

As of August 2, 2010, there were 52,448,142 shares of the registrant's common stock outstanding.

ENERGY RECOVERY, INC.
QUARTERLY REPORT ON FORM 10-Q FOR THE PERIOD ENDED JUNE 30, 2010
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PART I — FINANCIAL INFORMATION

Item 1. Financial Statements (unaudited)

ENERGY RECOVERY, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data and par value)
(unaudited)

	June 30, 2010	December 31, 2009
ASSETS		
Current assets:		
Cash and cash equivalents	$ 52,109	$ 59,115
Restricted cash	7,557	5,271
Accounts receivable, net of allowance for doubtful accounts of $35 and $196 at June 30, 2010 and December 31, 2009, respectively	14,914	12,683
Unbilled receivables, current	2,378	5,544
Inventories	12,208	10,359
Deferred tax assets, net	1,467	1,466
Prepaid expenses and other current assets	3,479	1,741
Total current assets	94,112	96,179
Restricted cash, non-current	2,311	5,555
Unbilled receivables, non-current	1,060	—
Property and equipment, net	22,585	16,958
Goodwill	12,790	12,790
Other intangible assets, net	9,620	10,987
Deferred tax assets, non-current, net	447	447
Other assets, non-current	43	53
Total assets	$ 142,968	$ 142,969
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 3,611	$ 1,952
Accrued expenses and other current liabilities	9,217	9,492
Income taxes payable	45	350
Accrued warranty reserve	850	605
Deferred revenue	4,149	4,628
Current portion of long-term debt	128	265
Current portion of capital lease obligations	189	203
Total current liabilities	18,189	17,495
Long-term debt	149	246
Capital lease obligations, non-current	276	369
Other non-current liabilities	1,838	3,890
Total liabilities	20,452	22,000
Commitments and Contingencies (Note 8)		
Stockholders' equity:		
Preferred stock, $0.001 par value; 10,000,000 shares authorized; no shares issued or outstanding	—	—
Common stock, $0.001 par value; 200,000,000 shares authorized; 52,436,769 and 51,215,653 shares issued and outstanding at June 30, 2010 and December 31, 2009, respectively	52	51
Additional paid-in capital	110,364	108,626
Notes receivable from stockholders	(37)	(90)
Accumulated other comprehensive loss	(57)	(66)
Retained earnings	12,194	12,448
Total stockholders' equity	122,516	120,969
Total liabilities and stockholders' equity	$ 142,968	$ 142,969

See accompanying notes to unaudited Condensed Consolidated Financial Statements.

ENERGY RECOVERY, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME (LOSS)
(in thousands, except per share data)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	**2009**	**2010**	**2009**
Net revenue	$ 13,304	$ 9,089	$ 25,919	$ 21,735
Cost of revenue	6,676	3,291	11,933	7,864
Gross profit	6,628	5,798	13,986	13,871
Operating expenses:				
General and administrative	4,339	3,508	8,755	6,662
Sales and marketing	2,142	1,651	4,102	3,161
Research and development	863	826	1,691	1,630
Total operating expenses	7,344	5,985	14,548	11,453
Income (loss) from operations	(716)	(187)	(562)	2,418
Interest expense	(17)	(10)	(38)	(24)
Other non-operating income (expense), net	(81)	117	(99)	29
Income (loss) before provision for income taxes	(814)	(80)	(699)	2,423
Provision for (benefit from) income taxes	(492)	(9)	(445)	940
Net income (loss)	$ (322)	$ (71)	$ (254)	$ 1,483
Earnings (loss) per share:				
Basic	$ (0.01)	$ (0.00)	$ (0.00)	$ 0.03
Diluted	$ (0.01)	$ (0.00)	$ (0.00)	$ 0.03
Number of shares used in per share calculations:				
Basic	52,078	50,146	51,661	50,099
Diluted	52,078	50,146	51,661	52,629

See accompanying notes to unaudited Condensed Consolidated Financial Statements.

ENERGY RECOVERY, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended June 30,	
	2010	2009
Cash Flows From Operating Activities		
Net income (loss)	$ (254)	$ 1,483
Adjustments to reconcile net income (loss) to net cash (used in) provided by operating activities:		
Depreciation and amortization	2,266	392
Interest accrued on notes receivables from stockholders	(1)	(3)
Share-based compensation	1,308	911
Net unrealized loss (gain) on foreign currency transactions	96	(466)
Excess tax benefit from share-based compensation arrangements	(31)	—
Provision for doubtful accounts	(161)	260
Provision for warranty claims	327	37
Valuation adjustments for excess or obsolete inventory	167	86
Amortization of inventory acquisition valuation step-up	850	—
Other non-cash adjustments	(51)	—
Changes in operating assets and liabilities:		
Accounts receivable	(2,106)	12,402
Unbilled receivables	2,076	1,878
Inventories	(2,865)	(2,753)
Deferred tax assets, net	(1)	—
Prepaid and other assets	(1,733)	(1,388)
Accounts payable	1,260	(432)
Accrued expenses and other liabilities	(1,903)	(1,179)
Income taxes payable	(268)	(1,433)
Deferred revenue	(479)	(1,357)
Net cash (used in) provided by operating activities	(1,503)	8,438
Cash Flows From Investing Activities		
Capital expenditures	(6,566)	(2,935)
Restricted cash	958	(5,480)
Net cash (used in) investing activities	(5,608)	(8,415)
Cash Flows From Financing Activities		
Repayment of long-term debt	(234)	(152)
Repayment of capital lease obligation	(107)	(18)
Net proceeds from issuance of common stock	392	280
Excess tax benefit from share-based compensation arrangements	31	—
Repayment of notes receivables from stockholders	54	211
Net cash provided by financing activities	136	321
Effect of exchange rate differences on cash and cash equivalents	(31)	—
Net change in cash and cash equivalents	(7,006)	344
Cash and cash equivalents, beginning of period	59,115	79,287
Cash and cash equivalents, end of period	$ 52,109	$ 79,631
Supplemental disclosure of cash flow information		
Cash paid for interest	$ 37	$ 24
Cash paid for income taxes	$ 1,626	$ 3,440

See accompanying notes to unaudited Condensed Consolidated Financial Statements.

ENERGY RECOVERY, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1 — The Company and Summary of Significant Accounting Policies

The Company

Energy Recovery, Inc. ("the Company", "ERI", "we" or "us") develops, manufactures and sells high-efficiency energy recovery devices for use in seawater desalination. Our products are sold under the trademarks ERItm, PXtm, PEItm, Pressure Exchangertm, PX Pressure Exchangertm, Pump Engineeringtm and Quadribarictm. Our energy recovery devices make desalination affordable by capturing and reusing the otherwise lost pressure energy from the concentrated seawater reject stream of the desalination process. We also manufacture and sell high pressure pumps and circulation pumps for use in desalination. Our products are developed and manufactured in the United States of America ("U.S.") at our headquarters in San Leandro, California, and at a facility in New Boston, Michigan. Additionally, the Company has direct sales offices and technical support centers in Madrid, Dubai, and Shanghai.

The Company was incorporated in Virginia in April 1992 and reincorporated in Delaware in March 2001. Shares of the Company began trading publicly in July 2008. The Company has five wholly owned subsidiaries: Osmotic Power, Inc., Energy Recovery, Inc. International, Energy Recovery Iberia, S.L., ERI Energy Recovery Ireland Ltd. and Pump Engineering, Inc. ("PEI").

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with U.S. generally accepted accounting principles ("U.S. GAAP") requires management to make judgments, estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company's most significant estimates and judgments involve the determination of revenue recognition, allowance for doubtful accounts, allowance for product warranty, valuation of stock options, valuation of goodwill and acquired intangible assets, useful lives for depreciation and amortization, valuation adjustments for excess and obsolete inventory, deferred taxes and valuation allowances on deferred tax assets. Actual results could differ materially from those estimates.

Basis of Presentation

The consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All significant intercompany accounts and transactions have been eliminated.

The accompanying Condensed Consolidated Financial Statements have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission ("SEC"). Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to such rules and regulations. The December 31, 2009 Condensed Consolidated Balance Sheet was derived from audited financial statements, but does not include all disclosures required by U.S. GAAP; however, the Company believes that the disclosures are adequate to make the information presented not misleading. These unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and the notes thereto for the fiscal year ended December 31, 2009 included in the Company's Annual Report on Form 10-K filed with the SEC on March 15, 2010.

In the opinion of management, all adjustments, consisting of only normal recurring adjustments, which are necessary to present fairly the financial position, results of operations and cash flows for the interim periods, have been made. The results of operations for the interim periods are not necessarily indicative of the operating results for the full fiscal year or any future periods.

The significant accounting policies followed by the Company for interim financial reporting are consistent with the accounting policies followed for annual financial reporting as disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2009.

In connection with preparing the unaudited condensed consolidated financial statements for the three and six months ended June 30, 2010, we have evaluated subsequent events for potential recognition and disclosure through the date of this filing.

Recent Accounting Pronouncements

Revenue Arrangements with Multiple Deliverables

In October 2009, the FASB issued an amendment to its previously released guidance on revenue arrangements with multiple deliverables. This guidance addresses how to determine whether an arrangement involving multiple deliverables contains more than one unit of accounting and how to allocate consideration to each unit of accounting in the arrangement. Additionally, the guidance replaces all references to fair value as the measurement criteria with the term selling price and establishes a hierarchy for determining the selling price of a deliverable, eliminates the use of the residual value method for determining the allocation of arrangement consideration, and requires expanded disclosures. The guidance becomes effective for the Company for revenue arrangements entered into or materially modified on or after January 1, 2011. Earlier application is permitted with required transition disclosures based on the period of adoption. The Company is currently evaluating the application date and the impact of this standard on its consolidated financial statements.

No other new accounting pronouncement issued or effective during the period had or is expected to have a material impact on the consolidated financial statements.

Note 2 — Goodwill and Other Intangible Assets

In December 2009, the Company acquired 100% of the equity interests of Pump Engineering, LLC, a private US company and supplier of energy recovery technology and pumps for use in the global desalination market. The purchase price was allocated to the tangible assets and intangible assets acquired and liabilities assumed based on their estimated fair values on the acquisition date, with the remaining unallocated purchase price recorded as goodwill. As of June 30, 2010, there were no changes in the recognized amounts of goodwill resulting from the acquisition of Pump Engineering, LLC.

The Company's intangible assets include intangible assets acquired in the acquisition of Pump Engineering, LLC and costs related to the Company's development of patents. The following is a summary of the Company's identifiable intangible assets as of June 30, 2010 and December 31, 2009, respectively (in thousands, except useful life data):

	June 30, 2010				
	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment Losses	Net Carrying Amount	Weighted Average Useful Life
Developed Technology	$ 6,100	$ (356)	$ —	$ 5,744	10
Non-compete agreements	1,310	(248)	—	1,062	4
Backlog	1,300	(758)	—	542	1
Trademarks	1,200	(35)	—	1,165	20
Customer relationships	990	(173)	—	817	5
Patents	585	(264)	(31)	290	18
	$ 11,485	$ (1,834)	$ (31)	$ 9,620	9

	December 31, 2009				
	Gross Carrying Amount	Accumulated Amortization	Accumulated Impairment Losses	Net Carrying Amount	Weighted Average Useful Life
Developed Technology	$ 6,100	$ (51)	$ —	$ 6,049	10
Non-compete agreements	1,310	(35)	—	1,275	4
Backlog	1,300	(108)	—	1,192	1
Trademarks	1,200	(5)	—	1,195	20
Customer relationships	990	(17)	—	973	5
Patents	585	(251)	(31)	303	18
	$ 11,485	$ (467)	$ (31)	$ 10,987	9

Note 3 — Earnings (Loss) per Share

The following table sets forth the computation of basic and diluted earnings (loss) per share (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Numerator:				
Net income (loss)	$ (322)	$ (71)	$ (254)	$ 1,483
Denominator:				
Weighted average common shares outstanding	52,078	50,146	51,661	50,099
Effect of dilutive securities:				
Restricted stock units	—	—	—	—
Stock options	—	—	—	610
Warrants	—	—	—	1,920
Total shares for purpose of calculating diluted earnings (loss) per share	52,078	50,146	51,661	52,629
Earnings (loss) per share:				
Basic	$ (0.01)	$ (0.00)	$ (0.00)	$ 0.03
Diluted	$ (0.01)	$ (0.00)	$ (0.00)	$ 0.03

The following potential common shares were excluded from the computation of diluted earnings (loss) per share because their effect would have been anti-dilutive (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Restricted stock units	42	—	42	—
Stock options	3,622	3,519	3,622	1,855
Warrants	970	2,074	970	—

Note 4 — Supplemental Financial Information

Restricted Cash

The Company has pledged cash in connection with irrevocable standby letters of credit, an equipment promissory note, and contingent payments resulting from a business acquisition. The Company has deposited corresponding amounts into money market and non-interest bearing accounts at two financial institutions for these items as follows (in thousands):

	June 30, 2010	December 31, 2009
Contingent and other consideration for acquisition of Pump Engineering, LLC	$ 5,502	$ 5,500
Collateral for irrevocable standby letters of credit	4,075	4,968
Collateral for equipment promissory note	291	358
	$ 9,868	$ 10,826

As part of the acquisition of Pump Engineering, LLC in December 2009, the Company recognized a liability of $5.5 million related to contingent and other consideration arrangements. Restricted cash in an amount equal to the contingent and other consideration was reflected on the Company's consolidated balance sheet as of June 30, 2010 and December 31, 2009. During the second quarter of 2010, the settlement of a contingent liability was reached between the former owners of Pump Engineering, LLC and another party, the result of which is that $900,000 of $2.0 million in contingent consideration from the purchase agreement attributable to general reps and warranties is expected to be released from escrowed funds in August 2010.

Inventories

Inventories consisted of the following (in thousands):

	June 30, 2010	December 31, 2009
Raw materials	$ 6,853	$ 6,394
Work in process	2,987	1,848
Finished goods	2,368	2,117
	$ 12,208	$ 10,359

Property and Equipment

Property and equipment consisted of the following (in thousands):

	June 30, 2010	December 31, 2009
Machinery and equipment	$ 6,048	$ 4,508
Office equipment, furniture, and fixtures	2,024	1,943
Automobiles	40	40
Software	337	312
Leasehold improvements	4,696	4,754
Buildings	2,215	2,215
Land	210	210
Construction in progress	10,491	5,567
	26,061	19,549
Less: accumulated depreciation and amortization	(3,476)	(2,591)
	$ 22,585	$ 16,958

Construction in progress costs at June 30, 2010 were primarily related to the build-out for seismic upgrades and ceramics manufacturing at the Company's new facility in San Leandro and includes ceramic manufacturing equipment. As of June 30, 2010, none of the assets related to construction in progress have been placed in service and therefore have not yet been subject to depreciation or amortization.

The Company estimates the costs to complete construction in progress to be approximately $1.5 million as of June 30, 2010 and expects to complete construction within the next three to six months.

Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consisted of the following (in thousands):

	June 30, 2010	December 31, 2009
Payroll and commissions payable	$ 2,453	$ 3,166
Contingent and other consideration for acquisition, current portion	4,501	2,500
Capital projects	892	1,193
Professional fees	312	770
Inventory in transit	161	512
Collaboration fees	—	102
Other accrued expenses and current liabilities	898	1,249
	$ 9,217	$ 9,492

Non-Current Liabilities

Non-current liabilities consisted of the following (in thousands):

	June 30, 2010	December 31, 2009
Contingent and other consideration for acquisition, non-current	$ 1,000	$ 3,000
Deferred rent expense, non-current	838	890
	$ 1,838	$ 3,890

Note 5 — Long-Term Debt and Capital Leases

Notes Payable

As of June 30, 2010, long term debt consisted of one equipment promissory note payable. Future minimum principal payments due under this long-term debt arrangement consist of the following (in thousands):

	June 30, 2010
2010 (remaining six months)	$ 64
2011	128
2012	85
	$ 277

During the first quarter of 2010, the Company paid the remaining balance of two promissory notes for a total of $148,000, including accrued interest. The promissory notes consisted of a vehicle note payable and an unsecured note payable which the Company had assumed in a business combination in December 2009.

Effective February 2009, the Company entered into a new loan and security agreement with another financial institution. This agreement was amended in May 2010 which increased the total available credit line from $15.0 million to $16.0 million. Under the amended agreement, the Company is allowed to draw advances up to $10.0 million on a revolving line of credit or utilize up to $15.9 million as collateral for irrevocable standby letters of credit, provided that the aggregate of the advances and the collateral do not exceed the total available credit line of $16.0 million. Advances under the revolving line of credit incur interest based on either a prime rate index or LIBOR plus 1.375%. As of June 30, 2010, there were no advances drawn on this line of credit. The amended agreement expires in May 2012 and is collateralized by substantially all of the Company's assets. The Company is subject to certain financial and administrative covenants under this agreement. As of June 30, 2010, the Company was in compliance with these covenants.

During the periods presented, the Company provided certain customers with irrevocable standby letters of credit to secure its obligations for the delivery of products, performance guarantees and warranty commitments in accordance with sales arrangements. These letters of credit are collateralized by the Company's credit line or restricted cash and generally terminate within 12 to 36 months from issuance. At June 30, 2010 and December 31, 2009, amounts outstanding on letters of credit collateralized by the Company's line of credit totaled approximately $6.6 million and $6.4 million, respectively.

Capital Leases

Future minimum payments under capital leases consist of the following (in thousands):

	June 30, 2010
2010 (remaining six months)	$ 110
2011	207
2012	138
2013	65
Total future minimum lease payments	520
Less: amount representing interest	(55)
Present value of net minimum capital lease payments	465
Less: current portion	(189)
Long-term portion	$ 276

Note 6 — Equity

Warrant Exercise

During the second quarter of 2010, warrants to purchase 1,104,122 shares of common stock were exercised at a price of $0.20 per share. Subsequent to the effective date of this exercise, 970,000 warrants remain outstanding with a weighted average exercise price of $0.88 per share and a weighted average remaining life of 4.3 years.

Share-based Compensation Expense

For the three and six months ended June 30, 2010 and 2009, the Company recognized share-based compensation expense related to employees and consultants as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Cost of revenue	$ 47	$ 44	$ 95	$ 68
General and administrative	483	461	895	553
Sales and marketing	133	150	261	210
Research and development	48	61	57	80
	$ 711	$ 716	$ 1,308	$ 911

As of June 30, 2010, total unrecognized compensation cost related to non-vested share-based awards, net of forfeitures, was $6.1 million, which is expected to be recognized as expense over a weighted-average period of approximately 2.7 years.

Note 7 — Income Taxes

The Company's effective tax rate for the six months ended June 30, 2010 and 2009 was 64% and 39%, respectively. These effective tax rates differ from the U.S. statutory rate principally due to the effect of state income taxes and non-deductible share-based compensation relative to pretax income, offset in part by deductions related to manufacturing for both years and credits related to research and development for 2009. The change in the effective tax rate from the comparable period in the prior year was principally due to a higher proportion of non-deductible share-based compensation in 2010 versus 2009 relative to forecasted pre-tax income. There have been no other material changes to the Company's income tax position during the six months ended June 30, 2010.

Note 8 — Commitments and Contingencies

Operating Lease Obligations

The Company leases facilities under fixed non-cancelable operating leases that expire on various dates through July 2019. Future minimum lease payments consist of the following (in thousands):

	June 30, 2010
2010 (remaining six months)	$ 822
2011	1,558
2012	1,535
2013	1,570
2014	1,566
Thereafter	7,112
	$ 14,163

Product Warranty

The Company sells products with a limited warranty for a period ranging from one to six years. The Company accrues for warranty costs based on estimated product failure rates, historical activity and expectations of future costs. The Company periodically evaluates and adjusts the warranty costs to the extent actual warranty costs vary from the original estimates.

The following table summarizes the activity related to the product warranty liability during the three and six months ended June 30, 2010 and 2009 (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Balance, beginning of period	$ 708	$ 296	$ 605	$ 270
Warranty costs charged to cost of revenue	206	8	327	37
Utilization of warranty	(64)	(9)	(82)	(12)
Balance, end of period	$ 850	$ 295	$ 850	$ 295

Purchase Obligations

The Company enters into purchase order arrangements with its vendors. At June 30, 2010, there are open purchase orders for which the Company has not yet received the related goods or services. The majority of these purchase order arrangements are related to various key raw materials and components parts and are subject to change based on the Company's sales demand forecasts. The Company has the right to

cancel most of these arrangements prior to the date of delivery. At June 30, 2010, the Company had approximately $3.7 million of cancelable open purchase order arrangements related to materials and parts.

The Company has entered into supply agreements with certain vendors in order to manage the cost and availability of key raw materials. These agreements are subject to minimum annual purchase requirements and are generally noncancelable. Under these agreements, the Company has committed to raw materials minimum purchases of $8.0 million in fiscal year 2010 and $3.5 million in fiscal year 2011.

Guarantees

The Company enters into indemnification provisions under its agreements with other companies in the ordinary course of business, typically with customers. Under these provisions, the Company generally indemnifies and holds harmless the indemnified party for losses suffered or incurred by the indemnified party as a result of the Company's activities, generally limited to personal injury and property damage caused by the Company's employees at a customer's desalination plant in proportion to the employee's percentage of fault for the accident. Damages incurred for these indemnifications would be covered by the Company's general liability insurance to the extent provided by the policy limitations. The Company has not incurred material costs to defend lawsuits or settle claims related to these indemnification agreements. As a result, the estimated fair value of these agreements is not material. Accordingly, the Company has no liabilities recorded for these agreements as of June 30, 2010 and December 31, 2009.

In certain cases, the Company issues warranty and product performance guarantees to its customers for amounts ranging from 10% to 30% of the total sales agreement to endorse the execution of product delivery and the warranty of design work, fabrication and operating performance of the PX device. These guarantees are generally standby letters of credit and remain in place for periods ranging from 12 to 36 months which relate to the underlying product warranty period. The standby letters of credit are issued under the Company's credit facility or are collateralized by restricted cash, as follows (amounts in thousands):

	June 30, 2010	December 31, 2009
Standby letters of credit issued under credit facility	$ 6,570	$ 6,435
Standby letters of credit collateralized by restricted cash	3,929	4,779
	$ 10,499	$ 11,214

Employee Agreements

In August 2007, the Company entered into an agreement with a senior executive governing the terms of his employment. The agreement is in place for an indefinite period of time.

Litigation

The Company is not currently a party to any material litigation, and the Company is not aware of any pending or threatened litigation against it that the Company believes would adversely affect its business, operating results, financial condition or cash flows. However, in the future, the Company may be subject to legal proceedings in the ordinary course of business.

Note 9 — Business Segment and Geographic Information

The Company manufactures and sells high efficiency energy recovery products and related services and operates under one segment. The Company's chief operating decision maker is the chief executive officer ("CEO"). The CEO reviews financial information presented on a consolidated basis, accompanied by disaggregated information about revenue by geographic region for purposes of making operating decisions and assessing financial performance. Accordingly, the Company has concluded that it has one reportable segment.

The following geographic information includes net revenue to the Company's domestic and international customers based on the customers' requested delivery locations, except for certain cases in which the customer directed the Company to deliver the Company's products to a location that differs from the known ultimate location of use. In such cases, the ultimate location of use, rather than the delivery location, is reflected in the table below (in thousands, except percentages):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2010	2009	2010	2009
Domestic revenue	$ 1,118	$ 713	$ 2,310	$ 1,422
International revenue	12,186	8,376	23,609	20,313
Total revenue	$ 13,304	$ 9,089	$ 25,919	$ 21,735
Revenue by country:				
Australia	53%	*%	54%	8%
Italy	*	15	*	6
Israel	*	*	2	31
Algeria	—	57	*	24
Others	47	28	44	31
Total	100%	100%	100%	100%

* Less than 1%.

Approximately 99% of the Company's long-lived assets were located in the United States at June 30, 2010 and December 31, 2009.

Note 10 — Concentrations

Three customers, Thiess Degremont J.V. (a joint venture of Thiess Pty Ltd and Degremont S.A.), U.T.E. Desaladora Tenes, (a Befesa Agua entity), and Acciona Agua accounted for approximately 24%, 20% and 18%, respectively, of the Company's accounts receivable at June 30, 2010. As of December 31, 2009, two customers, Acciona Agua and Southern Seawater JV (a joint venture led by Valoriza Agua and Tecnicas Reunidas) accounted for approximately 27% and 13% of the Company's trade accounts receivable, respectively.

Revenue from customers representing 10% or more of net revenue varies from period to period. For the three months ended June 30, 2010, Thiess Degremont J.V. (a joint venture of Thiess Pty Ltd and Degremont S.A.) accounted for approximately 53% of the Company's net revenue. For the three months ended June 30, 2009, UTE Mostaganem, a consortium of Inima (Grupo OHL) and Aqualia (Grupo FCC), and PROTECNO, s.r.l. accounted for approximately 57% and 13% of the Company's net revenue. For the six months ended June 30, 2010, Thiess Degremont J.V. and Acciona Agua accounted for approximately 41% and 12% of the Company's net revenue, respectively. For the six months ended June 30, 2009, IDE Technologies, Ltd. and UTE Mostaganem accounted for approximately 39% and 26% of the Company's net revenue, respectively.

No other customer accounted for more than 10% of the Company's net revenue during any of these periods.

Note 11 — Fair Value Measurements

The Company follows the authoritative guidance for fair value measurements and disclosures, which among other things, defines fair value, establishes a consistent framework for measuring fair value and expands disclosure for each major asset and liability category measured at fair value on either a recurring or nonrecurring basis. Fair value is defined as an exit price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability.

The framework for measuring fair value provides a hierarchy that prioritizes the inputs to valuation techniques used in measuring fair value as follows

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable; and

Level 3 Unobservable inputs in which little or no market activity exists, therefore requiring an entity to develop its own assumptions about the assumptions that market participants would use in pricing.

Cash and restricted cash are measured at fair value on a recurring basis using market prices on active markets for identical securities (Level 1). The carrying amounts of accounts receivable, accounts payable and other accrued expenses approximate fair value because of the short maturity of those instruments.

Note 12 — Related Party Transactions

The Company entered into a supply agreement with Piedmont Pacific Corporation, a company owned by James Medanich, a former director of the Company. Purchases under this supply agreement amounted to $6,000 and $26,000 for the three and six months ended June 30, 2010, respectively, and $11,000 and $34,000 for the three and six months ended June 30, 2009, respectively. There were no outstanding payments due to this vendor as of June 30, 2010 and December 31, 2009. The Company believes that the transactions under the supply agreement were conducted as if consummated on an arm's-length basis between two independent parties.

In 2009, the Company entered into a consulting agreement with Darby Engineering, LLC (invoiced as Think Mechanical, LLC), a firm owned by Peter Darby, a former director of the Company. No expenses were incurred under this consulting agreement during the three and six months ended June 30, 2010. Expenses incurred under this consulting agreement during the three and six months ended June 30, 2009 totaled $7,000 and $38,000, respectively. There were no outstanding payments due to this vendor as of June 30, 2010 and December 31, 2009. The Company believes that the transactions under the consulting agreement were conducted as if consummated on an arm's-length basis between two independent parties.

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

This discussion contains forward-looking statements within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements in this report include, but are not limited to, statements about our expectations, objectives, anticipations, plans, hopes, beliefs, intentions or strategies regarding the future.

Forward-looking statements represent our current expectations about future events and are based on assumptions and involve risks and uncertainties. If the risks or uncertainties occur or the assumptions prove incorrect, then our results may differ materially from those set forth or implied by the forward-looking statements. Our forward-looking statements are not guarantees of future performance or events.

Forward-looking statements in this report include, without limitation, statements about the following:

- *our belief that our energy recovery devices make seawater reverse osmosis and other fluid processes in which our devices are used a more affordable means of production;*
- *our plan to enhance our existing energy recovery devices and to develop and manufacture new and enhanced versions of these devices;*
- *our belief that the ceramics components of our PX device are highly durable and corrosion-proof resulting in low life cycle maintenance costs and that our turbomachine devices have long operating lives;*
- *our objective of finding new applications for our technology outside of desalination and expanding and diversifying our product offerings;*
- *our plan to manufacture a portion of our ceramics components internally and reduce the cost of goods sold for our PX devices;*
- *our expectation that our expenditures for research and development will increase;*
- *our expectation that we will continue to rely on sales of our energy recovery devices for a substantial portion of our revenue and that the recent acquisition of Pump Engineering, LLC is anticipated to increase revenue derived from sales of energy recovery devices and pumps;*
- *our expectation that a significant portion of our annual sales will continue to occur during the fourth quarter;*
- *our belief that our current facilities will be adequate through 2010;*
- *our expectation that sales outside of the United States will remain a significant portion of our revenue;*
- *our expectation that future sales and marketing expense will increase;*
- *our belief that our existing cash balances and cash generated from our operations will be sufficient to meet our anticipated capital requirements for at least the next 12 months; and*
- *our expectation that, as we expand our international sales, a portion of our revenue could continue to be denominated in foreign currencies.*

All forward-looking statements included in this document are subject to additional risks and uncertainties further discussed under "Part II, Item 1A: Risk Factors" and are based on information available to us as of August 6, 2010. We assume no obligation to update any such forward-looking statements. It is important to note that our actual results could differ materially from the results set forth or implied by our forward-looking statements. The factors that could cause our actual results to differ from those included in such forward-looking statements are set forth under the heading "Part II, Item 1A: Risk Factors," and our results disclosed from time to time in our reports on Forms 10-K, 10-Q and 8-K and our Annual Reports to Stockholders.

The following should be read in conjunction with the condensed financial statements and related notes included in "Part I, Item 1: Financial Statements" of this quarterly report and the consolidated financial statements and related notes included in our Annual Report on Form 10-K as filed on March 15, 2010.

Overview

We are in the business of designing, developing and manufacturing energy recovery devices for seawater reverse osmosis desalination. Our company was founded in 1992 and we introduced the initial version of our energy recovery device, the PX, in early 1997. In December 2009, we acquired Pump Engineering, LLC, which manufactures centrifugal energy recovery devices, known as turbochargers, and high pressure and circulation pumps.

A majority of our net revenue has been generated by sales to large engineering, procurement and construction firms, which are involved with the design and construction of larger desalination plants. Sales to these firms often involve a long sales cycle, which can range from 6 to 16 months. A single large desalination project can generate an order for numerous energy recovery devices and generally represents an opportunity for significant revenue. We also sell our devices to original equipment manufacturers, or OEMs, which commission smaller desalination plants, order fewer energy recovery devices per plant and have shorter sales cycles.

Due to the fact that a single order for our energy recovery devices by a large engineering, procurement and construction firm for a particular plant may represent significant revenue, we often experience significant fluctuations in net revenue from quarter to quarter. In addition, our engineering, procurement and construction firm customers tend to order a significant amount of equipment for delivery in the fourth quarter and, as a consequence, a significant portion of our annual sales typically occurs during that quarter.

A limited number of our customers accounts for a substantial portion of our net revenue and accounts receivables. Revenue from customers representing 10% or more of total revenue varies from period to period. For the three and six months ended June 30, 2010, one customer accounted for approximately 53% and two customers accounted for approximately 53% of our net revenue, respectively. For the three and six months ended June 30, 2009, two customers accounted for approximately 70% and approximately 65% of our net revenue, respectively.

During the three and six months ended June 30, 2010 and 2009, most of our revenue was attributable to sales outside of the United States. We expect sales outside of the United States to remain a significant portion of our revenue for the foreseeable future.

Our revenue is principally derived from the sales of our energy recovery devices. We also derive revenue from the sale of our high pressure and circulation pumps, which we manufacture and sell in connection with our energy recovery devices for use in desalination plants. We also receive incidental revenue from the sale of spare parts and from services, such as product support, that we provide to our customers. The recent acquisition of Pump Engineering, LLC is anticipated to increase revenue derived from sales of energy recovery devices and pumps.

Our consolidated financial statements are prepared in accordance with generally accepted accounting principles in the United States, or GAAP. These accounting principles require us to make estimates and judgments that can affect the reported amounts of assets and liabilities as of the date of the consolidated financial statements as well as the reported amounts of revenue and expense during the periods presented. We believe that the estimates and judgments upon which we rely are reasonable based upon information available to us at the time that we make these estimates and judgments. To the extent there are material differences between these estimates and actual results, our consolidated financial results will be affected. The accounting policies that reflect our more significant estimates and judgments and which we believe are the most critical to aid in fully understanding and evaluating our reported financial results are revenue recognition, warranty costs, share-based compensation, inventory valuation, allowances for doubtful accounts and income taxes, and valuation of goodwill and other intangible assets.

Second Quarter of 2010 Compared to Second Quarter of 2009

Results of Operations

The following table sets forth certain data from our historical operating results as a percentage of revenue for the periods indicated (in thousands, except percentages):

	Three Months Ended June 30,					
	2010		2009		Change Increase /(Decrease)	
Results of Operations:*						
Net revenue	$ 13,304	100.0%	$ 9,089	100.0%	$ 4,215	46%
Cost of revenue	6,676	50.2%	3,291	36.2%	3,385	103%
Gross profit	6,628	49.8%	5,798	63.8%	830	14%
Operating expenses:						
General and administrative	4,339	32.6%	3,508	38.6%	831	24%
Sales and marketing	2,142	16.1%	1,651	18.2%	491	30%
Research and development	863	6.5%	826	9.1%	37	4%
Total operating expenses	7,344	55.2%	5,985	65.8%	1,359	23%
Income (loss) from operations	(716)	(5.4)%	(187)	(2.1)%	529	283%
Interest expense	(17)	(0.1)%	(10)	(0.1)%	7	70%
Other non-operating income (expense), net	(81)	(0.6)%	117	1.3%	(198)	(169)%
Income (loss) before provision for income taxes	(814)	(6.1)%	(80)	(0.9)%	734	918%
Provision for (benefit from) income taxes	(492)	(3.7)%	(9)	(0.1)%	483	5,367%
Net income (loss)	$ (322)	(2.4)%	$ (71)	(0.8)%	$ (251)	(354)%

* Percentages are subject to rounding.

Our net revenue increased $4.2 million for the three months ended June 30, 2010 compared to the three months ended June 30, 2009. The increase was primarily due to revenue generated from sales of turbochargers and high-pressure and circulation pumps by our recently acquired subsidiary, Pump Engineering, Inc. Additionally, an increase in sales of PX devices due to the timing of PX device shipments for large projects contributed to the increase in net revenue. The increase in net revenue was partially offset by a decrease in the average sales price of the PX devices and a decrease in service and other revenue.

For the three months ended June 30, 2010, the sales of PX devices and related products and services accounted for approximately 69% of our revenue and sales of turbochargers and pumps accounted for approximately 31%. For the three months ended June 30, 2009, the sales of PX devices and related products and services accounted for approximately 93% of our revenue and sales of pumps accounted for approximately 7%. Turbochargers were not part of our product offerings during the three months ended June 30, 2009.

The following geographic information includes net revenue from our domestic and international customers based on the customers' requested delivery locations, except for certain cases in which the customer directed us to deliver our products to a location that differs from the known ultimate location of use. In such cases, the ultimate location of use is reflected in the table below instead of the delivery location. The amounts below are in thousands, except percentage data.

	Three Months Ended June 30,	
	2010	2009
Domestic revenue	$ 1,118	$ 713
International revenue	12,186	8,376
Total revenue	$ 13,304	$ 9,089
Revenue by country:		
Australia	53%	*%
Italy	*	15
Algeria	—	57
Others	47	28
Total	100%	100%

* Less than 1%.

Gross *Profit*

Gross profit represents our net revenue less our cost of revenue. Our cost of revenue consists primarily of raw materials, personnel costs (including share-based compensation), manufacturing overhead, warranty costs, depreciation expense, excess and obsolete inventory expense, and manufactured components. The largest component of our cost of revenue is raw materials, primarily ceramic materials, which we obtain from multiple suppliers. For the three months ended June 30, 2010, gross profit as a percentage of net revenue was 49.8%. For the three months ended June 30, 2009, gross profit as a percentage of net revenue was 63.8%. The decrease in gross margin as a percentage of net revenue was largely due to a shift of product sales to turbochargers and high-pressure and circulation pumps as a result of our acquisition of Pump

Engineering, LLC in late 2009. The table below reflects the impact of product sales activities to our overall gross margin in the second quarter of 2010 (amounts in thousands):

	Three Months Ended June 30,					
	2010			2009		
	PX and Related Products and Services	Turbochargers and Pumps	Total	PX and Related Products and Services	Pumps (1)	Total
Net revenue	$ 9,154	$ 4,150	$ 13,304	$ 8,435	$ 654	$ 9,089
Cost of revenue	3,443	3,233	6,676	2,763	528	3,291
Gross margin	$ 5,711	$ 917	$ 6,628	$ 5,672	$ 126	$ 5,798
Gross margin %	62%	22%	50%	67%	19%	64%

(1) Turbochargers were not part of our product offerings during the three months ended June 30, 2009.

In addition to the shift in product sales, additional overhead costs related to our PX devices also served to negatively impact margins in the second quarter of 2010 over the comparable period in the prior year. The increased overhead costs were attributed largely to the underutilization of our newly expanded manufacturing facility. Additionally, with regard to the turbocharger and pump margins, the amortization of the inventory valuation step-up stemming from our acquisition of Pump Engineering, LLC served to negatively impact gross margin in the second quarter of 2010 over the comparable period in the prior year by $0.4 million.

Share-based compensation expense included in cost of revenue was $47,000 and $44,000 for the three months ended June 30, 2010 and June 30, 2009, respectively.

Future gross profit as a percentage of net revenue is highly dependent on the product and customer mix of our future sales. Accordingly, we are not able to predict our future gross profit percentages with certainty.

General and Administrative Expense

General and administrative expense increased by $831,000, or 24%, to $4.3 million for the three months ended June 30, 2010 from $3.5 million for the three months ended June 30, 2009. As a percentage of net revenue, general and administrative expense was 33% for the three months ended June 30, 2010 and 39% for the three months ended June 30, 2009. The increase of general and administrative expense was attributable primarily to the amortization of acquired intangible assets and an increase in headcount and facilities as a result of our acquisition of Pump Engineering, LLC in December 2009. General and administrative average headcount increased to 40 for the second quarter of 2010 from 34 for the second quarter of 2009.

Of the $831,000 net increase in general and administrative expense, increases of $677,000 related to amortization of intangible assets, $336,000 related to occupancy costs, $45,000 related to compensation and employee-related benefits, $77,000 related to local taxes and other administrative costs, and $100,000 related to costs associated with the settlement of an indemnification claim against Pump Engineering, LLC — the company acquired by us in December 2009 – and a third party. These increases in costs were offset in part by decreases of $302,000 related to changes in bad debt and other reserves, $92,000 related to professional and other services, and $10,000 related to credit risk insurance. Share-based compensation expense included in general and administrative expense was $483,000 for the three months ended June 30, 2010 and $461,000 for the three months ended June 30, 2009.

Sales and Marketing Expense

Sales and marketing expense increased by $491,000, or 30%, to $2.1 million for the three months ended June 30, 2010 from $1.7 million for the three months ended June 30, 2009. This increase was primarily related to an increase in sales and marketing average headcount as a result of the Pump Engineering acquisition in December 2009, the growth of our existing sales force during the second half of 2009, and higher commissions attributable to the increase in sales. Sales and marketing average headcount increased to 25 for the second quarter of 2010 from 21 for the second quarter of 2009. As a percentage of our net revenue, sales and marketing expense decreased to 16% for the three months ended June 30, 2010 compared to 18% for the three months ended June 30, 2009.

Of the $491,000 increase in sales and marketing expense for the three months ended June 30, 2010, $465,000 related to compensation, employee-related benefits and commissions to outside sales representatives, $22,000 related to other sales and marketing costs, and $4,000 related to occupancy costs. Share-based compensation expense included in sales and marketing expense was $133,000 for the three months ended June 30, 2010 and $150,000 for the three months ended June 30, 2009.

We expect that our future sales and marketing expense will increase as we continue to develop our sales and marketing operations.

Research and Development Expense

Research and development expense increased by $37,000, or 4%, to $863,000 for the three months ended June 30, 2010 from $826,000 for the three months ended June 30, 2009. Research and development expense as a percentage of our net revenue decreased from 9% for the three months ended June 30, 2009 to 7% for the three months ended June 30, 2010, as research and development expense did not vary significantly for those periods while revenue increased.

Average headcount in our research and development department increased to 16 for the second quarter of 2010 from 11 for the second quarter of 2009, primarily due to the acquisition of Pump Engineering, LLC in December 2009. Although the increase in average headcount contributed to an increase in employee-related expense in the current period compared to the same period last year, the increase was partially offset by a reduction in research and development consulting and direct project costs. Share-based compensation expense included in research and development expense was $48,000 for three months ended June 30, 2010 and $61,000 for the three months ended June 30, 2009.

Of the $37,000 net increase, increases of $158,000 related to compensation and employee-related benefits and $95,000 related to occupancy and other miscellaneous costs were partially offset by decreases of $118,000 related to research and development direct project costs and $98,000 related to consulting and professional service.

We anticipate that our research and development expenditures will increase in the future as we expand and diversify our product offerings and continue to increase our expertise in advanced ceramics.

Non-operating Expense, Net

Non-operating income (expense), net, changed unfavorably by $205,000 to $(98,000) net expense for the three months ended June 30, 2010 from $107,000 non-operating net income for the three months ended June 30, 2009. The change was primarily due to an unfavorable change of $177,000 related to net foreign currency gains and losses. Our foreign currency denominated contracts decreased and foreign currency rates changed unfavorably for the three months ended June 30, 2010 compared to the three months ended June 30, 2009. Additionally, interest income decreased $24,000 as a result of lower interest rates and lower cash balances during the second quarter of 2010 compared to the second quarter of 2009 and interest expense increased $7,000 as a result of additional capital leases and debt acquired in a business combination in December 2009. Other miscellaneous non-operating expenses decreased by $3,000 for the three months ended June 30, 2010 compared to the three months ended June 30, 2009.

Six Months Ended June 30, 2010 Compared to Six Months Ended June 30, 2009

Results of Operations

The following table sets forth certain data from our historical operating results as a percentage of revenue for the periods indicated (in thousands, except percentages):

	Six Months Ended June 30,					
	2010		2009		Change Increase /(Decrease)	
Results of Operations:*						
Net revenue	$ 25,919	100.0%	$ 21,735	100.0%	$ 4,184	19%
Cost of revenue	11,933	46.0%	7,864	36.2%	4,069	52%
Gross profit	13,986	54.0%	13,871	63.8%	115	1%
Operating expenses:						
General and administrative	8,755	33.8%	6,662	30.7%	2,093	31%
Sales and marketing	4,102	15.8%	3,161	14.5%	941	30%
Research and development	1,691	6.5%	1,630	7.5%	61	4%
Total operating expenses	14,548	56.1%	11,453	52.7%	3,095	27%
Income (loss) from operations	(562)	(2.2)%	2,418	(11.1)%	(2,980)	(123)%
Interest expense	(38)	(0.1)%	(24)	(0.1)%	14	58%
Other non-operating income (expense), net	(99)	(0.4)%	29	0.1%	(128)	(441)%
Income (loss) before provision for income taxes	(699)	(2.7)%	2,423	11.1%	(3,122)	(129)%
Provision for (benefit from) income taxes	(445)	(1.7)%	940	4.3%	(1,385)	(147)%
Net income (loss)	$ (254)	(1.0)%	$ 1,483	6.8%	$ (1,737)	(117)%

* Percentages are subject to rounding.

Our net revenue increased $4.2 million for the six months ended June 30, 2010 compared to the six months ended June 30, 2009. The increase was primarily due to net revenue generated from sales of turbochargers and high-pressure and circulation pumps by our recently acquired subsidiary, Pump Engineering, Inc. The increase in revenue was partially offset by a decrease in PX devices shipped during the first six months of 2010 when compared to the first six months of 2009 due to the timing of larger projects.

For the six months ended June 30, 2010, the sales of PX devices and related products and services accounted for approximately 75% of our revenue and sales of turbochargers and pumps accounted for approximately 25%. For the six months ended June 30, 2009, the sales of PX devices and related products and services accounted for approximately 95% of our revenue and sales of pumps accounted for approximately 5%. Turbochargers were not part of our product offerings during the six months ended June 30, 2009.

The following geographic information includes net revenue from our domestic and international customers based on the customers' requested delivery locations, except for certain cases in which the customer directed us to deliver our products to a location that differs from the known ultimate location of use. In such cases, the ultimate location of use is reflected in the table below instead of the delivery location. The amounts below are in thousands, except percentage data.

	Six Months Ended June 30,	
	2010	2009
Domestic revenue	$ 2,310	$ 1,422
International revenue	23,609	20,313
Total revenue	$ 25,919	$ 21,735
Revenue by country:		
Australia	54%	8%
Italy	*	6
Israel	2	31
Algeria	*	24
Others	44	31
Total	100%	100%

* Less than 1%.

Gross *Profit*

Gross profit represents our net revenue less our cost of revenue. Our cost of revenue consists primarily of raw materials, personnel costs (including share-based compensation), manufacturing overhead, warranty costs, depreciation expense, excess and obsolete inventory expense, and manufactured components. The largest component of our cost of revenue is raw materials, primarily ceramic materials, which we obtain from multiple suppliers. For the six months ended June 30, 2010, gross profit as a percentage of net revenue was 54.0%. For the six months ended June 30, 2009, gross profit as a percentage of net revenue was 63.8%. The decrease in gross margin as a percentage of net revenue was largely due to a shift of product sales to turbochargers and high-pressure and circulation pumps as a result of our acquisition of Pump Engineering, LLC. in late 2009. The table below reflects the impact of product sales activities to our overall gross margin in the first six months of 2010 (amounts in thousands):

	Six Months Ended June 30,					
	2010			2009		
	PX and Related Products and Services	Turbochargers and Pumps	Total	PX and Related Products and Services	Pumps (1)	Total
Net revenue	$ 19,532	$ 6,387	$ 25,919	$ 20,677	$ 1,058	$ 21,735
Cost of revenue	7,145	4,788	11,933	7,032	832	7,864
Gross margin	$ 12,387	$ 1,599	$ 13,986	$ 13,645	$ 226	$ 13,871
Gross margin %	63%	25%	54%	66%	21%	64%

(1) Turbochargers were not part of our product offerings during the six months ended June 30, 2009.

In addition to the shift in product sales, additional overhead costs related to our PX devices also served to negatively impact margins in the six months ended June 30, 2010 as compared to the six months ended June 30, 2009. The increased overhead costs were attributed largely to the underutilization of our newly expanded manufacturing facility. Additionally, the amortization of the inventory valuation step-up stemming from our acquisition of Pump Engineering, LLC served to negatively impact gross margin in the first six months of 2010 over the comparable period in the prior year by $0.8 million.

Share-based compensation expense included in cost of revenue was $95,000 and $68,000 for the six months ended June 30, 2010 and June 30, 2009, respectively.

Future gross profit as a percentage of net revenue is highly dependent on the product and customer mix of our future sales. Accordingly, we are not able to predict our future gross profit percentages with certainty.

General and Administrative Expense

General and administrative expense increased by $2.1 million, or 31%, to $8.8 million for the six months ended June 30, 2010 from $6.7 million for the six months ended June 30, 2009. As a percentage of net revenue, general and administrative expense was 34% for the six months ended June 30, 2010 and 31% for the six months ended June 30, 2009. The increase of general and administrative expense was attributable primarily to the amortization of acquired intangible assets and an increase in headcount and facilities as a result of our acquisition of Pump Engineering, LLC in December 2009. General and administrative average headcount increased to 40 for the first six months of 2010 from 34 for the first six months of 2009.

Of the $2.1 million increase in general and administrative expense, increases of $1.4 million related to amortization of intangible assets, $230,000 related to compensation and employee-related benefits, $785,000 related to occupancy costs, $171,000 related to local taxes, credit risk insurance and other administrative costs, and $100,000 related to costs associated with the settlement of an indemnification claim against Pump Engineering, LLC — the company acquired by us in December 2009 — and a third party. These increases in costs were offset in part by a decrease in bad debt and other reserve expense of $333,000, a decrease of $124,000 related to Value Added Taxes (VAT) and a decrease in professional service fees of $91,000. Share-based compensation expense included in general and administrative expense was $895,000 for the six months ended June 30, 2010 and $553,000 for the six months ended June 30, 2009.

Sales and Marketing Expense

Sales and marketing expense increased by $941,000, or 30%, to $4.1 million for the six months ended June 30, 2010 from $3.2 million for the six months ended June 30, 2009. This increase was primarily related to an increase in sales and marketing average headcount as a result of the Pump Engineering acquisition in December 2009 and growth of our existing sales force during the second half of 2009. Sales and marketing average headcount increased to 26 for the first six months of 2010 from 21 for the first six months of 2009. As a percentage of our net revenue, sales and marketing expense was 16% for the six months ended June 30, 2010 and 15% for the six months ended June 30, 2009.

Of the $941,000 net increase in sales and marketing expense for the six months ended June 30, 2010, $870,000 related to compensation, employee-related benefits and commissions to outside sales representatives and $82,000 related to other sales and marketing costs. The increases were partially offset by a decrease of $11,000 related to occupancy costs. Share-based compensation expense included in sales and marketing expense was $261,000 for the six months ended June 30, 2010 and $210,000 for the six months ended June 30, 2009.

We expect that our future sales and marketing expense will increase in absolute dollars as we continue to develop our sales and marketing operations.

Research and Development Expense

Research and development expense increased by $61,000, or 4%, to $1.7 million for the six months ended June 30, 2010 from $1.6 million for the six months ended June 30, 2009. Research and development expense as a percentage of our net revenue decreased from 8% for the six months ended June 30, 2009 to 7% for the six months ended June 30, 2010, as research and development expense and net revenue did not vary significantly for those periods while revenue increased.

Average headcount in our research and development department increased to 16 for the first six months of 2010 from 10 for the first six months of 2009, primarily due to the acquisition of Pump Engineering, LLC in December 2009. Although the increase in average headcount contributed to an increase in employee-related expense in the current period compared to the same period last year, the increase was partially offset by a reduction in research and development consulting and direct project costs. Share-based compensation expense included in research and development expense was $57,000 for six months ended June 30, 2010 and $80,000 for the six months ended June 30, 2009.

Of the $61,000 increase, increases of $223,000 related to compensation and employee-related benefits and $195,000 related to occupancy and other miscellaneous costs were partially offset by decreases of $199,000 related to research and development direct project costs and $158,000 related to consulting and professional service.

We anticipate that our research and development expenditures will increase in the future as we expand and diversify our product offerings and continue to increase our expertise in advanced ceramics.

Non-operating Expense, Net

Non-operating income (expense), net, changed unfavorably by $142,000 to $(137,000) net expense for the six months ended June 30, 2010 from $5,000 non-operating net income for the six months ended June 30, 2009. The decrease was primarily due to unfavorable changes of $64,000 related to net foreign currency losses and other expense and $64,000 related to interest income. Our foreign currency denominated contracts decreased and foreign currency rates changed unfavorably for the six months ended June 30, 2010 compared to the six months ended June 30, 2009. Interest income decreased as a result of lower interest rates and lower cash balances during the first six months of 2010 compared to the first six months of 2009. Additionally, interest expense increased $14,000 period over period as a result of additional capital leases and debt acquired in a business combination in December 2009.

Liquidity and Capital Resources

Overview

Our primary source of cash historically has been proceeds from the issuance of common stock, customer payments for our products and services and borrowings under our credit facility. From January 1, 2005 through June 30, 2010, we issued common stock for aggregate net proceeds of $83.7 million, excluding common stock issued in exchange for promissory notes. The proceeds from the sales of common stock have been used to fund our operations and capital expenditures.

As of June 30, 2010, our principal sources of liquidity consisted of cash and cash equivalents of $52.1 million, which are invested primarily in money market funds, and accounts receivable of $14.9 million.

Under a loan and security agreement with a financial institution, amended in May 2010, we are allowed to draw advances up to $10.0 million on a revolving line of credit or utilize up to $15.9 million as collateral for irrevocable standby letters of credit, provided that the aggregate of the outstanding advances and collateral do not exceed the total available credit line of $16.0 million. Advances under the revolving line of credit incur interest based on either a prime rate index or LIBOR plus 1.375%. As of June 30, 2010, there were no advances drawn under this line of credit. The amended agreement expires in May 2012 and is collateralized by substantially all of the company’s assets. As of June 30, 2010, we were in compliance with all financial and administrative covenants under this agreement.

During the periods presented, we provided certain customers with irrevocable standby letters of credit to secure our obligations for the delivery of products, performance guarantees and warranty commitments in accordance with sales arrangements. Some of these letters of credit were issued under our revolving line of credit. The letters of credit generally terminate within 12 to 36 months from issuance. As of June 30, 2010, the amounts outstanding on irrevocable letters of credit collateralized under our credit agreement totaled approximately $6.6 million.

Cash Flows from Operating Activities

Net cash (used in) provided by operating activities was $(1.5) million and $8.4 million for the six months ended June 30, 2010 and 2009, respectively. For the six months ended June 30, 2010, net loss of $(0.3) million was adjusted to $4.5 million by non-cash items totaling $4.8 million. For the six months ended June 30, 2009, net income of $1.5 million was adjusted to $2.7 million by non-cash items totaling $1.2 million. Non-cash items primarily include depreciation, amortization, unrealized gains and losses on foreign exchange, share-based compensation, provisions for doubtful accounts and warranty reserves, adjustments for excess and obsolete inventory, and changes in

acquisition valuation allowances. Changes in assets and liabilities created a net cash outflow effect of approximately $(6.0) million for the six months ended June 30, 2010 and a net cash inflow effect of approximately $5.7 million for the six months ended June 30, 2009. Net changes in assets and liabilities are primarily attributable to changes in inventory as a result of the timing of order processing and product shipments, changes in accounts receivable and unbilled receivables as a result of timing of invoices and collections for large projects, and changes in prepaid expenses and accrued liabilities as a result of the timing of payments to employees, vendors and other third parties.

Cash Flows from Investing Activities

Cash flows used in investing activities primarily relate to capital expenditures to support our growth, as well as increases in our restricted cash used to collateralize our letters of credit.

Net cash (used in) investing activities was $(5.6) million and $(8.4) million for the six months ended June 30, 2010 and 2009, respectively. The decrease of $2.8 million in net cash used for the six months ended June 30, 2010 compared to the six months ended June 30, 2009 was primarily due to the release of approximately $1.0 million in restricted cash that had been used to collateralize standby letters of credit and an equipment loan during the current period compared to a net increase in restricted cash of $5.5 million during the prior period. The favorable variance was partially offset by an increase of $3.6 million in cash used for capital expenditures to support seismic upgrades and the build-out of ceramics manufacturing capabilities at our primary manufacturing facility during the first six months of 2010 compared to the first six months of 2009.

Cash Flows from Financing Activities

Net cash provided by financing activities was $136,000 and $321,000 for the six months ended June 30, 2010 and 2009, respectively. The $185,000 decrease in net cash flows from financing activities is due to an increase of $171,000 in debt and capital lease payments — a result of assuming additional notes payable and capital leases in a December 2009 business combination — and a decrease of $157,000 in repayments of promissory notes by stockholders for the current period compared to the prior period. The decrease in cash flows provided by financing activities is slightly offset by $112,000 related to stock option and warrant exercises period over period and by excess tax benefits related to share-based compensation arrangements of $31,000.

Liquidity and Capital Resource Requirements

We believe that our existing cash balances and cash generated from our operations will be sufficient to meet our anticipated capital requirements for at least the next twelve months. However, we may need to raise additional capital or incur additional indebtedness to continue to fund our operations in the future. Our future capital requirements will depend on many factors, including our rate of revenue growth, if any, the expansion of our sales and marketing and research and development activities, the timing and extent of our expansion into new geographic territories, the timing of introductions of new products and the continuing market acceptance of our products. We may enter into potential material investments in, or acquisitions of, complementary businesses, services or technologies, in the future, which could also require us to seek additional equity or debt financing. Additional funds may not be available on terms favorable to us or at all.

Contractual Obligations

We lease facilities under fixed non-cancelable operating leases that expire on various dates through 2019. The total of the future minimum lease payments under these leases as of June 30, 2010 is $14.2 million. For additional information, see Note 8 — “Commitments and Contingencies” to the unaudited Condensed Consolidated Financial Statements.

We have entered into purchase commitments with multiple vendors for seismic upgrades and the build-out of a ceramics facility at one of our manufacturing facilities. Amounts remaining under these purchase commitments total approximately $1.5 million as of June 30, 2010.

In the course of our normal operations, we also entered into purchase commitments with our suppliers for various key raw materials and components parts. The purchase commitments covered by these arrangements are subject to change based on our sales forecasts for future deliveries. As of June 30, 2010, these open purchase orders totaled approximately $3.7 million.

We have agreements with guarantees or indemnity provisions that we have entered into with customers and others in the ordinary course of business. Based on our historical experience and information known to us as of June 30, 2010, we believe that our exposure related to these guarantees and indemnities as of June 30, 2010 was not material.

Off-Balance Sheet Arrangements

During the periods presented, we did not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purpose.

Recent Accounting Pronouncements

See Note 1 — "The Company and Summary of Significant Accounting Policies" to the condensed consolidated financial statements regarding the impact of certain recent accounting pronouncements on our condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosure About Market Risk

The information in this section should be read in connection with the information on financial market risk related to changes in non-U.S. currency exchange rates and interest rates in Part II, Item 7A, "Quantitative and Qualitative Disclosure About Market Risk," in our Annual Report on Form 10-K for the year ended December 31, 2009.

Foreign Currency Risk

Currently, the majority of our revenue contracts have been denominated in United States dollars. In some circumstances, we have priced certain international sales in Euros.

As we expand our international sales, we expect that a portion of our revenue could continue to be denominated in foreign currencies. As a result, our cash and cash equivalents and operating results could be increasingly affected by changes in exchange rates. Our international sales and marketing operations incur expense that is denominated in foreign currencies. This expense could be materially affected by currency fluctuations. Our exposures are primarily due to fluctuations in exchange rates for the United States dollar versus the Euro. Changes in currency exchange rates could adversely affect our consolidated operating results or financial position. Additionally, our international sales and marketing operations maintain cash balances denominated in foreign currencies. In order to decrease the inherent risk associated with translation of foreign cash balances into our reporting currency, we have not maintained excess cash balances in foreign currencies. We have not hedged our exposure to changes in foreign currency exchange rates because expenses in foreign currencies have been insignificant to date, and exchange rate fluctuations have had little impact on our operating results and cash flows.

Interest Rate Risk

At June 30, 2010, we had cash and cash equivalents totaling $62.0 million, including restricted cash of $9.9 million. These amounts were invested primarily in a money market fund backed by U.S. Treasury securities. The unrestricted cash and cash equivalents are held for working capital purposes, capital expenditures and possible future acquisitions. We do not enter into investments for trading or speculative purposes. We believe that we do not have any material exposure to changes in the fair value as a result of changes in interest rates due to the short term nature of our cash and cash equivalents. Declines in interest rates, however, would reduce future interest income.

Concentration of Credit Rate Risk

The market risk inherent in our financial instruments and in our financial position represents the potential loss arising from disruptions caused by recent financial market conditions. Currently, our cash and cash equivalents are primarily deposited in a money market fund backed by U.S. Treasury securities; however, substantially all of our cash and cash equivalents are in excess of federally insured limits at a very limited number of financial institutions. This represents a high concentration of credit risk.

Item 4. Controls and Procedures.

(a) *Evaluation of disclosure controls and procedures.* Under the supervision and with the participation of our management, including the President and Chief Executive Officer and the Chief Financial Officer, we have evaluated the effectiveness of our disclosure controls and procedures as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934 as of the end of the period covered by this report.

Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer have concluded that these disclosure controls and procedures are effective.

(b) *Changes in internal controls.* There were no changes in our internal control over financial reporting during the quarter ended June 30, 2010 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Part II — OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently a party to any material litigation, and we are not aware of any pending or threatened litigation against us that we believe would adversely affect our business, operating results, financial condition or cash flows. However, in the future, we may be subject to legal proceedings in the ordinary course of business.

Item 1A. Risk Factors

Almost all of our revenue is derived from sales of energy recovery devices and pumps used in reverse osmosis desalination; a decline in demand for desalination or the reverse osmosis method of desalination will reduce demand for our products and will cause our sales and revenue to decline.

Our isobaric and turbine energy recovery devices have historically accounted for a high percentage of our revenue. We expect that the revenue from these products will continue to account for most of our revenue in the foreseeable future. Any factors adversely affecting the demand for desalination, including changes in weather patterns, increased precipitation in areas of high human population density, new technology for producing fresh water, increased water conservation or reuse, political changes, changes in the global economy, or changes in industry or local regulations, would reduce the demand for our energy recovery products and services and would cause a significant decline in our revenue. Similarly, any factors adversely affecting the demand for energy recovery products in reverse osmosis desalination, including, new energy technology or reduced energy costs, new methods of desalination that reduce pressure and energy requirements, improvements in membrane technology would reduce the demand for our energy recovery devices and would cause a significant decline in our revenue. Some of the factors that may affect sales of our PX device may be out of our control.

We depend on the construction of new desalination plants for revenue, and as a result, our operating results have experienced, and may continue to experience, significant variability due to volatility in capital spending, availability of project financing, and other factors affecting the water desalination industry.

We derive substantially all of our revenue from sales of products and services used in desalination plants for municipalities, hotels, resorts and agricultural operations in dry or drought-ridden regions of the world. The demand for our products may decrease if the construction of desalination plants declines, especially in these regions. Other factors that could affect the number and capacity of desalination plants built or the timing of their completion include: the availability of required engineering and design resources, the current weak global economy, shortage in the supply of credit and other forms of financing, changes in government regulations, permitting requirements or priorities, or reduced capital spending for desalination. Each of these factors could result in reduced or uneven demand for our products. Pronounced variability or delays in the construction of desalination plants or reductions in spending for desalination could negatively impact our sales and revenue and make it difficult for us to accurately forecast our future sales and revenue, which could lead to increased spending by us unmatched by equivalent or higher revenue.

Our revenue and growth model depend upon the continued viability and growth of the seawater reverse osmosis desalination industry using current technology.

If there is a downturn in the seawater reverse osmosis desalination industry, our sales would be directly and adversely impacted. Changes in seawater reverse osmosis desalination technology could also reduce the demand for our devices. For example, a reduction in the operating pressure used in seawater reverse osmosis desalination plants could reduce the need for, and viability of, our energy recovery devices. Membrane manufacturers are actively working on lower pressure membranes for seawater reverse osmosis desalination that could potentially be used on a large scale to desalinate seawater at a much lower pressure than is currently necessary. Engineers are also evaluating the possibility of diluting seawater prior to reverse osmosis desalination to reduce the required membrane pressure. Similarly, an increase in the membrane recovery rate would reduce the number of energy recovery devices required and would reduce the demand for our product. A significant reduction in the cost of power may reduce demand for our product or favor a less expensive product from a competitor.

Any of these changes would adversely impact our revenue and growth. Water shortages and demand for desalination can also be adversely affected by water conservation and water reuse initiatives.

New planned seawater reverse osmosis projects can be cancelled and/or delayed, and cancellations and/or delays may negatively impact our revenue.

Planned seawater reverse osmosis desalination projects can be cancelled or postponed due to delays in, or failure to obtain, approval, financing or permitting for plant construction because of political factors, adverse and increasingly uncertain financial conditions or other factors, especially in countries with political unrest. Even though we may have a signed contract to provide a certain number of energy recovery devices by a certain date, we may delay shipments at the request of customers. Such shipping delays negatively impact our results of operations and revenue. As a result of these factors, we have experienced and may in the future experience significant variability in our revenue, on both an annual and a quarterly basis.

We rely on a limited number of engineering, procurement and construction firms for a large portion of our revenue. If these customers delay or cancel their commitments, do not purchase our products in connection with future projects, or are unable to attract and retain sufficient qualified engineers to support their growth, our revenue could significantly decrease, which would adversely affect our financial condition and future growth.

There are a limited number of large engineering, procurement and construction firms in the desalination industry and these customers account for a substantial portion of our net revenue. One or more of these customers represents 10% or more of our total revenue each year and the customers in this category vary from year to year. See Note 10 — "Concentrations" to the unaudited condensed consolidated financial statements regarding the impact of customer concentrations on our condensed consolidated financial statements. Since we do not have long-term contracts with these large customers but sell to them on a purchase order or project basis, these orders may be postponed or delayed on short or no notice. If any of these customers reduces or delays its purchases, cancels a project, decides not to specify our products for future projects, fails to attract and retain qualified engineers and other staff, fails to pay amounts due us, experiences financial difficulties or reduced demand for its services, we may not be able to replace that lost business and our projected revenue may significantly decrease, which will adversely affect our financial condition and future growth.

We face competition from a number of companies that offer competing energy recovery and pump solutions. If any of these companies produce superior technology or offer more cost-effective products, our competitive position in the market could be harmed and our profits may decline.

The market for energy recovery devices and pumps for desalination plants is competitive and evolving. We expect competition, especially competition on price and warranty terms, to persist and intensify as the desalination market grows, and new competitors may enter the market. Some of our current and potential competitors may have significantly greater financial, technical, marketing and other resources than we do, longer operating histories or greater name recognition. They may also be able to devote greater resources to the development, promotion, sale and support of their products and respond more quickly to new technology. These companies may also have more extensive customer bases, broader customer relationships across product lines, or long-standing or exclusive relationships with our current or potential customers. They may also have more extensive products and product lines that would enable them to offer multi-product or packaged solutions or competing products at lower prices or with other more favorable terms and conditions. As a result, our ability to penetrate the market or sustain our market share may be adversely impacted, which would affect our business, operating results and financial condition. In addition, if another one of our competitors were to merge or partner with another company, the change in the competitive landscape could adversely affect our continuing ability to compete effectively.

Global economic conditions and the current crisis in the financial markets could have an adverse effect on our business and results of operations.

Current economic conditions may continue to negatively impact our business and make forecasting future operating results more difficult and uncertain. A weak global economy may cause our customers to delay product orders or shipments, or delay or cancel planned or new desalination projects, including retrofits, which would reduce our revenue. Turmoil in the financial and credit markets may also make it difficult for our customers to obtain needed project financing, resulting in lower sales. Negative economic conditions may also affect our suppliers, which could impede their ability to remain in business and supply us with parts, resulting in delays in the availability or shipment of our products. In addition, most of our cash and cash equivalents are currently invested in money market funds backed by United States Treasury securities. Given the current weak global economy and the instability of financial institutions, we cannot be assured that we will not experience losses on our deposits, which would adversely affect our financial condition. If current economic conditions persist or worsen and negatively impact the desalination industry, our business, financial condition or results of operations could be materially and adversely affected.

Our operating results may fluctuate significantly, which makes our future operating results difficult to predict and could cause our operating results to fall below expectations or our guidance.

Our operating results may fluctuate due to a variety of factors, many of which are outside of our control. Since a single order for our energy recovery devices may represent significant revenue, we have experienced significant fluctuations in revenue from quarter to quarter and we expect such fluctuations to continue. As a result, comparing our operating results on a period-to-period basis may not be meaningful. You should not rely on our past results as an indication of our future performance. If our revenue or operating results fall below the expectations of investors or securities analysts or below any guidance we may provide to the market, the price of our common stock would likely decline substantially.

In addition, factors that may affect our operating results include, among others:

- fluctuations in demand, sales cycles and pricing levels for our products and services;
- the cyclical nature of equipment purchasing for planned reverse osmosis desalination plants, which typically results in increased product shipments in the fourth quarter;
- changes in customers' budgets for desalination plants and the timing of their purchasing decisions;
- adverse changes in the local or global financing conditions facing our customers;
- delays or postponements in the construction of desalination plants;
- our ability to develop, introduce and timely ship new products and product enhancements that meet customer demand and contractual and technical requirements, including scheduled delivery dates, performance tests and product certifications;
- the ability of our customers to obtain other key plant components such as high pressure pumps or membranes;
- our ability to implement scalable internal systems for reporting, order processing, product delivery, purchasing, billing and general accounting, among other functions;
- our ability to maintain efficient factory throughput in our new facility and minimize overhead;
- unpredictability of governmental regulations and political decision-making as to the approval or building of a desalination plant;
- our ability to control costs, including our operating expenses;
- our ability to purchase key components, including ceramics, from third party suppliers;
- our ability to compete against other companies that offer energy recovery solutions;
- our ability to attract and retain highly skilled employees, particularly those with relevant industry experience; and
- general economic conditions in our domestic and international markets, including conditions that affect the valuation of the U.S. dollar against other currencies.

If we are unable to collect unbilled receivables, our operating results will be adversely affected.

Our contracts with large engineering, procurement and construction firms generally contain holdback provisions that delay final installment payments up to 24 months after the product has been shipped and revenue has been recognized. Typically, between 10 and 20%, and in some instances up to 30% of the revenue we receive pursuant to our customer contracts is subject to such holdback provisions and are accounted for as unbilled receivables until we deliver invoices for payment. Such holdbacks can result in relatively high current and non-current unbilled receivables. If we are unable to invoice and collect these performance holdbacks or if our customers fail to make these payments when due under the sales contracts, our results of operations will be adversely affected.

If we lose key personnel upon whom we are dependent, we may not be able to execute our strategies. Our ability to increase our revenue will depend on hiring highly skilled professionals with industry-specific experience, particularly given the unique and complex nature of our devices.

Given the specialized nature of our business, we must hire highly skilled professionals for certain positions with industry-specific experience. Given the relative recent growth in the reverse osmosis desalination industry, the supply of qualified candidates for certain positions is limited. Our ability to grow depends on recruiting and retaining skilled employees with relevant experience, competing with larger, often better known companies and offering competitive total compensation packages. Our failure to retain existing or attract future talented and experienced key personnel could harm our business.

The success of our business depends in part on our ability to enhance and scale our existing products for desalination, find new applications for our technology outside of desalination and diversify our product offerings by developing or acquiring new technology.

Our future success depends in part on our ability to enhance and scale existing products for desalination, to find new applications for existing products and services and to develop or acquire new products and services for new markets. While new or enhanced products and services have the potential to meet specified needs of new or existing markets, their pricing may not meet customer expectations and they may not compete favorably with products and services of current or potential competitors. The release of new products may also be delayed if the products do not meet specifications, performance test requirements or quality standards or perform as expected in a production environment. Product designs also may not scale as expected. We may have difficulty finding new markets for our existing technology or developing or acquiring new products for new markets. Potential markets may not accept or be slow to adopt our products and services and may be costly to penetrate. In addition, we may not be able to offer our products and services at prices that meet customer expectations without increasing our costs and eroding our margins. If we are unable to develop competitive new products and open new cost-effective markets, our business and results of operations will be adversely affected.

Our plans to manufacture a portion of our ceramic components may prove to be more costly or less reliable than outsourcing.

We currently outsource the production of our ceramic components to a limited number of ceramic vendors. To diversify our supply of ceramics and retain more control over our intellectual property, we are continuing our efforts to develop a portion of our ceramic needs in house. If we are less efficient at producing our ceramic components or are unable to achieve required yields that are equal to or greater than the vendors to which we outsource, then our cost of revenue may be adversely affected. If we are unable to complete our new ceramics manufacturing plant on schedule, unable to begin the production of our ceramics parts on schedule, unable to manufacture these parts in-house efficiently and/or another of our ceramics suppliers goes out of business, we may be exposed to increased risk of supply chain disruption and capacity shortages and our business and financial results, including our cost of goods sold and margins may be adversely affected. During the ramp-up phase of bringing our ceramics facility on line, we expect our cost of goods sold to be negatively affected until we optimize production throughput.

The durable nature of the PX device may reduce or delay potential aftermarket revenue opportunities.

Our PX devices utilize ceramic components that have to date demonstrated high durability, high corrosion resistance and long life in seawater reverse osmosis desalination applications. Because most of our PX devices have been installed for a limited number of years, it is difficult to accurately predict their performance or endurance over a longer period of time. In the event that our products are more durable than expected, our opportunity for aftermarket revenue may be deferred.

Our sales cycle can be long and unpredictable, and our sales efforts require considerable time and expense. As a result, our sales are difficult to predict and may vary substantially from quarter to quarter, which may cause our operating results to fluctuate.

Our sales efforts involve substantial education of our current and prospective customers about the use and benefits of our energy recovery products. This education process can be time consuming and typically involves a significant product evaluation process. While the sales cycle for our OEM customers, which are involved with smaller desalination plants, averages one to three months, the average sales cycle for our international engineering, procurement and construction firm customers, which are involved with larger desalination plants, ranges from nine to 16 months and has, in some cases, extended up to 24 months. In addition, these customers generally must make a significant commitment of resources to test and evaluate our technologies. As a result, our sales process involving these customers is often subject to delays associated with lengthy approval processes that typically accompany the design, testing and adoption of new, technologically complex products. This long sales cycle makes quarter-by-quarter revenue predictions difficult and results in our investing significant resources well in advance of orders for our products.

Since a significant portion of our annual sales typically occurs during the fourth quarter, any delays could affect our fourth quarter and annual revenue and operating results.

A significant portion of our annual sales typically occurs during the fourth quarter, which we believe generally reflects engineering, procurement and construction firm customer buying patterns. Any delays or cancellation of expected sales during the fourth quarter would reduce our quarterly and annual revenue from what we anticipated. Such a reduction might cause our quarterly and annual revenue or quarterly and annual operating results to fall below the expectations of investors and securities analysts or below any guidance we may provide to the market, causing the price of our common stock to decline.

We depend on a limited number of vendors for our supply of ceramics, which is a key component of our PX products. If any of our ceramics vendors cancels its commitments or is unable to meet our demand and/or requirements, our business could be harmed.

We rely on a limited number of vendors to produce the ceramics used in our PX products. If any of our ceramic suppliers were to have financial difficulties, cancel or materially change their commitments with us or fail to meet the quality or delivery requirements needed to satisfy customer orders for our products, we could lose customer orders, be unable to develop or sell our products cost-effectively or on a timely basis, if at all, and have significantly decreased revenue, which would harm our business, operating results and financial condition.

We depend on a limited number of suppliers for some of our components. If our suppliers are not able to meet our demand and/or requirements, our business could be harmed.

We rely on a limited number of suppliers to produce vessel housings and stainless steel castings for our PX devices and castings for our PEI turbochargers and pumps. Our reliance on a limited number of manufacturers for these parts involves a number of significant risks, including reduced control over delivery schedules, quality assurance, manufacturing yields, production costs and lack of guaranteed production capacity or product supply. We do not have long term supply agreements with these suppliers and instead secure manufacturing availability on a purchase order basis. Our suppliers have no obligation to supply products to us for any specific period, in any specific quantity or at any specific price, except as set forth in a particular purchase order. Our requirements represent a small portion of the total production capacities of these suppliers and our suppliers may reallocate capacity to other customers, even during periods of high demand for our products. We have in the past experienced and may in the future experience quality control issues and delivery delays with our suppliers due to factors such as high industry demand or the inability of our vendors to consistently meet our quality or delivery requirements. If our suppliers were to cancel or materially change their commitments with us or fail to meet quality or delivery requirements needed to satisfy customer orders for our products, we could lose time-sensitive customer orders, be unable to develop or sell our products cost-effectively or on a timely basis, if at all, and have significantly decreased revenue, which would harm our business, operating results and financial condition. We may qualify additional suppliers in the future which would require time and resources. If we do not qualify additional suppliers, we may be exposed to increased risk of capacity shortages due to our complete dependence on our current supplier.

We are subject to risks related to product defects, which could lead to warranty claims in excess of our warranty provisions or result in a significant or a large number of warranty or other claims in any given year.

We provide a warranty for our PX and PEI brand products for a period of one to two years and provide up to a 6 year warranty for the ceramic components of our PX brand products. We test our products in our manufacturing facilities through a variety of means. However, there can be no assurance that our testing will reveal latent defects in our products, which may not become apparent until after the products have been sold into the market, or will replicate the harsh, corrosive and varied conditions of the desalination plants and other plants in which they are installed. In addition, certain components of our PEI turbochargers and pumps are custom-made and may not scale or perform as required in production environments. Accordingly, there is a risk that we may have warranty claims or breach supply agreements due to product defects. We may incur additional operating expenses if our warranty provisions do not reflect the actual cost of resolving issues related to defects in our products. If these additional expenses are significant, they could adversely affect our business, financial condition and results of operations. While the number of warranty claims has not been significant to date, we have only offered up to a six year warranty on the ceramic components of our PX products in new sales agreements executed after August 7, 2007, and we have only offered PEI products since December 2009 when we acquired Pump Engineering, LLC. Accordingly, we cannot quantify the error rate of our PEI products and the ceramic components of our PX products with statistical accuracy and cannot assure that a large number of warranty claims will not be filed in a given year. As a result, our operating expenses may increase if a significant or large number of warranty or other claims are filed in any specific year, particularly towards the end of any given warranty period.

If we are unable to protect our technology or enforce our intellectual property rights, our competitive position could be harmed and we could be required to incur significant expenses to enforce our rights.

Our competitive position depends on our ability to establish and maintain proprietary rights in our technology and to protect our technology from copying by others. We rely on trade secret, patent, copyright and trademark laws and confidentiality agreements with employees and third parties, all of which may offer only limited protection. We hold a limited number of United States patents and patents outside the U.S. that are counterparts to several of the U.S. patents and when their terms expire, we could become more vulnerable to increased competition. We do not hold issued patents in many of the countries into which we sell our products though we do have pending applications in countries where we have substantial sales activity. Accordingly, the protection of our intellectual property in some of those countries may be limited. We also do not know whether any of our pending patent applications will result in the issuance of patents or whether the examination process will require us to narrow our claims, and even if patents are issued, they may be contested, circumvented or invalidated. Moreover, while we believe our remaining issued patents are essential to the protection of our technology, the rights granted under any of our issued patents or patents that may be issued in the future may not provide us with proprietary protection or competitive advantages, and, as with any technology, competitors may be able to develop similar or superior technologies to our own now or in the future. In addition, our granted patents may not prevent misappropriation of our technology, particularly in foreign countries where intellectual property laws may not protect our proprietary rights as fully as those in the United States. This may render our patents impaired or useless and ultimately expose us to currently unanticipated competition. Protecting against the unauthorized use of our products, trademarks and other proprietary rights is expensive, difficult and, in some cases, impossible. Litigation may be necessary in the future to enforce or defend our intellectual property rights or to determine the validity and scope of the proprietary rights of others. This litigation could result in substantial costs and diversion of management resources, either of which could harm our business.

Claims by others that we infringe their proprietary rights could harm our business.

Third parties could claim that our technology infringes their proprietary rights. In addition, we or our customers may be contacted by third parties suggesting that we obtain a license to certain of their intellectual property rights they may believe we are infringing. We expect that infringement claims against us may increase as the number of products and competitors in our market increases and overlaps occur. In addition, to the extent that we gain greater visibility, we believe that we will face a higher risk of being the subject of intellectual property infringement claims. Any claim of infringement by a third party, even those without merit, could cause us to incur substantial costs defending against the claim, and could distract our management from our business. Furthermore, a party making such a claim, if successful, could secure a judgment that requires us to pay substantial damages. A judgment against us could also include an injunction or other court order that could prevent us from offering our products. In addition, we might be required to seek a license for the use of such intellectual property, which may not be available on commercially reasonable terms, or at all. Alternatively, we may be required to develop non-infringing technology, which could require significant effort and expense and may ultimately not be successful. Any of these events could seriously harm our business. Third parties may also assert infringement claims against our customers. Because we generally indemnify our customers if our products infringe the proprietary rights of third parties, any such claims would require us to initiate or defend protracted and costly litigation on their behalf in one or more jurisdictions, regardless of the merits of these claims. If any of these claims succeeds, we may be forced to pay damages on behalf of our customers.

If we fail to expand our manufacturing facilities to meet our future growth, our operating results could be adversely affected.

Our existing manufacturing facilities are capable of meeting current demand and demand for the foreseeable future. However, the future growth of our business depends on our ability to successfully expand our manufacturing, research and development and technical testing facilities. In November 2009, we relocated to a new office and manufacturing facility in San Leandro, California, in which the company also plans to house its ceramics manufacturing operations. That space is still being built out and ceramic throughput capacity is expected to be available in 2011. If the build-out is delayed, our ceramics production capability could be limited, which could adversely affect our operating results.

If we need additional capital to fund future growth, it may not be available on favorable terms, or at all.

We have historically relied on outside financing to fund our operations, capital expenditures and expansion. In our initial public offering in July 2008, we issued approximately 10,000,000 shares of common equity at $8.50 per share before underwriting discount and issuing expenses. We may require additional capital from equity or debt financing in the future to fund our operations, or respond to competitive pressures or strategic opportunities. We may not be able to secure such additional financing on favorable terms, or at all. The terms of additional financing may place limits on our financial and operating flexibility. If we raise additional funds through further issuances of equity, convertible debt securities or other securities convertible into equity, our existing stockholders could suffer significant dilution in their percentage ownership of our company, and any new securities we issue could have rights, preferences or privileges senior to those of existing or future holders of our

common stock. If we are unable to obtain necessary financing on terms satisfactory to us, if and when we require it, our ability to grow or support our business and to respond to business challenges could be significantly limited.

If foreign and local government entities no longer guarantee and subsidize, or are willing to engage in, the construction and maintenance of desalination plants and projects, the demand for our products would decline and adversely affect our business.

Our products are used in seawater reverse osmosis desalination plants which are often constructed and maintained with local, regional or national government guarantees and subsidies, including tax-free bonds. The rate of construction of desalination plants depends on each governing entity's willingness and ability to obtain and allocate funds for such projects, which capabilities may be affected by the current weak global financial system and credit market and the weak global economy. In addition, some desalination projects in the Middle East and North Africa have been funded by budget surpluses resulting from once high crude oil and natural gas prices. Since prices for crude oil and natural gas have fallen, governments in those countries may not have the necessary funding for such projects and may cancel the projects or divert funds allocated for them to other projects. Political unrest, coups or changes in government administrations may also result in policy or priority changes that may also cause governments to cancel, delay or re-contract planned or ongoing projects. Government embargoes may also prohibit sales into certain countries. As a result, the demand for our products could decline and negatively affect our revenue base, our overall profitability and pace of our expected growth. For example, in late 2009, the Algerian government increased the percentage of required government ownership in desalination plants, which led to the cancellation of the government's contract with a large U.K. engineering, procurement and construction firm and the cancellation or delay in sales of our products.

Our products are highly technical and may contain undetected flaws or defects which could harm our business and our reputation and adversely affect our financial condition.

The manufacture of our products is highly technical and some of the components of our turbochargers and pumps are custom-made. Our products may contain latent defects or flaws. We test our products prior to commercial release and during such testing have discovered and may in the future discover flaws and defects that need to be resolved prior to release. Resolving these flaws and defects can take a significant amount of time and prevent our technical personnel from working on other important tasks. In addition, our products have contained and may in the future contain one or more flaws that were not detected prior to commercial release to our customers. Some flaws in our products may only be discovered after a product has been installed and used by customers. Any flaws or defects discovered in our products after commercial release could result in loss of revenue or delay in revenue recognition, loss of customers and increased service and warranty cost, any of which could adversely affect our business, operating results and financial condition. In addition, we could face claims for product liability, tort or breach of warranty. Our contracts with our customers contain provisions relating to warranty disclaimers and liability limitations, which may not be upheld or for reasons of good long-term customer relations, we may not be willing to enforce. Defending a lawsuit, regardless of its merit, is costly and may divert management's attention and adversely affect the market's perception of us and our products. In addition, if our business liability insurance coverage proves inadequate or future coverage is unavailable on acceptable terms or at all, our business, operating results and financial condition could be harmed.

Our international sales and operations subject us to additional risks that may adversely affect our operating results.

Historically, we have derived a significant portion of our revenue from customers whose seawater reverse osmosis desalination facilities that use our energy recovery products are outside the United States. Many of these projects are located in emerging growth countries with relatively young or unstable market economies or changing political environments. These countries may be affected significantly by the current weak global economy and unstable credit markets. We also rely on sales and technical support personnel stationed in Spain, Asia and the Middle East and we expect to continue to add personnel in other countries. Governmental changes, political unrest or reforms, or other disruptions or changes in the business, regulatory or political environments of the countries in which we sell our products or have staff could have a material adverse effect on our business, financial condition and results of operations.

Sales of our products have to date been denominated principally in U.S. dollars. If the U.S. dollar strengthens against most other currencies, it will effectively increase the price of our products in the currency of the countries in which our customers are located. This may result in our customers seeking lower-priced suppliers, which could adversely impact our margins and operating results. A larger portion of our international revenue may be denominated in foreign currencies in the future, which would subject us to increased risks associated with fluctuations in foreign exchange rates.

Our international contracts and operations subject us to a variety of additional risks, including:

- political and economic uncertainties, which the current global economic crisis may exacerbate;
- reduced protection for intellectual property rights;
- trade barriers and other regulatory or contractual limitations on our ability to sell and service our products in certain foreign markets;
- difficulties in enforcing contracts, beginning operations as scheduled and collecting accounts receivable, especially in emerging markets;
- increased travel, infrastructure and legal compliance costs associated with multiple international locations;
- competing with non-U.S. companies not subject to the U.S. Foreign Corrupt Practices Act;
- difficulty in attracting, hiring and retaining qualified personnel; and
- increasing instability in the capital markets and banking systems worldwide, especially in developing countries, that may limit project financing availability for the construction of desalination plants.

As we continue to expand our business globally, our success will depend, in large part, on our ability to anticipate and effectively manage these and other risks associated with our international operations. Our failure to manage any of these risks successfully could harm our international operations and reduce our international sales, which in turn could adversely affect our business, operating results and financial condition.

If we fail to manage future growth effectively, our business would be harmed.

Future growth in our business, if it occurs, will place significant demands on our management, infrastructure and other resources. To manage any future growth, we will need to hire, integrate and retain highly skilled and motivated employees. We will also need to continue to improve our financial and management controls, reporting and operational systems and procedures. If we do not effectively manage our growth, our business, operating results and financial condition would be adversely affected.

Our failure to achieve or maintain adequate internal control over financial reporting in accordance with SEC rules or prevent or detect material misstatements in our annual or interim consolidated financial statements in the future could materially harm our business and cause our stock price to decline.

As a public company, SEC rules require that we maintain internal control over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and preparation of published financial statements in accordance with generally accepted accounting principles. Accordingly, we are required to document and test our internal controls and procedures to assess the effectiveness of our internal control over financial reporting. In addition, our independent registered public accounting firm is required to report on the effectiveness of our internal control over financial reporting. In the future, we may identify material weaknesses and deficiencies which we may not be able to remediate in a timely manner. Our acquisition of Pump Engineering, LLC and possible future acquisitions may increase this risk by expanding the scope and nature of operations over which we must develop and maintain internal control over financial reporting. If there are material weaknesses or deficiencies in our internal control, we will not be able to conclude that we have maintained effective internal control over financial reporting or our independent registered public accounting firm may not be able to issue an unqualified report on the effectiveness of our internal control over financial reporting. As a result, our ability to report our financial results on a timely and accurate basis may be adversely affected and investors may lose confidence in our financial information, which in turn could cause the market price of our common stock to decrease. We may also be required to restate our financial statements from prior periods. In addition, testing and maintaining internal control will require increased management time and resources. Any failure to maintain effective internal control over financial reporting could impair the success of our business and harm our financial results and you could lose all or a significant portion of your investment. If we have material weaknesses in our internal control over financial reporting, the accuracy and timing of our financial reporting may be adversely affected.

Changes to financial accounting standards may affect our results of operations and cause us to change our business practices.

We prepare our financial statements to conform to generally accepted accounting principles, or GAAP, in the United States. These accounting principles are subject to interpretation by the SEC and various other bodies. A change in those policies can have a significant effect on our reported results and may affect our reporting of transactions completed before a change is announced. Changes to those rules or the interpretation of our current practices may adversely affect our reported financial results or the way we conduct our business.

Our past acquisition and future acquisitions could disrupt our business, impact our margins, cause dilution to our stockholders or harm our financial condition and operating results.

In December 2009, we acquired privately-held competitor Pump Engineering, LLC and, in the future, we may invest in other companies, technologies or assets. We may not realize the expected benefits from our past or future acquisitions. We may not be able to find other suitable acquisition candidates and we may not be able to complete acquisitions on favorable terms, if at all. If we do complete acquisitions, we cannot assure that they will ultimately strengthen our competitive or financial position or that they will not be viewed negatively by customers, financial markets, investors or the media. Acquisitions could also result in shareholder dilution or significant acquisition-related charges for restructuring, share-based compensation and the amortization of purchased technology and intangible assets. Expenses resulting from impairment of acquired goodwill, intangible assets and purchased technology could also increase over time if the fair value of those assets decreases. A future change in our market conditions, a downturn in our business, or a long-term decline in the quoted market price of our stock may result in a reduction of the fair value of acquisition-related assets. Any such impairment of goodwill or intangible assets could harm our operating results and financial condition. In addition, when we make an acquisition, we may have to assume some or all of that entity’s liabilities which may include liabilities that are not fully known at the time of the acquisition. Future acquisitions may reduce our cash available for operations and other uses. If we continue to make acquisitions, we may require additional cash or use shares of our common stock as payment, which would cause dilution for our existing stockholders.

Any acquisitions that we make, including our 2009 acquisition of Pump Engineering, LLC, entail a number of risks that could harm our ability to achieve their anticipated benefits. We could have difficulties integrating and retaining key management and other personnel, aligning product plans and sales strategies, coordinating research and development efforts, supporting customer relationships, aligning operations and integrating accounting, order processing, purchasing and other support services. Since acquired companies have different accounting and other operational practices, we may have difficulty harmonizing order processing, accounting, billing, resource management, information technology and other systems company-wide. We may also have to invest more than anticipated in product or process improvements. Especially with acquisitions of privately held or non-US companies, we may face challenges developing and maintaining internal controls consistent with the requirements of the Sarbanes-Oxley Act and US public accounting standards. Acquisitions may also disrupt our ongoing operations, divert management from day-to-day responsibilities and disrupt other strategic, research and development, marketing or sales efforts. Geographic and time zone differences and disparate corporate cultures may increase the difficulties and risks of an acquisition. If integration of our acquired businesses or assets is not successful or disrupts our ongoing operations, acquisitions may increase our expenses, harm our competitive position, adversely impact our operating results and financial condition and fail to achieve anticipated revenue, cost, competitive or other objectives.

Insiders and principal stockholders will likely have significant influence over matters requiring stockholder approval.

Our directors, executive officers and other principal stockholders beneficially own, in the aggregate, a substantial amount of our outstanding common stock. Although they do not have majority control of the outstanding stock, these stockholders will likely have significant influence over all matters requiring stockholder approval, including the election of directors and approval of significant corporate transactions, such as a merger or other sale of our company or its assets.

Anti-takeover provisions in our charter documents and under Delaware law could discourage delay or prevent a change in control of our company and may affect the trading price of our common stock.

Provisions in our amended and restated certificate of incorporation and bylaws may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that:

- authorize our board of directors to issue, without further action by the stockholders, up to 10,000,000 shares of undesignated preferred stock;

- require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent;
- specify that special meetings of our stockholders can be called only by our board of directors, the chairman of the board, the chief executive officer or the president;
- establish an advance notice procedure for stockholder approvals to be brought before an annual meeting of our stockholders, including proposed nominations of persons for election to our board of directors;
- establish that our board of directors is divided into three classes, Class I, Class II and Class III, with each class serving staggered terms;
- provide that our directors may be removed only for cause;
- provide that vacancies on our board of directors may be filled only by a majority vote of directors then in office, even though less than a quorum;
- specify that no stockholder is permitted to cumulate votes at any election of directors; and
- require a super-majority of votes to amend certain of the above-mentioned provisions.

In addition, we are subject to the provisions of Section 203 of the Delaware General Corporation Law regulating corporate takeovers. Section 203 generally prohibits us from engaging in a business combination with an interested stockholder subject to certain exceptions.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

(a) Sales of Unregistered Securities

None.

(b) Use of Proceeds from Public Offering of Common Stock

On July 1, 2008, our registration statement (No. 333-150007) on Form S-1 was declared effective for our initial public offering, or IPO, pursuant to which we registered the offering and sale of an aggregate 16,100,000 shares of common stock, including the underwriters' over-allotment option, at a public offering price of $8.50 per share, or aggregate offering price of $136.9 million, of which $86.5 million related to 10,178,566 shares sold by us and $50.4 million related to 5,921,434 shares sold by selling stockholders. The offering closed on July 8, 2008 with respect to the primary shares and on July 11, 2008 with respect to the over-allotment shares. The managing underwriters were Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC.

As a result of the offering, we received net proceeds of approximately $76.7 million, after deducting underwriting discounts and commissions of $6.1 million and additional offering-related expenses of approximately $3.7 million. No payments for such expenses were made directly or indirectly to (i) any of our officers or directors or their associates, (ii) any persons owning 10% or more of any class of our equity securities, or (iii) any of our affiliates.

In December 2009, we used approximately $20.0 million, including amounts held in escrow, for the acquisition of Pump Engineering, LLC.

We anticipate that we will use the remaining net proceeds from our IPO for working capital and other general corporate purposes, including to finance our growth, develop new products, fund capital expenditures, or to expand our existing business through acquisitions of other businesses, products or technologies. Pending such uses, we have deposited a substantial amount of the remaining net proceeds in a U.S. Treasury based money market fund. There has been no material change in the planned use of proceeds from our IPO from that described in the final prospectus filed with the SEC pursuant to Rule 424(b).

(c) Purchases of Equity Securities by the Issuer and Affiliated Purchasers

None.

Item 6. Exhibits

Exhibit No.	Description
10.19.3	Third Amendment to Loan and Security Agreement dated May 28, 2010, between the Company and Citibank, N.A.
31.1	Certification of Principal Executive Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d—14(a), as Adopted Pursuant to Section 302 of The Sarbanes Oxley Act of 2002.
31.2	Certification of Principal Financial Officer Pursuant to Exchange Act Rule 13a-14(a) or 15d—14(a), as Adopted Pursuant to Section 302 of The Sarbanes Oxley Act of 2002.
32.1	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Registrant: Energy Recovery, Inc.

By: /s/ G. G. PIQUE **G. G. Pique**	President and Chief Executive Officer (Principal Executive Officer)	August 6, 2010
/s/ THOMAS D. WILLARDSON **Thomas D. Willardson**	Chief Financial Officer (Principal Financial Officer)	August 6, 2010

Exhibit List

Exhibit No.	Description
10.19.3	Third Amendment to Loan and Security Agreement dated May 28, 2010, between the Company and Citibank, N.A.
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Exhibit 10.19.3

THIRD AMENDMENT TO LOAN AND SECURITY AGREEMENT

This THIRD AMENDMENT TO LOAN AND SECURITY AGREEMENT (this "*Amendment*") is made as of May 28, 2010, by and between Citibank, N.A. ("*Lender*") and Energy Recovery, Inc., a Delaware corporation ("*ERI*"), and Pump Engineering, Inc., a Delaware corporation ("*Pump Engineering*" and jointly and severally with ERI, the "*Borrower*"), with respect to the Loan and Security Agreement between ERI and Lender dated as of January 7, 2009 (as amended and modified through but excluding the date hereof, the "*Agreement*").

RECITALS

A. ERI, Pump Engineering and Lender are parties to the Agreement.

B. The parties have agreed to the changes in the Agreement and the other matters set forth below.

NOW THEREFORE, IT IS AGREED THAT:

1. Definitions. Unless otherwise indicated, words and terms which are defined in the Agreement have the same meaning where used herein.

2. Amendments.

(a) The definition of "Cash Secured Letters of Credit" in Section 1.1 of the Agreement is amended and restated as follows:

"*Cash Secured Letters of Credit*" means the aggregate face amount of the Permitted Comerica Letters of Credit and the Permitted PNC Letters of Credit plus the aggregate face amount of any other cash-secured letters of credit with Borrower or any of its Subsidiaries as the applicant.

(b) The definition of "Encumbered Cash" in Section 1.1 of the Agreement is amended and restated as follows:

"*Encumbered Cash*" means (1) cash and Cash Equivalents, if any, that have been pledged as collateral to Comerica Bank under the Comerica Control Agreement and (2) cash and Cash Equivalents that have been pledged as collateral to PNC Bank under the PNC Control Agreement.

(c) The definition of "Letter of Credit" in Section 1.1 of the Agreement is amended and restated as follows:

"*Letter of Credit*" means a standby letter of credit issued by Lender or another institution based upon an application, guarantee, indemnity, warranty or similar agreement on the part of Lender as set forth in Section 2.1.2, which definition specifically excludes the Permitted Comerica Letters of Credit and the Permitted PNC Letters of Credit.

(d) The definition of "Letter of Credit Availability Amount" in Section 1.1 of the Agreement is amended and restated as follows:

“*Letter of Credit Availability Amount*” means (i) $15,850,000 minus (ii) the outstanding principal amount of all Advances minus (iii) the face amount of all outstanding Letters of Credit (including drawn but unreimbursed Letters of Credit).

(e) Clause (a) of the definition of “Permitted Liens” in Section 1.1 of the Agreement is amended and restated as follows:

(a) the Lien arising from the pledge of cash pursuant to the Comerica Control Agreement to secure the Permitted Comerica Letters of Credit and the Lien arising from the pledge of cash pursuant to the PNC Control Agreement to secure the Permitted PNC Letters of Credit;

(f) Clause (a) of the definition of “Permitted Indebtedness” in Section 1.1 of the Agreement is amended and restated as follows:

(a) Permitted Comerica Letters of Credit and Permitted PNC Letters of Credit;

(g) A definition of “Permitted PNC Letters of Credit” is added to Section 1.1 of the Agreement as follows:

“*Permitted PNC Letters of Credit*” means the standby letters of credit issued by PNC Bank described on Exhibit H hereto.

(h) A definition of “PNC Control Agreement” is added to Section 1.1 of the Agreement as follows:

“*PNC Control Agreement*” means the agreement(s) or arrangement(s) made between PNC Bank and Pump Engineering with respect to the pledge of cash in an account at PNC Bank to secure the Permitted PNC Letters of Credit.

(i) The definition of “Revolving Line Maturity Date” in Section 1.1 of the Agreement is amended and restated as follows:

“*Revolving Line Maturity Date*” means May 31, 2012.

(j) The definition of “Total Availability Amount” in Section 1.1 of the Agreement is amended and restated as follows:

“*Total Availability Amount*” is $16,000,000.

(k) Section 6.2(c) of the Agreement is amended and restated as follows:

(c) Within forty-five (45) days after the last day of each of the first three quarters of Borrower’s fiscal year, deliver to Lender its quarterly financial statements together with a duly completed Compliance Certificate signed by a Responsible Officer setting forth calculations showing compliance with the financial covenants set forth in this Agreement.

(l) The number “2.50” in Section 6.6(a) is changed to “2.25”.

(m) Exhibit H is added to the Agreement in the form attached to this Amendment.

(n) Lines B and G in Section I of Schedule 1 to the Compliance Certificate are amended and restated as follows:

B.	Cash and Cash Equivalents, if any, that have been pledged as collateral to Comerica Bank under the Comerica Control Agreement or to PNC Bank under the PNC Control Agreement	$__________
G.	Aggregate face amount of the Permitted Comerica Letters of Credit and Permitted PNC Letters of Credit plus the aggregate face amount of any other cash-secured letters of credit with Borrower or any of its Subsidiaries as the applicant	$__________

3. Waiver and Agreement.

(a) If and to the extent an Event of Default existed under the Agreement prior to the effectiveness of this Amendment because of the letters of credit described in Exhibit H attached to this Amendment (such default, the "PNC-related Default"), upon effectiveness of this Amendment as set forth in Section 8 below, Lender waives that Event of Default. The foregoing waiver is a limited waiver and may not be deemed to constitute a waiver of or consent to any other existing or future departure from the terms of, or Event of Default under, any of the Loan Documents, or as a waiver, release or limitation upon the exercise by Lender of any of its rights, legal or equitable, under any of the Loan Documents, other than as specifically set forth in this Amendment.

(b) Borrower agrees that, as each Permitted PNC Letter of Credit expires, Pump Engineering and ERI will promptly cause PNC Bank to transfer the funds securing that Permitted PNC Letter of Credit to ERI's deposit account at Citibank, N.A. Borrower further agrees that its failure to comply with the previous sentence is an Event of Default under the Agreement.

4. Payment of Fees and Expenses. Borrower must pay Lender, on demand, a commitment fee of $72,000 (which fee of 45 bps on the Total Availability Amount includes the amendment fee) plus all fees and expenses (including attorneys' fees) incurred by Lender in connection with the negotiation and preparation of this Amendment and all documents related thereto.

5. Continued Validity of Agreement. Except as modified by this Amendment, the Agreement and all Loan Documents will continue in full force and effect as originally constituted and are ratified and affirmed by the parties hereto. Each reference in the Agreement or the other Loan Documents to the Agreement means the Agreement, together with this Amendment, unless the context otherwise requires. This Amendment and the Agreement must be read as one document.

6. Compliance with Loan Documents. Borrower represents and warrants to Lender as follows: (a) as of the effective date of this Amendment, Borrower has complied, and is in compliance with, all of the terms, covenants and conditions of the Agreement and the other Loan Documents; (b) as of the effective date of this Amendment, there exists no Event of Default under the Agreement or any of the other Loan Documents or an event which would constitute an

Event of Default upon the lapse of time or upon the giving of notice and the lapse of time specified therein; (c) the representations and warranties of Borrower in the Agreement and the other Loan Documents are true and with the same effect as of the date hereof; and (d) Borrower will continue to be in compliance with all of the terms, covenants and conditions of the Agreement and the other Loan Documents, and all representation and warranties will continue to be true, upon this Amendment becoming effective.

7. Authorization. Each party represents to the others that the individual executing this document on its behalf is the duly appointed signatory of such party to this document and that such individual is authorized to execute this document by or on behalf of such party and to take all action required by the terms of this document.

8. When Amendment is Effective. This Amendment will be deemed binding and effective when:

(a) this Amendment is executed by Pump Engineering, ERI and Lender, and Lender has received a fully executed original of this Amendment;

(b) the Consent of Guarantors attached hereto is executed by the parties thereto and Lender has received a fully executed original thereof;

(c) Lender receives payment of the commitment fee and Lender Expenses as specified in Section 4 of this Amendment.

9. No Novation. This Amendment is not intended to be, and may not be construed to create, a novation or accord and satisfaction, and, except as otherwise provided herein, the Agreement will remain in full force and effect.

10. Entire Agreement. This document constitutes the entire agreement by and between Borrower and Lender with respect to the subject matter hereof and supersedes all prior and contemporaneous negotiations, communications, discussions and agreements concerning such subject matter.

11. Counterparts. This document may be executed in any number of counterparts, each of which will be an original, but all of which together constitute one and the same agreement.

[Balance of page intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this document as of the date first set forth above.

LENDER:

Citibank, N.A.

By /s/ Joan Considine
Name: Joan Considine
Title: Vice President

BORROWER:

Energy Recovery, Inc., a Delaware corporation

By /s/ Thomas Willardson
Name: Thomas Willardson
Title: Chief Financial Officer

Pump Engineering, Inc., a Delaware corporation

By /s/ Thomas Willardson
Name: Thomas Willardson
Title: Chief Financial Officer

Exhibit H

[***]

CONSENT OF GUARANTORS

The undersigned each executed a Guaranty dated as of January 7, 2009 in favor of Citibank, N.A. with respect to the indebtedness and other obligations of the Borrower (the "*Guaranty*"). The undersigned acknowledge that Lender has no obligation to provide them with notice of, or to obtain their consent to, this Third Amendment to Loan and Security Agreement. The undersigned nevertheless have reviewed and consent to, the above Amendment, and acknowledge that the Guaranty remains fully valid, binding and enforceable against them in accordance with its terms.

Dated: May 28, 2010

GUARANTOR(S):

Osmotic Power, Inc., a Delaware corporation

By: /s/ Thomas Willardson
Name: Thomas Willardson
Title: Chief Financial Officer

Energy Recovery, Inc., International, a Delaware corporation

By: /s/ Thomas Willardson
Name: Thomas Willardson
Title: Chief Financial Officer

BORROWER:

Energy Recovery, Inc., a Delaware corporation, jointly and severally with **Pump Engineering, Inc.,** a Delaware corporation

Exhibit 31.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, G.G. Pique, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Energy Recovery, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2010

/s/ G.G. Pique
Name: G.G. Pique
Title: President and Chief Executive Officer (Principal Executive Officer)

Exhibit 31.2

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO EXCHANGE ACT RULE 13a-14(a) OR 15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Thomas D. Willardson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Energy Recovery, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2010

/s/ Thomas D. Willardson
Name: Thomas D. Willardson
Title: Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER, PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002*

Pursuant to the requirement set forth in Rule 13a-14(b) of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code, G.G. Pique, President and Chief Executive Officer of Energy Recovery, Inc. (the "Company"), and Thomas D. Willardson, Chief Financial Officer of the Company, each hereby certify that, to the best of their knowledge:

1. The Company's Quarterly Report on Form 10-Q for the period ended June 30, 2010, to which this Certification is attached as Exhibit 32.1 (the "Quarterly Report") fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act, and

2. The information contained in the Quarterly Report fairly presents, in all material respects, the financial condition of the Company at the end of the period covered by the Quarterly Report and results of operations of the Company for the period covered by the Quarterly Report.

IN WITNESS WHEREOF, the undersigned have set their hands hereto as of the 6th day of August 2010.

/s/ G.G. Pique	/s/ Thomas D. Willardson
President and Chief Executive Officer	Chief Financial Officer
Dated: August 6, 2010	Dated: August 6, 2010

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* This certification accompanies the Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of Energy Recovery, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q), irrespective of any general incorporation language contained in such filing.