

HUDSON TECHNOLOGIES INC /NY
Form 10-K
March 05, 2009

UNITED STATES

Securities and Exchange Commission

Washington, D.C. 20549

Form 10-K

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

For the fiscal year ended December 31, 2008

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 1-13412

Hudson Technologies, Inc.

(Exact name of registrant as specified in its charter)

| | |
|--|--------------------------------------|
| <u>New York</u> | <u>13-3641539</u> |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification No.) |
| P.O. Box 1541 | |
| One Blue Hill Plaza | |
| <u>Pearl River, New York</u> | <u>10965</u> |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code (845) 735-6000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

| | |
|-------------------------------|--|
| | <u>Name of each Exchange on which Registered</u> |
| Common stock, \$.01 par value | The NASDAQ Stock Market LLC (NASDAQ Capital Market) |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act
 Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act
 Yes 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Large accelerated filer Accelerated filer

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

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

The aggregate market value of registrant's common stock held by non-affiliates at June 30, 2008 was approximately \$26,579,000. As of February 26, 2009 there were 19,424,533 shares of the registrant's common stock outstanding.

Documents incorporated by reference: **None**

Hudson Technologies, Inc.

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Part I

Item 1. Business

General

Hudson Technologies, Inc., incorporated under the laws of New York on January 11, 1991, is a refrigerant services company providing innovative solutions to recurring problems within the refrigeration industry. The Company's products and services are primarily used in commercial air conditioning, industrial processing and refrigeration systems, and include (i) refrigerant sales, (ii) refrigerant management services consisting primarily of reclamation of refrigerants and (iii) RefrigerantSide® Services performed at a customer's site, consisting of system decontamination to remove moisture, oils and other contaminants. In addition, RefrigerantSide® Services include predictive and diagnostic services for industrial and commercial refrigeration applications, which are designed to predict potential catastrophic problems and identify inefficiencies in an operating system. The Company's Chiller Chemistry®, Chill Smart®, Fluid Chemistry™ and Performance Optimization are predictive and diagnostic service offerings. The Company operates through its wholly-owned subsidiary, Hudson Technologies Company. Unless the context requires otherwise, references to the "Company", "Hudson", "we", "us", "our", or similar pronouns refer to Hudson Technologies, Inc. and its subsidiaries.

The Company's executive offices are located at One Blue Hill Plaza, Pearl River, New York and its telephone number is (845) 735-6000.

Industry background

The production and use, in the United States, of refrigerants containing hydrochlorofluorocarbons ("HCFCs"), the most commonly used refrigerants, and chlorofluorocarbons ("CFCs") are subject to extensive and changing regulation under the Clean Air Act, as amended (the "Act"). The Act, which was amended during 1990 in response to evidence linking the use of CFCs and damage to the earth's ozone layer, prohibits any person in the course of maintaining, servicing, repairing and disposing of air conditioning or refrigeration equipment, to knowingly vent or otherwise release or dispose of ozone depleting substances used as refrigerants. That prohibition also applies to substitute, non-ozone depleting refrigerants. The Act also requires the recovery of refrigerants used in residential, commercial and industrial air conditioning and refrigeration systems, and, effective January 1, 1996, prohibited production of CFC refrigerants and limited the production of HCFC refrigerants. Additionally, effective January 2004, the Act further limited the production of HCFC refrigerants, and federal regulations were enacted which impose limitations on the importation of certain virgin HCFC refrigerants. Under the Act, production of certain HCFC refrigerants is scheduled to be phased out by the year 2020, and production of all HCFC refrigerants is scheduled to be phased out by 2030. Under the Act, owners, operators and companies servicing cooling equipment are responsible for the integrity of the systems, regardless of the refrigerant being used, and for the responsible management of refrigerant.

Products and Services

From its inception, the Company has sold refrigerants, and has provided refrigerant reclamation and management services that are designed to preserve refrigerants, thereby protecting the environment from ozone depletion. The reclamation process allows the refrigerant to be re-used thereby eliminating the need to destroy or manufacture additional refrigerant and eliminating the corresponding impact to the environment associated with the destruction and manufacturing. Today, these offerings represent most of the Company's revenues. For the past several years, the Company has created alternative solutions to reactive and preventative maintenance procedures that are performed on commercial and industrial refrigeration systems. These services, known as RefrigerantSide® Services, compliment the Company's refrigerant sales and refrigerant reclamation and management services. In addition, the Company has developed Performance Optimization services that identify inefficiencies in the operation of air conditioning and refrigeration systems and assists companies to improve the efficiency of their systems and save energy.

RefrigerantSide® Services

The Company provides decontamination and recovery services that are performed at a customer's site through the use of portable, high volume, high-speed proprietary equipment, including its patented Zugibeast®. Certain of these RefrigerantSide® Services, which encompass system decontamination, and refrigerant recovery and reclamation are

also proprietary and are covered by process patents.

In addition to the decontamination and recovery services previously described, the Company also provides predictive and diagnostic services for its customers. The Company offers diagnostic services that are intended to predict potential problems in air conditioning and refrigeration systems before they occur. The Company's Chiller Chemistry® offering integrates several fluid tests of an operating system and the corresponding laboratory results into an engineering report providing its customers with an understanding of the current condition of the fluids, the cause for any abnormal findings and the potential consequences if the abnormal findings are not remediated. Fluid Chemistry™, an abbreviated version of, the Company's Chiller Chemistry® offering, is designed to quickly identify systems that require further examination. ChillSmart® combines the diagnostic information of Chiller Chemistry® with a

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detailed performance evaluation for an operating refrigeration system and recommendations for eliminating any inefficiencies that may have been discovered.

In 2003, the Company was awarded a United States patent for its Performance Optimization System, which is a system for measuring, modifying and improving the efficiency of energy systems, including air conditioning and refrigeration systems, in industrial and commercial applications. Hudson's Performance Optimization Services are able to identify specific inefficiencies in the operation of refrigeration systems and, when used with Hudson's RefrigerantSide® Services, can increase the efficiency of the operating systems thereby reducing energy usage and costs. These inefficiencies require power generating companies to produce more energy and, in many instances increase carbon dioxide ("CO₂") emissions to produce the excess energy. Consequently, not only is Hudson's reclamation system beneficial to the environment, but Hudson's Performance Optimization Services recommendations are also designed to achieve an overall reduction in CO₂ emissions. The Company's Performance Optimization Services have allowed the Company to become an Energy Star® Service and Product Provider Partner. The Company's Performance Optimization System can be customized to a particular customer's refrigeration system, such as at an industrial facility that utilizes refrigeration in its manufacturing processes, or offered as a stand alone product that can be used with air conditioning and packaged refrigeration systems, such as a comfort cooling application in large office buildings. When the Company combines its Performance Optimization System with its Chiller Chemistry® the Company calls this combined offering ChillSmart®.

Refrigerant Sales

The Company sells reclaimed and virgin (new) refrigerants to a variety of customers in various segments of the air conditioning and refrigeration industry. Virgin, non-CFC refrigerants, including HCFC refrigerants, are purchased by the Company from several suppliers and resold by the Company, typically at wholesale. The Company continues to sell reclaimed CFC based refrigerants, which are no longer manufactured. The Company regularly purchases used or contaminated refrigerants, some of which are CFC based, from many different sources, which refrigerants are then reclaimed using the Company's high volume proprietary reclamation equipment, the Zugibeast® system, and resold by the Company.

Refrigerant Management Services

The Company provides a complete offering of refrigerant management services, which primarily include reclamation of refrigerants, laboratory testing, through the Company's laboratory, which has been certified by the Air Conditioning, Heating and Refrigeration Institute, formerly the Air Conditioning and Refrigeration Institute, ("ARI") banking (storage) services tailored to individual customer requirements. Hudson also separates "crossed" (i.e. commingled) refrigerants and provides re-usable cylinder repair and hydrostatic testing services.

Hudson's Network

Hudson operates from a network of facilities located in:

| | |
|---------------------------|---|
| Auburn, Washington | --RefrigerantSide® Service depot |
| Baton Rouge, Louisiana | --RefrigerantSide® Service depot |
| Champaign, Illinois | --Reclamation and separation of refrigerants and cylinder refurbishment center; |
| | RefrigerantSide® Service depot |
| Charlotte, North Carolina | --RefrigerantSide® Service depot |
| Orangeburg, New York | --RefrigerantSide® Service depot |
| Pearl River, New York | --Company headquarters and administrative offices |
| Pottsboro, Texas | --Telemarketing office |
| Raymond, New Hampshire | --Telemarketing office |

Strategic Alliances

The Company believes that the international market for refrigerant reclamation, sales and services is equal in size to the United States market for those sales and services. In furtherance of the Company's efforts to expand its presence outside the United States, in June 2003, the Company entered into an exclusive global technology and marketing agreement with The Linde Group ("Linde"), formerly the BOC Group, a worldwide industrial gases, vacuum technologies and distribution services company that serves two million customers in more than 50 countries. Under the agreement, the Company has licensed its RefrigerantSide® Services technology to Linde, and the Company has agreed to enter into separate supplemental agreements with certain Linde affiliate companies, pursuant to which the Company will license its RefrigerantSide® Services technology and the use of its related proprietary equipment to each Linde affiliate in return for (i) a license fee payable to the Company by the Linde affiliate in annual installments during the course of such supplemental agreement and (ii) royalty payments to the Company based on revenues derived by the Linde affiliate from the performance of RefrigerantSide® Services and other sales licensed from the Company. The arrangement is specifically aimed at marketing and developing the Company's RefrigerantSide® and other performance optimization services in over 20 countries outside

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the United States. Currently, the Company has executed two separate supplemental agreements with Linde affiliates covering the United Kingdom and the Republic of South Africa. The agreement with Linde is, and each supplemental agreement with a Linde affiliate will be, for an initial term of seven years and may be further extended for an initial period of three years and thereafter on an open-ended basis unless earlier terminated.

Suppliers

The Company's financial performance and its ability to sell refrigerants is in part dependent on its ability to obtain sufficient quantities of virgin, non-CFC based refrigerants, and of reclaimable CFC and non-CFC based, refrigerants from manufacturers, wholesalers, distributors, bulk gas brokers and from other sources within the air conditioning, refrigeration and automotive aftermarket industries, and on corresponding demand for refrigerants. The Company's refrigerant sales include CFC based refrigerants, which are no longer manufactured. Additionally, the Company's refrigerant sales include non-CFC based refrigerants, including HCFC refrigerants, which are the most widely used refrigerants. Effective January 1, 1996, the Act limits the production of HCFC refrigerants, which production was further limited in January 2004. Federal regulations enacted in January 2004 also imposed limitations on the importation of certain HCFC refrigerants. Under the Act, production of certain HCFC refrigerants is scheduled to be phased out by the year 2020 and production of all HCFC refrigerants is scheduled to be phased out by the year 2030. The limitations imposed by and under the Act may limit supplies of virgin refrigerants for the foreseeable future or cause a significant increase in the price of virgin HCFC refrigerants. To the extent the Company is unable to source sufficient quantities of virgin or reclaimable refrigerants in the future, or resell refrigerants at a profit, the Company's

financial condition and results of operations would be materially adversely affected.

Customers

The Company provides its services to commercial, industrial and governmental customers, as well as to refrigerant wholesalers, distributors, contractors and to refrigeration equipment manufacturers. Agreements with larger customers generally provide for standardized pricing for specified services.

For the year ended December 31, 2008, no one customer accounted for more than 10% of the Company's revenues. For the year ended December 31, 2007, one customer accounted for approximately 12%, of the Company's revenues.

Marketing

Marketing programs are conducted through the efforts of the Company's executive officers, Company sales personnel, and third parties. Hudson employs various marketing methods, including direct mailings, technical bulletins, in-person solicitation, print advertising, response to quotation requests and the internet through the Company's website (www.hudsontech.com). Information in the Company's website is not part of this report.

The Company's sales personnel are compensated on a combination of a base salary and commission. The Company's executive officers devote significant time and effort to customer relationships.

Competition

The Company competes primarily on the basis of the performance of its proprietary high volume, high-speed equipment used in its operations, the breadth of services offered by the Company, including proprietary RefrigerantSide® Services and other on-site services, and price, particularly with respect to refrigerant sales.

The Company competes with numerous regional and national companies that market reclaimed and virgin refrigerants and provide refrigerant reclamation services. Certain of these competitors possess greater financial, marketing, distribution and other resources for the sale and distribution of refrigerants than the Company and, in some instances, serve a more extensive geographic area than the Company.

Hudson's RefrigerantSide® Services provide new and innovative solutions to certain problems within the refrigeration industry and, as such, the demand and market acceptance for these services are subject to uncertainty. Competition for these services primarily consists of traditional methods of solving the industry's problems. The Company's marketing strategy is to educate the marketplace that its alternative solutions are available and that RefrigerantSide® Services are superior to traditional methods. The market acceptance for these services is subject to uncertainty.

Insurance

The Company carries insurance coverage that it considers sufficient to protect the Company's assets and operations. The Company currently maintains general commercial liability insurance and excess liability coverage for claims up to \$7,000,000 per occurrence

and \$8,000,000 in the aggregate. The Company attempts to operate in a professional and prudent manner and to reduce potential liability risks through specific risk management efforts, including ongoing employee training.

The refrigerant industry involves potentially significant risks of statutory and common law liability for environmental damage and personal injury. The Company, and in certain instances, its officers, directors and employees, may be

subject to claims arising from the Company's on-site or off-site services, including the improper release, spillage, misuse or mishandling of refrigerants classified as hazardous or non-hazardous substances or materials. The Company may be held strictly liable for damages, which could be substantial, regardless of whether it exercised due care and complied with all relevant laws and regulations.

Hudson maintains environmental impairment insurance of \$1,000,000 per occurrence, and \$2,000,000 annual aggregate, for events occurring subsequent to November 1996.

Government Regulation

The business of refrigerant sales, reclamation and management is subject to extensive, stringent and frequently changing federal, state and local laws and substantial regulation under these laws by governmental agencies, including the United States Environmental Protection Agency ("EPA"), the United States Occupational Safety and Health Administration and the United States Department of Transportation.

Among other things, these regulatory authorities impose requirements which regulate the handling, packaging, labeling, transportation and disposal of hazardous and non-hazardous materials and the health and safety of workers, and require the Company and, in certain instances, its employees, to obtain and maintain licenses in connection with its operations. This extensive regulatory framework imposes significant compliance burdens and risks on the Company.

Hudson and its customers are subject to the requirements of the Act, and the regulations promulgated thereunder by the EPA, which make it unlawful for any person in the course of maintaining, servicing, repairing, and disposing of air conditioning or refrigeration equipment, to knowingly vent or otherwise release or dispose of ozone depleting substances, and non-ozone depleting substitutes, used as refrigerants.

Pursuant to the Act, reclaimed refrigerant must satisfy the same purity standards as newly manufactured refrigerants in accordance with standards established by ARI prior to resale to a person other than the owner of the equipment from which it was recovered. The EPA administers a certification program pursuant to which applicants certify to reclaim refrigerants in compliance with ARI standards. In February 2006, the Company became one of only three certified refrigerant testing certified laboratories under ARI's laboratory certification program, which is a voluntary program that certifies the ability of a laboratory to test refrigerant in accordance with the ARI 700 standard.

In addition, the EPA has established a mandatory certification program for air conditioning and refrigeration technicians. Hudson's technicians have applied for or obtained such certification.

The Company is also subject to regulations adopted by the United States Department of Transportation which classify most refrigerants handled by the Company as hazardous materials or substances and imposes requirements for handling, packaging, labeling and transporting refrigerants and which regulate the use and operation of the Company's commercial motor vehicles used in the Company's business.

The Resource Conservation and Recovery Act of 1976, as amended ("RCRA") requires facilities that treat, store or dispose of hazardous wastes to comply with certain operating standards. Before transportation and disposal of hazardous wastes off-site, generators of such waste must package and label their shipments consistent with detailed regulations and prepare a manifest identifying the material and stating its destination. The transporter must deliver the hazardous waste in accordance with the manifest to a facility with an appropriate RCRA permit. Under RCRA, impurities removed from refrigerants consisting of oils mixed with water and other contaminants are not presumed to be hazardous waste.

The Emergency Planning and Community Right-to-Know Act of 1986, as amended requires the annual reporting by the Company of Emergency and Hazardous Chemical Inventories (Tier II reports) to the various states in which the

Company operates and requires the Company to file annual Toxic Chemical Release Inventory Forms with the EPA.

The Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA"), establishes liability for clean-up costs and environmental damages to current and former facility owners and operators, as well as persons who transport or arrange for transportation of hazardous substances. Almost all states have similar statutes regulating the handling and storage of hazardous substances, hazardous wastes and non-hazardous wastes. Many such statutes impose requirements that are more stringent than their federal counterparts. The Company could be subject to substantial liability under these statutes to private parties and government entities, in some instances without any fault, for fines, remediation costs and environmental damage, as a result of the mishandling, release, or existence of any hazardous substances at any of its facilities.

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The Occupational Safety and Health Act of 1970, as amended mandates requirements for a safe work place for employees and special procedures and measures for the handling of certain hazardous and toxic substances. State laws, in certain circumstances, mandate additional measures for facilities handling specified materials.

The Company believes that it is in compliance with all material regulations relating to its material business operations.

Quality Assurance & Environmental Compliance

The Company utilizes in-house quality and regulatory compliance control procedures. Hudson maintains its own analytical testing laboratory, which is ARI certified, to assure that reclaimed refrigerants comply with ARI purity standards and employs portable testing equipment when performing on-site services to verify certain quality specifications. The Company employs four persons engaged full-time in quality control and to monitor the Company's operations for regulatory compliance.

Employees

The Company has 77 full and 3 part time employees including air conditioning and refrigeration technicians, chemists, engineers, sales and administrative personnel.

None of the Company's employees are represented by a union. The Company believes that its employee relations are good.

Patents and Proprietary Information

The Company holds a United States patent and eight foreign patents covering seventeen foreign countries and has patent applications pending in two other foreign countries all relating to the high-speed equipment, components and process to reclaim refrigerants. The Company also holds a registered trademark for its Zugibeast®. The United States patent expires in January 2012 and the foreign patents will expire between May 2014 and December 2014. The Company also holds several U.S. and foreign patents related to certain RefrigerantSide® Services developed by the Company as well as for certain processes to measure and improve the efficiency of refrigeration systems. These patents will expire between February 2017 and December 2020.

The Company believes that patent protection is important to its business. There can be no assurance as to the breadth or degree of protection that patents may afford the Company, that any patent applications will result in issued patents or that patents will not be circumvented or invalidated. Technological development in the refrigerant industry may result in extensive patent filings and a rapid rate of issuance of new patents. Although the Company believes that its existing patents and the Company's equipment do not and will not infringe upon existing patents or violate proprietary rights of others, it is possible that the Company's existing patent rights may not be valid or that infringement of

existing or future patents or violations of proprietary rights of others may occur. In the event the Company's equipment or processes infringe, or are alleged to infringe, patents or other proprietary rights of others, the Company may be required to modify the design of its equipment or processes, obtain a license or defend a possible patent infringement action. There can be no assurance that the Company will have the financial or other resources necessary to enforce or defend a patent infringement or proprietary rights violation action or that the Company will not become liable for damages.

The Company also relies on trade secrets and proprietary know-how, and employs various methods to protect its technology. However, such methods may not afford complete protection and there can be no assurance that others will not independently develop such know-how or obtain access to the Company's know-how, concepts, ideas and documentation. Failure to protect its trade secrets could have a material adverse effect on the Company.

Item 1A. Risk Factors

There are many important factors that have affected, and in the future could affect the Hudson's business including, but not limited to, the factors discussed below, which should be reviewed carefully together with the other information contained in this report. Some of the factors are beyond Hudson's control and future trends are difficult to predict.

Our existing and future debt obligations could impair our liquidity and financial condition.

Our existing credit facility, which currently expires in June 2011, is secured by substantially all of our assets and contains formulas that limit the amount of our borrowings under the facility. Moreover, the terms of our credit facility also include negative covenants that, among other things, may limit our ability to incur additional indebtedness. If we violate any of these loan covenants our indebtedness under the credit facility would become immediately due and payable, and the banks could foreclose on its security, which could materially adversely affect our business and future financial condition and could require us to curtail or otherwise cease our existing operations.

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We may need additional financing to satisfy our future capital requirements, which may not be readily available to us

Our capital requirements have been and may be significant in the future. In the future, we may incur additional expenses in the development and implementation of our operations. Due to fluctuations in the price, demand and availability of new refrigerants, our existing bank facility that expires in June 2011 may not in the future be sufficient to provide all of the capital that we need to acquire and manage our inventories of new refrigerant. As a result, we may be required to seek additional equity or debt financing in order to develop our RefrigerantSide Services business our refrigerant sales business and our other businesses. We have no current arrangements with respect to, or sources of, additional financing other than our existing bank credit facility.. There can be no assurance that we will be able to renew this credit facility or obtain any additional financing on terms acceptable to us or at all. Our inability to obtain financing, if and when needed, could materially adversely affect our business and future financial condition and could require us to curtail or otherwise cease our existing operations.

The current economic downturn could cause a severe disruption in our operations

Our business could be negatively impacted by the current economic downturn. If this downturn is prolonged or worsens, there could be several severely negative implications to our business that may exacerbate many of the risk factors we identified in this report, but not limited, to the following:

Liquidity

The economic downturn and the associated credit crisis could continue or worsen and reduce liquidity and this could have a negative impact on financial institutions and the global financial system, which could, in turn, have a negative impact on us.

We may not be able to borrow additional funds under our existing credit facilities and may not be able to expand our existing facility if participating lenders become in-solvent or their liquidity is limited or impaired. In addition, we may not be able to renew our existing credit facility at the conclusion of its current term.

Demand

The economic downturn has resulted in severe job losses and lower business to business and consumer confidence, which could cause a decrease in demand and/or price for our product and services.

The nature of our business exposes us to potential liability.

The refrigerant recovery and reclamation industry involves potentially significant risks of statutory and common law liability for environmental damage and personal injury. We, and in certain instances, our officers, directors and employees, may be subject to claims arising from our on-site or off-site services, including the improper release, spillage, misuse or mishandling of refrigerants classified as hazardous or non-hazardous substances or materials. We may be strictly liable for damages, which could be substantial, regardless of whether we exercised due care and complied with all relevant laws and regulations. Our current insurance coverage may not be sufficient to cover potential claims, and adequate levels of insurance coverage may not be available in the future at a reasonable cost. A partially or completely uninsured claim against us, if successful and of sufficient magnitude would have a material adverse effect on our business and financial condition.

Our business and financial condition is substantially dependent on the sale and continued environmental regulation of refrigerants.

Our business and prospects are largely dependent upon continued regulation of the use and disposition of refrigerants. Changes in government regulations relating to the emission of refrigerants into the atmosphere could have a material adverse effect on us. Failure by government authorities to otherwise continue to enforce existing regulations or significant relaxation of regulatory requirements could also adversely affect demand for our services and products.

Our business is subject to significant regulatory compliance burdens.

The refrigerant reclamation and management business is subject to extensive, stringent and frequently changing federal, state and local laws and substantial regulation under these laws by governmental agencies, including the EPA, the United States Occupational Safety and Health Administration and the United States Department of Transportation. Although we believe that we are in substantial compliance with all material regulations relating to our material business operations, amendments to existing statutes and regulations or adoption of new statutes and regulations which affect the marketing and sale of refrigerant could require us to continually alter our methods of operation and/or discontinue the sale of certain of our products resulting in costs to us that could be substantial. We may not be able, for financial or other reasons, to comply with applicable laws, regulations and permit requirements, particularly as we seek to enter into new geographic markets. Our failure to comply with applicable laws, rules or regulations or permit requirements could subject us to civil remedies, including substantial fines, penalties and injunctions, as well as

possible criminal sanctions, which would, if of significant magnitude, materially adversely impact our operations and future financial condition.

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As a result of competition, and the strength of some of our competitors in the market, we may not be able to compete effectively.

The markets for our services and products are highly competitive. We compete with numerous regional and national companies which provide refrigerant recovery and reclamation services, as well as companies which market and deal in new and reclaimed alternative refrigerants, including certain of our suppliers, some of which possess greater financial, marketing, personnel and other resources than us. We also compete with numerous manufacturers of refrigerant recovery and reclamation equipment. Certain of these competitors have established reputations for success in the service of air conditioning and refrigeration systems. We may not be able to compete successfully, particularly as we seek to enter into new markets.

A number of factors could negatively impact the price and/or availability of refrigerants, which would, in turn, adversely affect our business and financial condition.

Refrigerant sales continue to represent a significant portion of our revenues. Therefore, our business is substantially dependent on the availability of both new and used refrigerants in large quantities, which may be affected by several factors including commercial production and consumption limitations imposed by the Act and legislative limitations and ban on HCFC refrigerants; the ban on production of CFC based refrigerants under the Act; the introduction of new refrigerants and air conditioning and refrigeration equipment; price competition resulting from additional market entrants; and changes in government regulation on the use and production of refrigerants. We do not maintain firm agreements with any of our suppliers of refrigerants. Sufficient amounts of new and/or used refrigerants may not be available to us in the future, or may not be available on commercially reasonable terms. Additionally, we may be subject to price fluctuations, periodic delays or shortages of new and/or used refrigerants. Our failure to obtain and resell sufficient quantities of virgin refrigerants, or to obtain, reclaim and resell sufficient quantities of used refrigerants would have a material adverse effect on our operating margins and results of operations.

The loss of key management personnel would adversely impact our business.

Our success is largely dependent upon the efforts of our Chief Executive Officer and Chairman. The loss of his services would have a material adverse effect on our business and prospects.

We have the ability to designate and issue preferred stock, which may have rights, preferences and privileges greater than Hudson's common stock and which could impede a subsequent change in control of us.

Our Certificate of Incorporation authorizes our Board of Directors to issue up to 5,000,000 shares of "blank check" preferred stock and to fix the rights, preferences, privileges and restrictions, including voting rights, of these shares, without further shareholder approval. The rights of the holders of our common stock will be subject to, and may be adversely affected by, the rights of holders of any additional preferred stock that may be issued by us in the future. Our ability to issue preferred stock without shareholder approval could have the effect of making it more difficult for a third party to acquire a majority of its voting stock, thereby delaying, deferring or preventing a change in control of us.

If our common stock were delisted from NASDAQ it would be subject to "penny stock" rules which could negatively impact its liquidity and our shareholders' ability to sell their shares.

Our common stock is currently listed on the NASDAQ Capital Market. We must comply with numerous NASDAQ MarketPlace rules in order to continue the listing of our common stock on NASDAQ. There can be no assurance that

we can continue to meet the rules required to maintain the NASDAQ listing of our common stock. If we are unable to maintain our listing on NASDAQ, the market liquidity of our common stock may be severely limited.

Our management effectively control our affairs

Currently, our officers and directors collectively own approximately 39% of our outstanding common stock. Accordingly, our officers and directors are in a position to significantly effect, and potentially fully control us and the election of our directors. There is no provision for cumulative voting for our directors.

Item 1B. Unresolved Staff Comments

Not Applicable

Item 2. Properties

The Company's Auburn, Washington depot facility is located in a 3,000 square foot building leased from an unaffiliated third party at an annual rental of \$25,000 pursuant to month to month rental agreement.

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The Company's Baton Rouge, Louisiana depot facility is located in a 3,600 square foot building leased from an unaffiliated third party at an annual rental of \$27,000 pursuant in an agreement expiring in October 2009.

The Company's Champaign, Illinois facility is located in a 48,000 square foot building, which was purchased by the Company in May 2005 for \$999,999. The Company has financed the purchase with a 15 year amortizing loan in the amount of \$945,000 with a balloon payment due on June 1, 2012. As of December 31, 2008, the Company has outstanding \$846,000 under its mortgage and the annual real estate taxes on this facility are approximately \$33,000.

The Company has established a second facility in Champaign, Illinois, which is located in a 60,000 square foot building. The building is leased from an unaffiliated third party at an annual rental of \$230,000, pursuant to an arrangement expiring in December 2011.

The Company's Charlotte, North Carolina depot facility is located in an 8,500 square foot building leased from an unaffiliated third party at an annual rental of \$65,000 pursuant to an agreement expiring in November 2009.

The Company's Orangeburg, New York depot facility is located in an 18,000 square foot building leased from an unaffiliated third party at an annual rental of \$172,000 pursuant to an agreement expiring in June 2011.

The Company's headquarters are located in a 4,400 square foot building in Pearl River, New York. The building is leased from an unaffiliated third party at an annual rental of \$103,000 pursuant to an agreement expiring in February 2013.

The Company's Pottsboro, Texas telemarketing facility is located in a 1,350 square foot building leased from an unaffiliated third party at an annual rental of \$18,000 pursuant to an agreement expiring in August 2011.

The Company's Hampstead, New Hampshire telemarketing facility is located in a 1,600 square foot building leased from an unaffiliated third party at an annual rental of \$21,000 pursuant to an agreement expiring in August 2010.

In addition to the above leases, the Company from time to time utilizes public warehouse space on a month to month basis. The Company typically enters into short-term leases for its facilities and whenever possible extends the expiration date of such leases. The Company believes that its insurance policies are adequate to protect the Company's

property.

Item 3. Legal Proceedings

On April 1, 1999, the Company reported a release of approximately 7,800 lbs. of R-11 refrigerant (the "1999 Release"), at its leased facility in Hillburn, NY, which the Company vacated in June 2006 ("Facility"). A failed hose connection to one of the Company's outdoor storage tanks allowed liquid R-11 to discharge from the tank into the concrete secondary containment area in which the subject tank was located.

Between April 1999 and May 1999, with the approval of the New York State Department of Environmental Conservation ("DEC"), the Company constructed and put into operation a remediation system to remove R-11 levels in the groundwater under and around the Facility.

In September 2000, the Company signed an Order on Consent with the DEC, which was amended in May 2001, whereby the Company agreed to operate the remediation system and perform monthly testing at the Facility, until remaining groundwater contamination has been effectively abated. In July 2005, the DEC approved a modification of the Order on Consent to reduce the frequency of testing from monthly to quarterly. The Company is continuing to operate the remediation system pursuant to the approved modifications to that Order on Consent and, as of December 31, 2008, the Company has accrued, as an expense in its consolidated financial statements, the costs that the Company believes it will incur in connection with its compliance with the Order on Consent through March 31, 2010. There can be no assurance that additional testing will not be required or that the Company will not incur additional costs, and such costs in excess of the Company's estimate may have a material adverse effect on the Company financial condition or results of operations.

In May 2000, the Facility, as a result of the 1999 release, was nominated by the EPA for listing on the National Priorities List ("NPL") pursuant to CERCLA. The Company submitted opposition to the listing within the sixty-day comment period. In September 2003, the EPA advised the Company that it has no current plans to finalize the process for listing of the Facility on the NPL and that the EPA will not withdraw the proposal for listing on the NPL.

In October 2001, the Company learned that trace levels of R-11 were detected in one of the wells operated by United Water of New York, Inc. ("United") that is in the closest proximity to the Village of Suffern's ("Village") well system. No contamination of R-11 has ever been detected in any of the Village's wells and, since October 2002, the level of R-11 in the United well closest to the Village has been below 1 ppb. In September 2004, the Village advised that it intends to continue performing additional sampling of its wells at a cost of approximately \$5,000 per year and the Company has reimbursed the Village for sampling costs through September 2005.

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The Company has exhausted all insurance proceeds available for the 1999 Release under all applicable policies.

During the year ended December 31, 2008, the Company incurred \$34,000 in additional remediation costs in connection with the matters above and such amount has been included as a component of general and administrative expenses. There can be no assurance that the 1999 Release will not impact the Village wells, or that the ultimate outcome of the 1999 Release will not have a material adverse effect on the Company's financial condition and results of operations. There can be no assurance that the EPA will not change its current plans and seek to finalize the process of listing the Facility on the NPL, or that the ultimate outcome of such a listing will not have a material adverse effect on the Company's financial condition and results of operations.

Item 4. Submission of Matters to a Vote of Security Holders

None.

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Part IIItem 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

The Company's common stock trades on the NASDAQ Capital Market under the symbol "HDSN". The following table sets forth, for the periods indicated, the range of the high and low sale prices for the Common stock as reported by NASDAQ.

| | <u>High</u> | <u>Low</u> |
|------------------|-------------|------------|
| <u>2007</u> | | |
| • First Quarter | \$ 1.31 | \$ 1.04 |
| • Second Quarter | \$ 1.19 | \$ 1.07 |
| • Third Quarter | \$ 1.44 | \$ 1.07 |
| • Fourth Quarter | \$ 1.18 | \$ 0.73 |
| | | |
| <u>2008</u> | | |
| • First Quarter | \$ 1.61 | \$ 0.87 |
| • Second Quarter | \$ 3.66 | \$ 1.32 |
| • Third Quarter | \$ 3.33 | \$ 1.32 |
| • Fourth Quarter | \$ 1.54 | \$ 0.75 |

The number of record holders of the Company's common stock was approximately 250 as of February 26, 2009. The Company believes that there are in excess of 4,000 beneficial owners of its common stock.

To date, the Company has not declared or paid any cash dividends on its common stock. The payment of dividends, if any, in the future is within the discretion of the Board of Directors and will depend upon the Company's earnings, its capital requirements and financial condition, borrowing covenants, and other relevant factors. The Company presently intends to retain all earnings, if any, to finance the Company's operations and development of its business and does not

expect to declare or pay any cash dividends on its Common stock in the foreseeable future. In addition, the Company has a credit facility with Keltic Financial Partners, LLP ("Keltic") and Bridge Healthcare Finance, LLC ("Bridge") that, among other things, restricts the Company's ability to declare or pay any cash dividends on its capital stock.

See Item 12 for certain information with respect to the Company's equity compensation plans as of December 31, 2008.

Item 6. Selected Financial Data

Not applicable

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Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Safe Harbor Statement Under The Private Securities Litigation Reform Act of 1995

Certain statements contained in this section and elsewhere in this Form 10-K constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to, changes in the demand and price for refrigerants (including unfavorable market conditions adversely affecting the demand for, and the price of refrigerants), the Company's ability to source CFC and non-CFC based refrigerants, regulatory and economic factors, seasonality, competition, litigation, the nature of supplier or customer arrangements that become available to the Company in the future, adverse weather conditions, possible technological obsolescence of existing products and services, possible reduction in the carrying value of long-lived assets, estimates of the useful life of its assets, potential environmental liability, customer concentration, the ability to obtain financing, and other risks detailed in this report and in the Company's other periodic reports filed with the Securities and Exchange Commission ("SEC"). The words "believe", "expect", "anticipate", "may", "plan", "should" and similar expressions identify forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made.

Critical Accounting Policies

The Company's discussion and analysis of its financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these consolidated financial statements requires the Company to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. Several of the Company's accounting policies involve significant judgments, uncertainties and estimations. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. To the extent that actual results differ from management's judgments and estimates, there could be a material adverse effect on the Company. On a continuous basis, the Company evaluates its estimates, including, but not limited to, those estimates related to its allowance for doubtful accounts, inventory reserves, valuation allowance for the deferred tax assets relating to its net operating loss carry forwards ("NOL's") and

commitments and contingencies. With respect to accounts receivable, the Company estimates the necessary allowance for doubtful accounts based on both historical and anticipated trends of payment history and the ability of the customer to fulfill its obligations. For inventory, the Company evaluates both current and anticipated sales prices of its products to determine if a write down of inventory to net realizable value is necessary. In determining the Company's valuation allowance for its deferred tax assets, the Company assesses its ability to generate taxable income in the future. The Company utilizes both internal and external sources to evaluate potential current and future liabilities for various commitments and contingencies. In the event that the assumptions or conditions change in the future, the estimates could differ from the original estimates.

Overview

The Company has created and developed a service offering known as RefrigerantSide® Services. RefrigerantSide® Services are sold to contractors and end-users whose refrigeration systems are used in commercial air conditioning and industrial processing. These services are offered in addition to refrigerant sales and the Company's traditional refrigerant management services, which consist primarily of reclamation of refrigerants. The Company has created a network of service depots that provide a full range of the Company's RefrigerantSide® Services to facilitate the growth and development of its service offerings.

The Company focuses its sales and marketing efforts for its RefrigerantSide® Services on customers who the Company believes most readily appreciate and understand the value that is provided by its RefrigerantSide® Services offering. In pursuing its sales and marketing strategy, the Company offers its RefrigerantSide® Services to customers in the following industries; petrochemical, pharmaceutical, industrial power, manufacturing, commercial facility and property management and maritime. In addition, the Company has expanded its service offering outside of the United States through a strategic alliance with the Linde Group. The Company may incur additional expenses as it develops its RefrigerantSide® Services offering.

Sales of refrigerants continue to represent a significant portion of the Company revenues. Certain of the Company's refrigerant sales are CFC based refrigerants, which are no longer manufactured. The demand for CFC based refrigerants has and will continue to decrease as equipment that utilizes non-CFC based refrigerants displaces those units that utilize CFC based refrigerants. The Company has increased its refrigerant sales from non-CFC based refrigerants, including HCFC and HFC refrigerants. The Act limits the production of HCFC refrigerants, which production was further limited in January 2004. Federal regulations enacted in January 2004 also imposed limitations on the importation of certain HCFC refrigerants. Under the Act, production of certain HCFC refrigerants are scheduled to be phased out during the period 2010 through 2020, and production of all HCFC refrigerants is

scheduled to be phased out by the year 2030. To the extent that the Company is unable to source CFC based or non-CFC based refrigerants on commercially reasonable terms or at all, or the demand for CFC based or non-CFC based refrigerants decreases, the Company's financial condition and results of operations could be materially adversely affected.

Results of Operations

Year ended December 31, 2008 as compared to the year ended December 31, 2007

Revenues for the fiscal year ended December 31, 2008 were \$33,167,000 an increase of \$6,273,000 or 23% from the \$26,894,000 reported during the comparable 2007 period. The increase in revenues was primarily attributable to an increase in refrigerant revenues of \$6,583,000 offset by a decrease in RefrigerantSide® Services revenues of \$310,000. The increase in refrigerant revenues is primarily related to an increase in the sales price of certain refrigerants sold in the 2008 period amounting to \$8,284,000 offset by a decrease in the number of pounds sold

amounting to \$1,701,000. In 2007, the Company completed refrigerant sales to a large customer at a lower margin than those made by the Company during the 2008 period. The Company subsequently chose to discontinue refrigerant sales to this customer and has substantially replaced most of this volume with various smaller transactions at higher margins. The decrease in RefrigerantSide® Services was primarily attributable to a decrease in the numbers of jobs completed when compared to the same period of 2007.

Cost of sales for the fiscal year ended December 31, 2008 was \$21,857,000, an increase of \$1,816,000 or 9% from the \$20,041,000 reported during the comparable 2007 period. The increase in cost of sales was primarily due to an increase in cost of certain refrigerants sold. As a percentage of sales, cost of sales was 66% of revenues for 2008, a decrease from the 75% reported for the comparable 2007 period. The decrease in cost of sales as a percentage of revenues was primarily attributable to an increase in the sales price of certain refrigerants sold when compared to the same period of 2007.

Operating expenses for the fiscal year ended December 31, 2008 were \$5,894,000 a decrease of \$3,313,000 from the \$9,207,000 reported during the comparable 2007 period. The decrease in operating expenses was primarily related to a reduction in compensation expense attributed to the non-cash, non-recurring charge of \$4,338,000 in connection with the 9,200,000 of our common stock shares purchased by certain members of the Company's management from the Fleming Funds that occurred during the 2007 period partially offset by increased payroll expenses and professional fees.

Other income (expense) for the fiscal year ended December 31, 2008 was (\$1,167,000), compared to the (\$746,000) reported during the comparable 2007 period. Other income (expense) includes interest expense of \$1,170,000 and \$768,000 for the comparable 2008 and 2007 periods, respectively. The increase in interest expense is primarily attributed to an increase in outstanding indebtedness.

Income tax benefit for the fiscal year ended December 31, 2008 and 2007 was \$2,420,000 and \$1,139,000 respectively. For the year ended December 31, 2008, the income tax expense of \$180,000 for federal and state income taxes was offset by an increase in the tax benefit by \$2,600,000. The tax benefits associated with the Company's NOL's are recognized to the extent that the Company is expected to recognize taxable income in future periods. The Company's NOL's are subject to annual limitations and the Company expects to continue to incur certain state, federal and/or federal alternative minimum taxes for the foreseeable future.

Net income for the fiscal year ended December 31, 2008 was \$6,669,000 an increase of \$8,630,000 from the (\$1,961,000) net loss reported during the comparable 2007 period. The increase in net income in the 2008 period was primarily due to an increase in gross profit from an increase in refrigerant revenues and the absence of the \$4,338,000 of compensation expense recorded in the 2007 period, as well as an increase in the income tax benefit recorded in 2008 when compared to 2007.

Liquidity and Capital Resources

At December 31, 2008, the Company had working capital, which represents current assets less current liabilities, of \$11,099,000 an increase of \$3,556,000 from the working capital of \$7,543,000 at December 31, 2007. The increase in working capital is primarily attributable to net income during the 2008 period.

Inventory and trade receivables are principal components of current assets. At December 31, 2008, the Company had inventories of \$23,613,000 an increase of \$11,011,000 or 87% from the \$12,602,000 at December 31, 2007. The increase in the inventory balance is due to the timing and availability of inventory purchases and the sale of refrigerants and the increase in the unit cost of certain refrigerants. The Company's ability to sell and replace its inventory on a timely basis and the prices at which it can be sold are subject, among other things, to current market conditions and the nature of supplier or customer arrangements and the Company's ability to source CFC based refrigerants, which are no longer being manufactured or non-CFC based refrigerants. At December 31, 2008, the

Company had trade receivables, net of allowance for doubtful accounts of \$1,731,000 a decrease of \$15,000 from the \$1,746,000 at December 31, 2007. The Company's trade receivables are concentrated with various wholesalers, brokers, contractors and end-users within the refrigeration industry that are primarily located in the continental United States.

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The Company has historically financed its working capital requirements through cash flows from operations, the issuance of debt and equity securities, and bank borrowings.

Net cash used by operating activities for the fiscal year ended December 31, 2008, was \$4,389,000 compared with net cash provided by operating activities of \$382,000 for the comparable 2007 period. Net cash used by operating activities for the 2008 period was primarily attributable to increases in deferred tax benefit and inventory of \$2,600,000 and \$11,011,000, respectively, partially offset by an increase in accounts payable of \$2,394,000 and net income of \$6,669,000.

Net cash used by investing activities for the fiscal year ended December 31, 2008 was, \$593,000 compared with net cash used by investing activities of \$446,000 for the prior comparable 2007 period. The net cash used by investing activities for the 2008 period was primarily related to investment in general purpose equipment and purchase of land in Champaign, Illinois.

Net cash provided by financing activities for the fiscal year ended December 31, 2008, was \$4,913,000 compared with net cash used by financing activities of \$246,000 for the comparable 2007 period. The net cash provided by financing activities for the 2008 period was due to borrowings under the Company's revolving line of credit and proceeds from exercise of stock options and warrants offset by repayments of long term debt.

At December 31, 2008, the Company had cash and cash equivalents of \$214,000. The Company continues to assess its capital expenditure needs. The Company may, to the extent necessary, continue to utilize its cash balances to purchase equipment primarily for its operations. The Company estimates that the total capital expenditures for 2009 will be approximately \$600,000.

The following is a summary of the Company's significant contractual cash obligations for the periods indicated that existed as of December 31, 2008 (in 000's):

| | <u>Twelve Month Period ended December 31,</u> | | | | | |
|--|---|-------------|-------------|-------------|------------------|--------------|
| | | | | | 2013 | |
| | <u>2009</u> | <u>2010</u> | <u>2011</u> | <u>2012</u> | <u>and after</u> | <u>Total</u> |
| Long and short term debt and capital lease obligations (1) & (2) | \$9,438 | \$2,017 | \$4,064 | \$937 | \$ -- | \$16,456 |
| Operating leases | <u>636</u> | <u>522</u> | <u>429</u> | <u>110</u> | <u>28</u> | <u>1,725</u> |
| Total contractual cash obligations | \$10,074 | \$2,539 | \$4,493 | \$1,047 | \$ 28 | \$18,181 |
| | ===== | ===== | ===== | ===== | ===== | ===== |

(1) The contractual cash obligations included in the table includes both principal and estimated interest payments. The estimated interest payments on revolving debt are based primarily on the interest rates in effect and the outstanding revolving debt obligation as of December 31, 2008.

(2) Long and short term debt and capital lease obligations include payment of obligations of outstanding principal amounts of debt as of December 31, 2008 and estimated future interest payments on the outstanding principal amounts under the Company's credit facility with Keltic and Bridge, which expires on June 20, 2011.

On June 26, 2007, the Company entered into a credit facility with Keltic and on April 17, 2008, Hudson amended its credit facility with Keltic and secured participation from Bridge to provide for borrowings up to \$15,000,000. The facility consists of a revolving line of credit and term loans, which expires on June 20, 2011. Advances under the revolving line of credit are limited to (i) 85% of eligible trade accounts receivable and (ii) 55% of eligible inventory. Advances available to Hudson under the A and B term loans may not exceed \$2,500,000 and \$4,500,000, respectively. At December 31, 2008, the facility bore interest at 6.5%. Substantially all of Hudson's assets are pledged as collateral for its obligations to Keltic and Bridge under the credit facility. In addition, among other things, the agreement restricts Hudson's ability to declare or pay any cash dividends on its capital stock. As of December 31, 2008, Hudson had in the aggregate \$7,373,000 of borrowings outstanding and \$2,127,000 available for borrowing under the revolving line of credit. In addition, as of December 31, 2008, the Company had \$5,500,000 of borrowings outstanding under the A and B term loans with Keltic and Bridge.

In connection with the amendment to the credit facility, the Company issued 66,667 five-year common stock purchase warrants to Keltic exercisable at \$1.88 per share, and issued 33,333 five-year common stock purchase warrants to Bridge exercisable at \$1.88 per share. The fair value of the warrants was \$74,000 and such amount is amortized over the life of the credit facility.

On June 28, 2007, the Company purchased and retired approximately 5,700,000 shares of its common stock from the Fleming Funds at a purchase price of \$0.65 per share, for total consideration of approximately \$3,700,000. Additionally, certain members of the Company's management, in separate private transactions, purchased approximately 9,200,000 shares of the Company's common stock from the Fleming Funds at a purchase price of \$0.65 per share, for a total consideration of approximately \$6,000,000. The shares

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purchased by management are unregistered shares and management did not receive registration rights in connection with their purchase of their shares.

On June 29, 2007 the Company commenced a tender offer to all of its common shareholders to purchase and retire up to approximately 1,200,000 shares of its common stock at a purchase price of \$1.12 per share. Upon completion of the tender offer, a total of approximately 55,000 shares of the Company's common stock, at an aggregate purchase price of approximately \$62,000, were tendered to and accepted for purchase by the Company, all of which were retired. On September 25, 2007 the Company utilized the unused tender offer funds to purchase and retire approximately 1,100,000 shares of its common stock from the Fleming Funds at a price of \$1.12 per share, for a total consideration of approximately \$1,200,000.

As a consequence of the shares purchased by the Company in the tender offer, and the shares purchased by the Company from the Fleming Funds, in 2007 the Company retired an aggregate of approximately 6,900,000 shares of its common stock and has increased its long-term debt by approximately \$5,000,000. The retirement of those shares represents more than a 26% reduction in the number of outstanding shares of the Company when compared to the total outstanding shares prior to the tender offer and the purchases from the Fleming Funds.

In May 2005, the Company purchased its Champaign, Illinois facility for a total purchase price of \$999,999. The Company financed the purchase with a 15 year amortizing loan in the amount of \$945,000 with a balloon payment due on June 1, 2012. The note bears interest at 7% for the first five years and then adjusts annually based on prime plus 2%.

In April 2008, the Company purchased approximately 5 acres of vacant land immediately adjacent to its Champaign, Illinois facility for a total purchase price of \$300,000. The Company financed the purchase with a 15 year amortizing loan in the amount of \$300,000 with a balloon payment due on June 1, 2012. The note bears interest at the fixed rate of 6.7% over the entire term of the note.

The Company believes that it will be able to satisfy its working capital requirements for the foreseeable future from anticipated cash flows from operations and available funds under its existing credit facility. Any unanticipated expenses, including, but not limited to, an increase in the cost of refrigerants purchased by the Company, an increase in operating expenses or failure to achieve expected revenues from the Company's RefrigerantSide® Services and/or refrigerant sales or additional expansion or acquisition costs that may arise in the future would adversely affect the Company's future capital needs. There can be no assurances that the Company's proposed or future plans will be successful, and as such, the Company may require additional capital sooner than anticipated, which capital may not be available.

Inflation

Inflation has not historically had a material impact on the Company's operations.

Reliance on Suppliers and Customers

The Company's financial performance and its ability to sell refrigerants is in part dependent on its ability to obtain sufficient quantities of virgin, non-CFC based refrigerants, and of reclaimable, primarily CFC based, refrigerants from manufacturers, wholesalers, distributors, bulk gas brokers, and from other sources within the air conditioning, refrigeration and automotive aftermarket industries, and on corresponding demand for refrigerants. The Company's refrigerant sales include CFC based refrigerants, which are no longer manufactured. Additionally, the Company's refrigerant sales include non-CFC based refrigerants, including HCFC refrigerants, which are the most widely used refrigerants. Effective January 1, 1996, the Act limits the production of HCFC refrigerants, which production was further limited in January 2004. Federal regulations enacted in January 2004 also imposed limitations on the importation of certain HCFC refrigerants. Under the Act, production of certain HCFC refrigerants is scheduled to be phased out by the year 2020 and production of all HCFC refrigerants is scheduled to be phased out by the year 2030. The limitations imposed by and under the Act, may limit supplies of virgin refrigerants for the foreseeable future or cause a significant increase in the price of virgin HCFC refrigerants. To the extent the Company is unable to source sufficient quantities of virgin or reclaimable refrigerants in the future, or resell refrigerants at a profit, the Company's financial condition and results of operations would be materially adversely affected.

For the year ended December 31, 2008, no one customer accounted for more than 10% of the Company's revenues. For the year ended December 31, 2007, one customer accounted for approximately 12% of the Company's revenues.

The loss of a principal customer or a decline in the economic prospects of and/or a reduction in purchases of the Company's products or services by any such customer could have a material adverse effect on the Company's financial position and results of operations.

Seasonality and Fluctuations in Operating Results

The Company's operating results vary from period to period as a result of weather conditions, requirements of potential customers, non-recurring refrigerant and service sales, availability and price of refrigerant products (virgin or reclaimable), changes in reclamation technology and regulations, timing in introduction and/or retrofit or replacement of CFC and non CFC based refrigeration equipment, the rate of expansion of the Company's operations, and by other factors. The Company's business is seasonal in nature with peak sales of refrigerants occurring in the first half of each year. During past years, the seasonal decrease in sales of refrigerants has resulted in losses particularly in the fourth quarter of the year. Delays or inability in securing adequate supplies of refrigerants at peak demand periods, lack of refrigerant demand, increased expenses, declining refrigerant prices and a loss of a principal customer could result in significant losses. There can be no assurance that the foregoing factors will not occur and result in a material adverse effect on the Company's financial position and significant losses. The Company believes that there is a similar seasonal element to RefrigerantSide® Service revenues as refrigerant sales. The Company is continuing to assess its RefrigerantSide® Service revenues seasonal trend.

Recent Accounting Pronouncements

In September 2006, the Financial Accounting Standard Board ("FASB") issued FASB statement No. 157 ("SFAS No. 157,") "Fair Value Measurements," which establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The FASB agreed to defer the effective date of SFAS No.157 for one year for non-financial assets and non-financial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. There is no deferral for financial assets and financial liabilities, nor for the rare non-financial assets and non-financial liabilities that are remeasured at fair value at least annually. The adoption of SFAS No. 157 did not have a material impact on the Company's results of operations or its financial position. We are currently evaluating the impact that SFAS No. 157 will have on our non-financial assets and liabilities, but we do not expect the adoption to have a material impact on our financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value with the changes in fair value recognized in earnings at each subsequent reporting date. SFAS 159 provides an opportunity to mitigate potential volatility in earnings caused by measuring related assets and liabilities differently, and it may reduce the need for applying complex hedge accounting provisions. SFAS 159 is effective for fiscal years beginning after November 15, 2007. Adoption of SFAS 159 had no financial statement impact on the Company.

In December 2007, the FASB issued Statement No. 141 (revised 2007), "Business Combinations" ("FAS 141"). FAS No. 141 (revised 2007) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their fair values on the acquisition date, with the goodwill being the excess value over the net identifiable assets acquired. This standard also requires the fair value measurement of certain other assets and liabilities related to the acquisition such as contingencies. FAS 141 (revised 2007) applies prospectively to business combinations and is effective for fiscal years beginning on or after December 15, 2008.

In June 2008, the Emerging Issues Task Force of the FASB published EITF Issue 07-5 "Determining Whether an Instrument Is Indexed to an Entity's Own Stock" ("EITF 07-5") to address concerns regarding the meaning of "indexed to an entity's own stock" contained in FASB Statement 133 "Accounting for Derivative Instruments and Hedging Activities". This related to the determination of whether a freestanding equity-linked instrument should be classified as equity or debt. If an instrument is classified as debt, it is valued at fair value, and this value is remeasured on an ongoing basis, with changes recorded in earnings in each reporting period. EITF 07-5 is effective for years beginning after December 15, 2008 and earlier adoption is not permitted. Adoption of EITF 07-5 will have no financial statement impact on the Company for warrants that were outstanding on December 31, 2008.

Item 7A. Quantitative and Qualitative Disclosures about Market Risk

Not applicable.

Item 8. Financial Statements and Supplemental Data

The financial statements appear in a separate section of this report following Part IV.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

None

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Item 9A (T). Controls and Procedures

Disclosure Controls and Procedures

The Company, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of the Company's disclosure controls and procedures, as defined in Rule 13a-15(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), 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 the Company's disclosure controls and procedures are effective to ensure that information required to be disclosed in reports filed under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission, and that such information is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure. Because of the inherent limitations in all control systems, any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily is required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Furthermore, the Company's controls and procedures can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control, and misstatements due to error or fraud may occur and not be detected on a timely basis.

Management's Report on Internal Control over Financial Reporting

Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting for the Company as defined in Rule 13a-15(f) under the Exchange Act. The Company's internal control over financial reporting is designed to provide reasonable assurance to the Company's management and board of directors regarding the preparation and fair presentation of published financial statements and the reliability of financial reporting.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2008. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") in *Internal Control - Integrated Framework*. Based on our assessment, we believe that, as of December 31, 2008, the Company's internal control over financial reporting is effective based on those criteria.

This annual report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the Company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this annual report on Form 10-K.

Changes in Internal Control over Financial Reporting

There were no changes in the Company's internal control over financial reporting, (as defined in Rule 13a-15(f) of the Exchange Act) in the quarter ended December 31, 2008 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other Information

None

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Part III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth information with respect to the directors and executive officers of the Company:

| <u>Name</u> | <u>Age</u> | <u>Position</u> |
|-------------------------|------------|---|
| Kevin J. Zugibe | 45 | Chairman of the Board and Chief Executive Officer |
| Brian F. Coleman | 47 | President and Chief Operating Officer, Director |
| James R. Buscemi | 55 | Chief Financial Officer |
| Charles F. Harkins, Jr. | 47 | Vice President Sales |
| Stephen P. Mandracchia | 49 | Vice President Legal and Regulatory and Secretary |
| Vincent P. Abbatecola | 62 | Director |
| Dominic J. Monetta | 67 | Director |
| Otto C. Morch | 75 | Director |

Kevin J. Zugibe, P.E.,

a founder of the Company, has been Chairman of the Board and Chief Executive Officer of the Company since its inception in 1991. From May 1987 to May 1994, Mr. Zugibe was employed as a power engineer with Orange and Rockland Utilities, Inc., a major public utility, where he was responsible for all HVAC applications. Mr. Zugibe is a licensed professional engineer, and from December 1990 to May 1994, he was a member of Kevin J. Zugibe & Associates, a professional engineering firm. Mr. Zugibe is the brother-in-law of Stephen P. Mandracchia.

Brian F. Coleman

has been a Director of the Company since December 2007, and President and Chief Operating Officer of the Company since August 21, 2001 and served as Chief Financial Officer of the Company from May 1997 until December 2002. From June 1987 to May 1997, Mr. Coleman was employed by, and since July 1995, was a partner with BDO Seidman, LLP, the Company's independent registered public accounting firm.

James R. Buscemi

has been Chief Financial Officer of the Company since December 2002 and served as Corporate Controller from June 1998 until December 2002. Prior to joining the Company, Mr. Buscemi held various financial positions within Avnet, Inc, including Chief Financial Officer of Avnet's electric motors and component part subsidiary, Brownell Electro, Inc.

Charles F. Harkins, Jr.

has been Vice President of Sales of the Company since December 2003. Mr. Harkins has served in a variety of capacities since joining the Company in 1992. Prior to joining the Company, Mr. Harkins served in the U.S. Army for 13 years attaining the rank of Staff Sergeant; he is a graduate of the U.S. Army Engineer School and the U.S. Army Chemical School.

Stephen P. Mandracchia

, a founder of the Company, has been Vice President Legal and Regulatory of the Company since August 2003 and has been Secretary of the Company since April 1995. Mr. Mandracchia has served in a variety of capacities with the Company since 1993. Mr. Mandracchia was a member of the law firm of Martin, Vandewalle, Donohue, Mandracchia & McGahan, Great Neck, New York until December 31, 1995 (having been affiliated with such firm since August 1983). Mr. Mandracchia is the brother-in-law of Mr. Zugibe.

Vincent P. Abbatecola

has been a Director of the Company since June 1994. Mr. Abbatecola is Vice President of Abbey Ice & Spring Water Company, Spring Valley, New York, where he has been employed since May 1971. He was formerly the Chairman of the International Packaged Ice Association and a trustee of Nyack Hospital. Mr. Abbatecola serves on the Rockland Board of Governors and the St. Thomas Aquinas President's Council.

Dominic J. Monetta, DPA

has been a Director of the Company since April 1996. Dr. Monetta has been the President of Resource Alternatives, Inc., a corporate development firm concentrating on solving management and technological issues facing chief executive officers and their senior executives, since August 1993. From December 1991 to May 1993, Dr. Monetta served as the Director of Defense Research and Engineering for Research and Advanced Technology, United States Department of Defense. From June 1989 to December 1991, Dr. Monetta served as the Director of the Office of New Production Reactors, United States Department of Energy.

Otto C. Morch

has been a Director of the Company since March 1996. Mr. Morch was a Senior Vice President of Commercial Banking at Provident Savings Bank, F.A. for more than five years until his retirement in December 1997.

Hudson has established a Compensation/Stock Option Committee of the Board of Directors, which is responsible for recommending the compensation of our executive officers and for the administration of Hudson's Stock Option Plans. The members of the Committee are Messrs. Abbatecola, Coleman, and Morch.

Hudson has an Audit Committee of the Board of Directors, which supervises the audit and financial procedures of Hudson. The members of the Audit Committee are Messrs. Abbatecola, Monetta and Morch,

each of whom is an "independent" director as defined under the rules of NASDAQ. The Audit Committee does not have a member that qualifies as a "financial expert" under the federal securities laws. Each of the members of the Audit Committee has been active in the business community

and has broad and diverse backgrounds, and financial experience. Two of the current members have served on Hudson's Audit Committee and have overseen the financial review by Hudson's independent auditors for nine (9) years. Hudson believes that the current members of the Audit Committee are able to fully and faithfully perform the functions of the Audit Committee and that Hudson does not need to install a "financial expert" on the Audit Committee.

The By-laws of Hudson provide that the Board of Directors is divided into two classes. Each class is to have a term of two years, with the term of each class expiring in successive years, and is to consist, as nearly as possible, of one-half of the number of directors constituting the entire Board. The By-laws provides for the number of directors to be fixed by the Board of Directors but in any event, shall be no less than five (5) (subject to decrease by a resolution adopted by the shareholders). At Hudson's August 27, 2008, Annual Meeting of the Shareholders, Messrs. Monetta and Zugibe were elected as directors to terms of office that will expire at the Annual Meeting of Shareholders to be held in the year 2010. Messrs. Abbatecola, Coleman and Morch, are currently serving as directors and their terms of office expire at the Annual Meeting of Shareholders to be held in the year 2009.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our officers and directors, and persons who own more than 10 percent of a registered class of our equity securities, to file reports of ownership and changes in ownership with the SEC. Officers, directors, and greater than 10 percent shareholders are required by SEC regulation to furnish Hudson with copies of all Section 16(a) forms they file.

Based solely on Hudson's review of copies of such forms received by Hudson, and on representations made to us, we believe that during the year ended December 31, 2008, all filing requirements applicable to all officers directors and greater than 10% beneficial shareholders were complied with, except for one late filing in connection with a stock option exercise by Mr. Coleman.

Code of Conduct and Ethics

We have adopted a written code of conduct and ethics that applies to all directors, and employees, including Hudson's principal executive officer, principal financial officer, principal accounting officer or controller and any persons performing similar functions. We will provide a copy of its code of ethics to any person without charge upon written request addressed to Hudson Technologies, Inc., One Blue Hill Plaza, PO Box 1541, Pearl River, New York 10965, Attention: Stephen P. Mandracchia.

Item 11. Executive Compensation

The following table discloses, for the years indicated, the compensation for our Chief Executive Officer and for our two most highly compensated executive officers, other than the Chief Executive Officer, who were serving as executive officers at the end of the year ended December 31, 2008 and whose total compensation during the year ended December 31, 2008 exceeded \$100,000 (the "Named Executives").

SUMMARY COMPENSATION TABLE

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| Name and Principal Position | Year | Salary (\$) | Bonus (\$) | Stock Awards (\$) | Option Awards (1) (\$) | Non-Equity Incentive Plan Compensation (\$) | Non-qualified Deferred Compensation Earnings |
|-----------------------------------|------|----------------|---------------|-------------------------|---------------------------------|--|---|
|-----------------------------------|------|----------------|---------------|-------------------------|---------------------------------|--|---|

All Other Compensation
(\$)

Total
(\$)

Kevin J. Zugibe, Chairman, Chief Executive Officer (4)

2008

2007

\$198,021

\$182,391

\$ --

\$ --

\$ --

\$ --

\$ --

\$83,850

\$170,000 (2)

\$90,000 (3)

\$ --

\$ --

\$ --

\$ --

\$368,021

\$356,241

Brian F. Coleman, President, Chief Operating Officer, Director (4)

2008

2007

\$175,377

\$161,506

\$ --

\$ --

\$ --

\$ --

\$ --

\$77,400

\$160,000 (2)

\$80,000 (3)

\$ --

\$ --

\$ --

\$ --

\$335,377

\$318,906

Charles F. Harkins, Jr., Vice President Sales

2008

2007

\$164,019

\$150,834

\$ --

\$ --

\$ --

\$ --
 \$ --
 \$64,500
 \$150,000 (2)
 \$79,000 (3)
 \$ --
 \$ --
 \$ --
 \$ --
 \$314,019
 \$294,334

(1) We utilize the Black-Sholes method for valuing stock option awards (see Note 10 to the Notes to the Consolidated Financial Statements).

(2) Non-Equity Incentive Plan Compensation was earned in 2008 and will be paid in 2009.

(3) Non-Equity Incentive Plan Compensation was earned in 2007 and was paid during the first quarter of 2008.

(4) Messrs. Coleman and Zugibe did not receive any compensation for services as a director during the year ended December 31, 2008.

Narrative Disclosure to Summary Compensation Table

For the fiscal year 2008, each of the Named Executives received Non-Equity Incentive Plan Compensation that was paid out of a bonus pool established by our Board of Directors on January 8, 2008. The amount of the bonus pool was not initially established, but was based upon our achieving earnings for the fiscal year 2008 in excess of a pre-determined level for fiscal year 2008, with a maximum bonus pool of \$400,000. On February 26, 2009 our Board of Directors increased the fiscal year 2008 cash bonus pool and approved the payment of Non-Equity Incentive Plan Compensation to the Named Executives. The amount of the Non-Equity Incentive Plan Compensation awarded to each Named Executive was determined in the discretion of our Board of Directors based upon our overall 2008 financial results as well as on the personal performance of the Named Executive during 2008.

For the fiscal year 2007, each of the Named Executives received Non-Equity Incentive Plan Compensation that was paid out of a bonus pool established by our Board of Directors on December 29, 2006. The amount of the bonus pool was not initially established, but was based upon our achieving earnings for the fiscal year 2007 in excess of a pre-determined level for fiscal year 2007, with a maximum bonus pool of \$350,000. On January 7, 2008, our Board of Directors increased the fiscal year 2007 cash bonus pool and approved the payment of Non-Equity Incentive Plan Compensation to the Named Executives. The amount of the Non-Equity Incentive Plan Compensation awarded to

each Named Executive was determined in the discretion of our Board of Directors based upon our overall 2007 financial results as well as on the personal performance of the Named Executives during 2007.

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Employment, Termination, Change of Control and other Agreements

Kevin J. Zugibe.

On October 10, 2006, we entered into an Amended and Restated Employment Agreement with Kevin J. Zugibe, which currently expires in October 2010 and is automatically renewable for successive two year terms unless either party gives notice of termination at least ninety days prior to the expiration date of the then current term. Pursuant to the agreement, as amended by the First Amendment to Restated Employment Agreement dated December 29, 2008, Mr. Zugibe is receiving an annual base salary of \$192,800 with such increases and bonuses as our board of directors may determine. The agreement provides, in the event of Mr. Zugibe's disability, for the continuation of at least 75% of Mr. Zugibe's salary for up to one hundred twenty days after the commencement of his disability. Mr. Zugibe is also entitled to take up to four weeks of vacation, excluding paid holidays.

As part of the agreement, Mr. Zugibe has agreed to certain covenants and restrictions, which include an agreement that Mr. Zugibe will not compete with us in specified geographic areas for a period of twenty-four months after his termination for any reason. The agreement also provides that, in the event of his involuntary separation from Hudson without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Zugibe will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of twenty-four months, and a lump sum payment equivalent to the highest bonus paid to Mr. Zugibe in the three years prior to his termination, pro-rated to the date of his termination. We are the beneficiary of a "key-man" insurance policy on the life of Mr. Zugibe in the amount of \$1,000,000.

Brian F. Coleman.

On October 10, 2006, we entered into an agreement with Brian F. Coleman, pursuant to which, as amended, Mr. Coleman has agreed to certain covenants and restrictions, which include an agreement that Mr. Coleman will not compete with us in specified geographic areas for a period of eighteen months after his termination for any reason. The agreement provides, in the event of his disability, for the continuation of at least 75% of his salary for up to one hundred twenty days after the commencement of his disability. The agreement also provides that, in the event of his involuntary separation without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Coleman will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of eighteen months, and a lump sum payment equivalent to the highest bonus paid to him in the three years prior to his termination, pro-rated to the date of his termination.

Charles F. Harkins. On October 10, 2006, we entered into an agreement with Charles F. Harkins, pursuant to which, as amended, Mr. Harkins has agreed to certain covenants and restrictions, which include an agreement that Mr. Harkins will not compete with us in specified geographic areas for a period of eighteen months after his termination for any reason. The agreement provides, in the event of his disability, for the continuation of at least 75% of his salary

for up to one hundred twenty days after the commencement of his disability. The agreement also provides that in the event of his involuntary separation without cause, or in the event of his voluntary separation for a good reason as enumerated in the agreement, Mr. Harkins will receive severance payments, in the form of the continuation of his annual base salary and benefits for a period of eighteen months, and a lump sum payment equivalent to the highest bonus paid to him in the three years prior to his termination, pro-rated to the date of his termination.

Stock Option Grants or Stock Awards

The Company did not issue stock options, or grant any stock awards to any of the named Executives during 2008.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following tables discloses the outstanding option awards held by the Named Executives as of December 31, 2008. Except as set forth in the following tables, no options were exercised by the Named Executives during the fiscal year ended December 31, 2008. No stock awards have been issued to the Named Executives.

| <u>Name</u> | Number of Securities Underlying Unexercised Options (#) <u>Exercisable</u> | Number of Securities Underlying Unexercised Options (#) <u>Unexercisable</u> | Equity Incentive Plan Awards: | Option Exercise Price (\$) | Option Expiration Date |
|--|--|--|--|-------------------------------------|------------------------------|
| | | | Number of Securities Underlying Unexercised Options (#) | | |
| Kevin J. Zugibe, Chairman, Chief Executive Officer | 87,500 | | | \$1.13 | 3/5/2014 |
| | 193,750 | | | \$1.15 | 3/31/2014 |
| | 18,750 | | | \$0.83 | 9/17/2014 |
| | 18,750 | | | \$0.95 | 10/1/2014 |
| | 93,750 | | | \$1.02 | 1/3/2015 |
| | 18,750 | | | \$0.87 | 4/1/2015 |
| | 18,750 | | | \$0.83 | 7/8/2015 |
| | 18,750 | | | \$2.15 | 9/30/2015 |
| | 123,750 | | | \$1.76 | 12/29/2015 |

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| | | |
|---------|--------|------------|
| 35,000 | \$1.40 | 3/31/2016 |
| 9,300 | \$1.02 | 10/10/2016 |
| 195,000 | \$0.85 | 11/20/2017 |

Brian F.Coleman,

President, Chief
Operating officer,
Director

| | | |
|---------|--------|------------|
| 75,000 | \$1.13 | 3/5/2014 |
| 18,750 | \$1.15 | 3/31/2014 |
| 12,500 | \$0.83 | 9/17/2014 |
| 12,500 | \$0.95 | 10/1/2014 |
| 62,500 | \$1.02 | 1/3/2015 |
| 12,500 | \$0.87 | 4/1/2015 |
| 12,500 | \$0.83 | 7/8/2015 |
| 12,500 | \$2.15 | 9/30/2015 |
| 82,500 | \$1.76 | 12/29/2015 |
| 32,500 | \$1.40 | 3/31/2016 |
| 8,100 | \$1.02 | 10/10/2016 |
| 180,000 | \$0.85 | 11/20/2017 |

Charles F.
Harkins, Jr., Vice
President Sales

| | | |
|---------|--------|------------|
| 13,114 | \$1.13 | 3/5/2014 |
| 14,063 | \$1.15 | 3/31/2014 |
| 9,375 | \$2.15 | 9/30/2015 |
| 61,875 | \$1.76 | 12/29/2015 |
| 23,125 | \$1.40 | 3/31/2016 |
| 7,900 | \$1.02 | 10/10/2016 |
| 150,000 | \$0.85 | 11/20/2017 |

| <u>Name</u> | <u>Date of Grant of Exercised Options</u> | <u>Number of Shares purchased upon Exercised of Options</u> | <u>Date of Exercise</u> | <u>Exercise Price</u> |
|--|---|---|-----------------------------|---------------------------|
| Brian F. Coleman, President, Chief Operating Officer, Director | 4/7/2003 | 25,300 | 4/7/2008 | \$1.14 |
| Charles F. Harkins, Jr., Vice President, Sales | 9/17/2004 | 9,375 | 5/15/2008 | \$0.83 |
| | 10/1/2004 | 9,375 | 5/15/2008 | \$0.95 |
| | 1/3/2005 | 46,875 | 5/23/2008 | \$1.02 |
| | 4/1/2005 | 7,032 | 5/15/2008 | \$0.83 |
| | 7/8/2005 | 8,204 | 5/15/2008 | \$0.83 |

Stock Option Plans

1994 Stock Option Plan

We adopted an Employee Stock Option Plan (the "1994 Plan") effective October 31, 1994 pursuant to which 725,000 shares of Common stock were reserved for issuance upon the exercise of options designated as either (i) options intended to constitute incentive stock options ("ISOs") under the Internal Revenue Code of 1986, as amended (the "Code"), or (ii) nonqualified options. ISOs could be granted under the 1994 Plan to our employees and officers. Non-qualified options could be granted to consultants, directors (whether or not they are employees), our employees or officers. Effective November 1, 2004, our ability to grant options under the 1994 Plan expired.

All options granted under the 1994 Plan are not transferable during an optionee's lifetime but are transferable at death by will or by the laws of descent and distribution. In general, upon termination of employment of an optionee, all options granted to such person that are not exercisable on the date of such termination immediately terminate, and any options that are exercisable terminate 90 days following termination of employment.

As of December 31, 2008, we had options outstanding to purchase 59,364 shares of our common stock under the 1994 Plan.

1997 Stock Option Plan

We adopted the 1997 Stock Option Plan (the "1997 Plan") effective June 11, 1997 pursuant to which 2,000,000 shares of our Common stock were reserved for issuance upon the exercise of options designated as either (i) ISOs under the Code, or (ii) nonqualified options. ISOs could be granted under the 1997 Plan to our employees and officers. Non-qualified options could be granted to consultants, directors (whether or not they are employees), our employees or officers. Stock appreciation rights could also be issued in tandem with stock options. Effective June 11, 2007 our

ability to grant options under the 1997 Plan expired.

All options granted under the 1997 Plan are not transferable during an optionee's lifetime but are transferable at death by will or by the laws of descent and distribution. In general, upon termination of employment of an optionee, all options granted to such person that are not exercisable on the date of such termination immediately terminate, and any options that are exercisable terminate 90 days following termination of employment.

As of December 31, 2008, we had options outstanding to purchase 834,178 shares of our common stock under the 1997 Plan.

2004 Stock Incentive Plan

We have adopted the 2004 Stock Incentive Plan (the "2004 Plan"), pursuant to which 2,500,000 shares of our common stock are currently reserved for issuance upon the exercise of options, designated as either (i) ISOs, under the Code or (ii) non-qualified options, or for issuance upon the granting of restricted stock, deferred stock or other stock-based awards. ISOs may be granted under the 2004 Plan to employees and officers of Hudson. Non-qualified options, restricted stock, deferred stock or other stock-based awards may be granted to consultants, directors (whether or not they are employees), employees or officers of Hudson. Stock appreciation rights may also be issued in tandem with stock options.

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The 2004 Plan is intended to qualify under Rule 16b-3 under the Securities Exchange Act of 1934 ("Exchange Act") and is administered by our Compensation/Stock Option Committee of the Board of Directors. The Committee, within the limitations of the 2004 Plan, determines the persons to whom options will be granted, the number of shares to be covered by each option, whether the options granted are intended to be ISOs, the duration and rate of exercise of each option, the exercise price per share and the manner of exercise and the time, manner and form of payment upon exercise of an option. In the case of restricted stock, deferred stock or other stock-based awards, the Committee, within the limitations of the 2004 Plan, determines the persons to whom awards will be granted, the number of shares of stock subject to the award, and the restrictions on issuance and transfer of such shares. Unless the 2004 Plan is sooner terminated, the ability to grant options or other awards under the 2004 Plan will expire on September 10, 2014.

Options granted under the 2004 Plan may not be granted at a price less than the fair market value of the common stock on the date of grant (or 110% of fair market value in the case of ISO's granted to a 10% shareholder). In the case of ISOs, the aggregate fair market value of shares for which ISOs granted to any employee are exercisable for the first time by such employee during any calendar year (under all of our stock option plans) may not exceed \$100,000. Non-qualified options granted under the 2004 Plan may not be granted at a price less than the fair market value of our common stock. Options granted under the 2004 Plan will expire not more than ten years from the date of grant (five years in the case of ISOs granted to a 10% shareholder). Except as otherwise provided by the Committee with respect to non-qualified options, all options, restricted stock, deferred stock or other stock-based awards granted under the 2004 Plan are not transferable during an grantee's lifetime but are transferable at death by will or by the laws of descent and distribution. In general, upon termination of employment of a grantee, all options, restricted stock, deferred stock or other stock-based awards granted to such person which are not exercisable on the date of such termination immediately terminate, and any options that are exercisable terminate 90 days following termination of employment.

As of December 31, 2008, we had options outstanding to purchase 1,966,301 shares of common stock and 360,000 shares reserved for future issuances under the 2004 Plan.

2008 Stock Incentive Plan

We have adopted the 2008 Stock Incentive Plan (the "2008 Plan"), pursuant to which 3,000,000 shares of our common stock are currently reserved for issuance upon the exercise of options, designated as either (i) ISOs, under the Code or (ii) non-qualified options, or for issuance upon the granting of restricted stock, deferred stock or other stock-based awards. ISOs may be granted under the 2008 Plan to employees and officers of Hudson. Non-qualified options, restricted stock, deferred stock or other stock-based awards may be granted to consultants, directors (whether or not they are employees), employees or officers of Hudson. Stock appreciation rights may also be issued in tandem with stock options.

The 2008 Plan is intended to qualify under Rule 16b-3 under the Exchange Act and is administered by our Compensation/Stock Option Committee of the Board of Directors. The Committee, within the limitations of the 2008 Plan, determines the persons to whom options will be granted, the number of shares to be covered by each option, whether the options granted are intended to be ISOs, the duration and rate of exercise of each option, the exercise price per share and the manner of exercise and the time, manner and form of payment upon exercise of an option. In the case of restricted stock, deferred stock or other stock-based awards, the Committee, within the limitations of the 2008 Plan, determines the persons to whom awards will be granted, the number of shares of stock subject to the award, and the restrictions on issuance and transfer of such shares. Unless the 2008 Plan is sooner terminated, the ability to grant options or other awards under the 2008 Plan will expire on June 19, 2018.

Options granted under the 2008 Plan may not be granted at a price less than the fair market value of the common stock on the date of grant (or 110% of fair market value in the case of ISO's granted to a 10% shareholder). In the case of ISOs, the aggregate fair market value of shares for which ISOs granted to any employee are exercisable for the first time by such employee during any calendar year (under all of our stock option plans) may not exceed \$100,000. Non-qualified options granted under the 2008 Plan may not be granted at a price less than the fair market value of our common stock. Options granted under the 2008 Plan will expire not more than ten years from the date of grant (five years in the case of ISOs granted to a 10% shareholder). Except as otherwise provided by the Committee with respect to non-qualified options, all options, restricted stock, deferred stock or other stock-based awards granted under the 2008 Plan are not transferable during an grantee's lifetime but are transferable at death by will or by the laws of descent and distribution. In general, upon termination of employment of a grantee, all options, restricted stock, deferred stock or other stock-based awards granted to such person which are not exercisable on the date of such termination immediately terminate, and any options that are exercisable terminate 90 days following termination of employment.

As of December 31, 2008, no options have been issued under the 2008 plan.

Director Compensation

Non-employee directors receive an annual fee of \$7,000 and receive reimbursement for out-of-pocket expenses incurred for attendance at meetings of the Board of Directors and Board committee meetings. The chairman of the Audit Committee of our Board receives additional compensation of \$2,000 per year, and each independent member of our Audit Committee (excluding the Chairman) receives additional compensation of \$1,000 per year. The following table discloses the compensation of the non-employee

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directors who served as our directors during the year ended December 31, 2008. We reimburse each of our non-employee directors for their reasonable expenses incurred in connection with attending meetings of our board of directors and related committees.

DIRECTOR COMPENSATION

| <u>Name</u> | <u>Fees earned or paid in cash (1)</u> | <u>Stock Awards</u> | <u>Option Awards (2)</u> | <u>Non-Equity Incentive Plan Compensation</u> | <u>Nonqualified Deferred Compensation Earnings</u> | <u>All Other Compensation</u> | <u>Total</u> |
|---------------------------|--|---------------------|--------------------------|---|--|-------------------------------|--------------|
| Vincent P. Abbatecola (3) | \$9,000 | \$ -- | \$-- | \$ -- | \$ -- | \$ -- | \$9,000 |
| Dominic J. Monetta | \$8,000 | \$ -- | \$-- | \$ -- | \$ -- | \$ -- | \$8,000 |
| Otto C. Morch (3) | \$8,000 | \$ -- | \$-- | \$ -- | \$ -- | \$ -- | \$8,000 |

1. Excludes compensation for Board and committees participation earned in 2007 and paid in 2008.

2. We utilize the Black-Sholes method for valuing stock option awards

3. As of December 31, 2008, Mr. Abbatecola has options to purchase 40,000 shares of common stock outstanding and Mr. Morch has options to purchase 47,500 shares of common stock outstanding.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The following table sets forth information as of February 26, 2009 based on information obtained from the persons named below, with respect to the beneficial ownership of Hudson's common stock by (i) each person known by Hudson to be the beneficial owner of more than 5% of Hudson's outstanding common stock, (ii) the Named Executives, (iii) each director of Hudson, and (iv) all of our directors and executive officers as a group:

BENEFICIAL OWNERSHIP TABLE

| <u>Title of Class</u> | <u>Name of Beneficial Owner</u> | <u>Amount and Nature of Beneficial Ownership (1)</u> | <u>Percent of Class</u> |
|-----------------------|---|--|-------------------------|
| Common stock | Kevin J. Zugibe | 5,558,705 (2) | 27.4% |
| Common stock | Brian F. Coleman | 872,176 (3) | 4.37% |
| Common stock | Charles F. Harkins | 279,452 (4) | 1.42% |
| Common stock | Vincent P. Abbatecola | 74,500 (5) | * |
| Common stock | Dominic J. Monetta | 120,100 | * |
| Common stock | Otto C. Morch | 52,509 (6) | * |
| Common stock | All directors and executive officers as a group (Eight Persons) | 9,830,907 (7) | 45.30% |

* = Less than 1%

(1) A person is deemed to be the beneficial owner of securities that can be acquired by such person within 60 days from February 26, 2009. Each beneficial owner's percentage ownership is determined by assuming that options and warrants that are held by such person (but not held by any other person) and which are exercisable within 60 days from February 26, 2009 have been exercised. Unless otherwise noted, Hudson believes that all persons named in the table have sole voting and investment power with respect to all shares of our common stock beneficially owned by

them. The address for each beneficial owner, unless otherwise noted, is c/o Hudson Technologies, Inc. at PO Box 1541, One Blue Hill Plaza, Pearl River, New York 10965.

(2) Includes (i) 87,500 shares which may be purchased at \$1.13 per share; (ii) 193,750 shares which may be purchased at \$1.15 per share; (iii) 37,500 shares which may be purchased at \$.83 per share; (iv) 18,750 shares which may be purchased at \$.95 per share; (v) 93,750 shares which may be purchased at \$1.02 per share; (vi) 18,750 shares which may be purchased at \$.87 per share; (vii) 18,750 shares which may be purchased at \$2.15 per share; (viii) 123,750 shares which may be purchased at \$1.76 per share; (ix) 35,000 shares which may be purchased at \$1.40 per share; (x) 9,300 shares which may be purchased at \$1.02 per share and (xi) 195,000 shares that may be purchased at \$0.85 per share under immediately exercisable options.

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(3) Includes (i) 75,000 shares which may be purchased at \$1.13 per share; (ii) 18,750 shares which may be purchased at \$1.15 per share; (iii) 25,000 shares which may be purchased at \$.83 per share; (iv) 12,500 shares which may be purchased at \$.95 per share; (v) 62,500 shares which may be purchased at \$1.02 per share; (vi) 12,500 shares which may be purchased at \$.87 per share; (vii) 12,500 shares which may be purchased at \$2.15 per share; (viii) 82,500 shares which may be purchased at \$1.76 per share; (ix) 32,500 shares which may be purchased at \$1.40 per share; (x) 8,100 shares which may be purchased at \$1.02 per share; and (xi) 180,000 shares which may be purchased at \$.85 per share under immediately exercisable options.

(4) Includes (i) 13,114 shares which may be purchased at \$1.13 per share; (ii) 14,063 shares which may be purchased at \$1.15 per share; (iii) 9,375 shares which may be purchased at \$2.15 per share; (iv) 61,875 shares which may be purchased at \$1.76 per share; (v) 23,125 shares which may be purchased at \$1.40 per share; (vi) 7,900 shares which may be purchased at \$1.02; and (vii) 150,000 which may be purchased at \$.85 per share under immediately exercisable options.

(5) Includes 40,000 shares which may be purchased at \$.85 per share under immediately exercisable options.

(6) Includes (i) 5,000 shares, which may be purchased at \$1.13 per share; (ii) 10,000 shares, which may be purchased at \$0.95 per share; (iii) 10,000 shares, which may be purchased at \$.94 per share; (iv) 2,500 shares, which may be purchased at \$1.12 per share; and (v) 20,000 shares which may be purchased at \$.85 per share under immediately exercisable options.

(7) Includes exercisable options to purchase 2,275,347 shares of common stock.

Equity Compensation Plan

The following table provides certain information with respect to all of Hudson's equity compensation plans as of December 31, 2008.

| <u>Plan Category</u> | Number of securities to be issued upon exercise of outstanding options, warrants and rights <u>(a)</u> | Weighted-average exercise price of outstanding options, warrants and rights <u>(b)</u> | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) <u>(c)</u> |
|--|---|---|---|
| Equity compensation plans approved by security holders | 2,859,843 | \$1.19 | 3,360,000 |

| | | | |
|--|----------------|--------|-----------|
| Equity compensation plans not approved by security holders (1) | <u>100,000</u> | \$1.88 | == |
| Total | 2,959,843 | \$1.21 | 3,360,000 |

1. Represents three-year warrants, issued to our lenders, in connection with an amendment to our credit facility.

Item 13. Certain Relationships and Related Transactions, and Director Independence

On June 28, 2007, we purchased and retired approximately 5,700,000 shares of our common stock from the Fleming Funds at a purchase price of \$0.65 per share, for total consideration of approximately \$3,700,000. Additionally, certain members of our management, in separate private transactions, purchased approximately 9,200,000 shares of our common stock from the Fleming Funds at a purchase price of \$0.65 per share, for a total consideration of approximately \$6,000,000. Of the total shares purchased by our management, Kevin J. Zugibe purchased 6,461,500, shares, Stephen P Mandracchia purchased 2,000,000 shares, Brian F. Coleman purchased 323,100 shares and James R. Buscemi purchased 292,300 shares. The shares purchased by management are unregistered shares and management did not receive registration rights in connection with their purchase of their shares.

On June 29, 2007, we commenced a tender offer to all of our common shareholders to purchase and retire up to approximately 1,200,000 shares of our common stock at a purchase price of \$1.12 per share. Upon completion of the tender offer, a total of approximately 55,000 shares of our common stock, at an aggregate purchase price of approximately \$62,000, were tendered to and accepted for purchase by us, all of which were retired. On September 25, 2007, we utilized the unused tender offer funds to purchase and retire approximately 1,100,000 shares of our common stock from the Fleming Funds at a price of \$1.12 per share, for a total consideration of approximately \$1,200,000.

Our board of Directors is comprised of five members, of which three directors are independent as defined under NASDAQ marketplace rules. The independent members of the Board are Messrs. Abbatecola, Monetta and Morch. Messrs. Coleman and Zugibe are not independent as defined under NASDAQ marketplace rules.

The independent members of our Board of Directors determine the compensation of our executive officers. The Board of Directors has established a Compensation/Stock Option Committee, which is responsible for recommending to the independent directors the compensation of our executive officers and for the administration of our employee benefit plans. The members of such committee are Messrs. Abbatecola, Coleman and Morch.

In September 2007, the Board established a Nominating Committee consisting of Messrs. Abbatecola, Monetta and Zugibe, and which is responsible for recommending to the independent directors nominees for election to the Board. Nominations to the Board are made by vote of the independent directors of the Board.

The members of our Audit Committee of our Board of Directors are Messrs. Abbatecola, Monetta, and Morch, all of whom are independent as defined under NASDAQ marketplace rules.

Item 14. Principal Accounting Fees and Services

Audit Fees.

The aggregate fees billed by BDO Seidman, LLP for professional services rendered for the audit of the Company's annual financial statements for the years ended December 31, 2008 and 2007, the review of the financial statements included in the Company's Form 10-K for 2008 and Form 10-KSB for 2007 totaled \$209,200 and \$140,000, respectively.

Audit-Related Fees.

In 2008, the aggregate fees billed by BDO Seidman, LLP for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements was \$1,000. In 2007, the aggregate fees billed by BDO Seidman, LLP for professional services rendered for assurance and related services that are reasonable related to the performance of the audit or review of the Company's financial statements totaled \$13,000.

Tax Fees.

In 2008 and 2007 the aggregate fees billed by BDO Seidman, LLP for professional services rendered for tax advice totaled \$30,000 and \$11,000, respectively.

All Other Fees:

In 2008 all other fees billed by BDO Seidman LLP for professional services rendered other than the services described in the paragraphs caption "Audit Fees", "Audit Related Fees" and "Tax Fees" were \$20,000. In 2007, the Company did not utilize BDO Seidman, LLP for products and services, other than the services described in the paragraphs caption "Audit Fees", "Audit Related Fees" and "Tax Fees."

The Audit Committee has established its pre-approval policies and procedures, pursuant to which the Audit Committee approved the foregoing audit services provided by BDO Seidman, LLP in 2008. Consistent with the Audit Committee's responsibility for engaging the Company's independent auditors, all audit and permitted non-audit services require pre-approval by the Audit Committee. The full Audit Committee approves proposed services and fee estimates for these services. The Audit Committee chairperson or their designee has been designated by the Audit Committee to approve any services arising during the year that were not pre-approved by the Audit Committee. Services approved by the Audit Committee chairperson are communicated to the full Audit Committee at its next regular meeting and the Audit Committee reviews services and fees for the fiscal year at each such meeting. Pursuant to these procedures, the Audit Committee approved the foregoing audit services provided by BDO Seidman, LLP.

Item 15. Exhibits, Financial Statement and Schedules

(A)(1) Financial Statements

The consolidated financial statements of Hudson Technologies, Inc. appear after Item 15 of this report

(A)(2) Financial Statement Schedules

None

(A)(3) Exhibits

- 3.1 Certificate of Incorporation and Amendment. (1)
- 3.2 Amendment to Certificate of Incorporation, dated July 20,1994. (1)
- 3.3 Amendment to Certificate of Incorporation, dated October 26, 1994. (1)
- 3.4 Amended By-Laws, as amended March 10, 2006. (11)
- 3.5 Certificate of Amendment of the Certificate of Incorporation dated March 16, 1999. (2)
- 3.6 Certificate of Correction of the Certificate of Amendment dated March 25, 1999. (2)
- 3.7 Certificate of Amendment of the Certificate of Incorporation dated March 29, 1999. (2)
- 3.8 Certificate of Amendment of the Certificate of Incorporation dated February 16, 2001. (4)
- 3.9 Certificate of Amendment of the Certificate of Incorporation of Hudson Technologies, Inc., dated March 20, 2002. (5)
- 3.10 Amendment to Certificate of Incorporation dated January 3, 2003. (6)
- 3.11 Company's By-Laws, as amended September 19, 2007. (12)
- 10.1 Assignment of patent rights from Kevin J. Zugibe to Registrant. (1)
- 10.2 1997 Stock Option Plan of the Company, as amended. (3) (*)
- 10.3 1994 Stock Option Plan of the Company. (1)*
- 10.4 Form of Common stock Purchase Warrants to be issued to Holders of 10% Subordinated Convertible Note dated December 20, 2002. (6)
- 10.5 Form of Incentive Stock Option Agreement under the 1997 Stock Option Plan of the Company with full vesting upon issuance. (7)
- 10.6 Form of Incentive Stock Option Agreement under the 1997 Stock Option Plan of the Company with options vesting in equal quarterly installments over two year period. (7)
- 10.7 Form of Non-Incentive Stock Option Agreement under the 1997 Stock Option Plan of the Company with full vesting upon issuance. (7)
- 10.8 2004 Stock Incentive Plan. *
- 10.9 Form of Incentive Stock Option Agreement under the 2004 Stock Incentive Plan of the Company with full vesting upon issuance. (8)
- 10.10 Form of Incentive Stock Option Agreement under the 2004 Stock Incentive Plan of the Company with options vesting in equal quarterly installments over two year period. (8)
- 10.11 Form of Non-Incentive Stock Option Agreement under the 2004 Stock Incentive Plan of the Company with full vesting upon issuance. (8)
- 10.12 Commercial Mortgage, dated May 27, 2005, between Hudson Technologies Company and Busey Bank. (9)
- 10.13 Commercial Installment Mortgage Note, dated May 27, 2005, between Hudson Technologies Company and Busey Bank. (9)
- 10.14 Amended and Restated Employment Agreement with Kevin J. Zugibe, as amended (17)*
- 10.15 Agreement with Brian F. Coleman, as amended (17)*
- 10.16 Agreement with James R. Buscemi, as amended (17)*
- 10.17 Agreement with Charles F. Harkins, as amended (17)*
- 10.18 Agreement with Stephen P. Mandracchia, as amended (17)*
- 10.19 Amended and Restated Loan Agreement between Hudson Technologies Company and Keltic Financial Partners, L.P., dated June 26, 2007. (13)
- 10.20 Mortgage and Security Agreement between Hudson Technologies Company and Keltic Financial Partners, L.P., dated June 26, 2007. (13)
- 10.21 Amended and Restated Revolving Note, dated June 26, 2007. (13)
- 10.22 Amended and Restated Term Note A, dated June 26, 2007 in the amount of \$2,500,000 (13)

- 10.23 Term Note B, dated June 26, 2007, in the amount of \$4,500,000. (13)
- 10.24 Stock Purchase Agreement between Hudson Technologies, Inc. and Fleming Funds, dated June 28, 2007. (13)
- 10.25 Stock Purchase Agreement between Kevin J. Zugibe and Fleming, U.S. Discovery Fund III, L.P. dated June 28, 2007. (13)
- 10.26 Stock Purchase Agreement between Stephen P. Mandracchia and Fleming, U.S. Discovery Fund III, L.P., dated June 28, 2007. (13)
- 10.27 Stock Purchase Agreement between Brian F. Coleman and Fleming, U.S. Discovery Fund III, L.P. dated June 28, 2007. (13)

- 10.28 Stock Purchase Agreement between James R. Buscemi and Fleming, U.S. Discovery Fund III, L.P. dated June 28, 2007. (13)
- 10.29 Stock Purchase Agreement between Hudson Technologies, Inc., Fleming U.S. Discovery Fund III, L.P. and Fleming U.S. Offshore Discovery Fund III, L.P. dated September 25, 2007. (14)
- 10.30 Second Amendment to Amended and Restated Loan Agreement between Hudson Technologies Company, Keltic Financial Partners, L.P and Bridge Healthcare Finance, LLC, dated April 17, 2008. (15)
- 10.31 Second Amended, Restated and Bifurcated Revolving Note, dated April 17, 2008, in the amount of \$10,000,000. (15).
- 10.32 Second Amended, Restated and Bifurcated Revolving Note, dated April 17, 2008, in the amount of \$5,000,000. (15)
- 10.33 Second Amended, Restated and Bifurcated Term Note A, dated April 17, 2008 in the amount of \$1,666,666.67. (15)
- 10.34 Second Amended, Restated and Bifurcated Term Note A, dated April 17, 2008 in the amount of \$833,333.33. (15)
- 10.35 Amended, Restated and Bifurcated Term Note B, dated April 17, 2008, in the amount of \$3,000,000. (15)
- 10.36 Amended, Restated and Bifurcated Term Note B, dated April 17, 2008, in the amount of \$1,500,000 . (15)
- 10.37 Warrant to Purchase Common Stock, dated April 17, 2008, for 66,667 shares of Common Stock issued to Keltic Financial Partners, L.P. (15)
- 10.38 Warrant to Purchase Common Stock, dated April 17, 2008, for 33,333 shares of Common Stock issued to Bridge Healthcare Finance, LLC. (15)
- 10.39 2008 Stock Incentive Plan. (16)
- 10.40 Form of Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with full vesting upon issuance. (17)
- 10.41 Form of Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with options vesting in equal installments over two year period. (17)
- 10.42 Form of Non-Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with full vesting upon issuance. (17)
- 10.43 Form of Non-Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with options vesting in equal installments over two year period. (17)
- 14 Code of Business Conduct and Ethics. (10)
- 21 Subsidiaries of the Registrant. (17)
- 23.1 Consent of BDO Seidman, LLP. (17)

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- 31.1 Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (17)
- 31.2 Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (17)
- 32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002. (17)
- 32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002. (17)

-
- (1) Incorporated by reference to the comparable exhibit filed with the Company's Registration Statement on Form SB-2 (No. 33-80279-NY).
 - (2) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-QSB for the quarter ended June 30, 1999.
 - (3) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 1999.
 - (4) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2000.
 - (5) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2001.
 - (6) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2002.
 - (7) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-QSB for the quarter ended September 30, 2004.
 - (8) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2004.
 - (9) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the quarter ended June 30, 2005
 - (10) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 8-K, dated December 13, 2005, and filed May 31, 2005.
 - (11) Incorporated by reference to the comparable exhibit filed with the Company's Report of Form 8-K, dated March 8, 2006, and filed March 14, 2006.
 - (12) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the quarter ended September 30, 2007.

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- (13) Incorporated by reference to the comparable exhibit filed with the Company's Form TO filed June 29, 2007.
- (14) Incorporated by reference to the comparable exhibit file to the Company's Form 8-K filed September 25, 2007.
- (15) Incorporated by reference to comparable exhibit filed with the Company's Form 8-K filed April 22, 2008.
- (16) Incorporated by reference to Appendix I to the Company's Definitive Proxy Statement on Schedule 14A filed July 29, 2008.
- (17) Filed herewith
- (*) Denotes Management Compensation Plan, agreement or arrangement.

Hudson Technologies, Inc.
Consolidated Financial Statements

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Report of Independent Registered Public Accounting Firm

To Stockholders and Board of Directors

Hudson Technologies, Inc.

Pearl River, New York

We have audited the accompanying consolidated balance sheets of Hudson Technologies, Inc. and subsidiaries as of December 31, 2008 and 2007 and the related consolidated statements of operations, stockholders' equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the Standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about

whether the financial statements are free from material misstatement. An audit includes consideration of internal controls over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Hudson Technologies, Inc. and subsidiaries as of December 31, 2008 and 2007 and the results of their operations and their cash flows for the years then ended in conformity with accounting principles generally accepted in the United States.

/s/ BDO Seidman, LLP
Valhalla, New York

March 4, 2009

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Hudson Technologies, Inc. and subsidiaries

Consolidated Balance Sheets

(Amounts in thousands, except for share and par value amounts)

| | <u>December 31,</u> <u>2008</u> | <u>2007</u> |
|---------------------------|------------------------------------|-------------|
| <u>Assets</u> | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 214 | \$ 283 |

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| | | |
|--|-----------------|-----------------|
| Trade accounts receivable - net | 1,731 | 1,746 |
| Inventories | 23,613 | 12,602 |
| Prepaid expenses and other current assets | <u>665</u> | <u>242</u> |
| Total current assets | 26,223 | 14,873 |
| Property, plant and equipment, less accumulated depreciation and amortization | 2,921 | 2,881 |
| Other assets | 158 | 46 |
| Deferred tax asset | 4,120 | 1,520 |
| Intangible assets, less accumulated amortization | <u>73</u> | <u>66</u> |
| Total Assets | \$33,495 | \$19,386 |
| | ===== | ===== |
| <u>Liabilities and Stockholders' Equity</u> | | |
| Current liabilities: | | |
| Accounts payable and accrued expenses | \$ 5,590 | \$ 3,568 |
| Accrued payroll | 1,010 | 638 |
| Short-term debt and current maturities of long-term debt | <u>8,524</u> | <u>3,124</u> |
| Total current liabilities | 15,124 | 7,330 |
| Long-term debt, less current maturities | <u>5,665</u> | <u>6,493</u> |
| Total Liabilities | <u>20,789</u> | <u>13,823</u> |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Preferred stock, shares authorized 5,000,000: | | |
| Series A Convertible Preferred stock, \$0.01 par value (\$100 liquidation preference value); shares authorized 150,000 | -- | -- |
| Common stock, \$0.01 par value; shares authorized 50,000,000; issued and outstanding 19,424,533 and 19,072,264 | 194 | 191 |
| Additional paid-in capital | 35,820 | 35,349 |
| Accumulated deficit | <u>(23,308)</u> | <u>(29,977)</u> |
| Total Stockholders' Equity | <u>12,706</u> | <u>5,563</u> |
| Total Liabilities and Stockholders' Equity | \$33,495 | \$19,386 |
| | ===== | ===== |

See accompanying Notes to the Consolidated Financial Statements.

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Hudson Technologies, Inc. and subsidiaries

Consolidated Statements of Operations

(Amounts in thousands, except for share and per share amounts)

For the years ended December 31,

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| | <u>2008</u> | <u>2007</u> |
|--|----------------|----------------|
| Revenues | \$33,167 | \$26,894 |
| Cost of sales | <u>21,857</u> | <u>20,041</u> |
| Gross Profit | <u>11,310</u> | <u>6,853</u> |
| Operating expenses: | | |
| Selling and marketing | 2,118 | 1,514 |
| General and administrative, includes \$59 and \$511 for share-based payment arrangements | 3,776 | 3,355 |
| Compensation expense for stock purchases | = | <u>4,338</u> |
| Total operating expenses | <u>5,894</u> | <u>9,207</u> |
| Operating income (loss) | <u>5,416</u> | <u>(2,354)</u> |
| Other income (expense): | | |
| Interest expense | (1,170) | (768) |
| Other income | <u>3</u> | <u>22</u> |
| Total other income (expense) | <u>(1,167)</u> | <u>(746)</u> |
| Income (loss) before income taxes | 4,249 | (3,100) |
| Income tax benefit | <u>(2,420)</u> | <u>(1,139)</u> |
| Net income (loss) | \$6,669 | (\$1,961) |
| | ===== | ===== |
| Net income (loss) per common share - basic | \$ 0.35 | (\$ 0.09) |
| | ===== | ===== |
| Net income (loss) per common share - diluted | \$ 0.33 | (\$ 0.09) |
| | ===== | ===== |
| Weighted average number of shares outstanding - basic | 19,271,530 | 22,214,197 |
| | ===== | ===== |
| Weighted average number of shares outstanding - diluted | 20,306,207 | 22,214,197 |
| | ===== | ===== |

See accompanying Notes to the Consolidated Financial Statements.

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(Amounts in thousands, except for share amounts)

| | <u>Shares</u> | <u>Common stock Amount</u> | <u>Additional Paid-in Capital</u> | <u>Accumulated Deficit</u> | <u>Total</u> |
|---|---------------|--------------------------------|---------------------------------------|--------------------------------|----------------|
| Balance at | | | | | |
| December 31, 2006 | 25,915,464 | \$259 | \$35,765 | (\$28,016) | \$ 8,008 |
| Issuance of common stock upon exercise of stock options | | | | | |
| | 5,000 | -- | 4 | -- | 4 |
| Value of share-based arrangements | | | | | |
| | -- | -- | 511 | -- | 511 |
| Purchase of | | | | | |
| common stock | (6,848,200) | (68) | (5,269) | -- | (5,337) |
| Compensation expense for stock purchases | | | | | |
| | -- | -- | 4,338 | -- | 4,338 |
| Net loss | == | == | == | <u>(1,961)</u> | <u>(1,961)</u> |
| Balance at | | | | | |
| December 31, 2007 | 19,072,264 | 191 | 35,349 | (29,977) | 5,563 |
| Issuance of common stock upon exercise of stock options and | | | | | |
| warrants | 352,269 | 3 | 338 | -- | 341 |
| Value of share-based arrangements | | | | | |
| | -- | -- | 59 | -- | 59 |
| Value of warrant issuances | | | | | |
| | -- | -- | 74 | -- | 74 |
| Net income | == | == | == | <u>6,669</u> | <u>6,669</u> |
| Balance at | | | | | |
| December 31, 2008 | 19,424,533 | \$194 | \$35,820 | (\$23,308) | \$12,706 |
| | ===== | ===== | ===== | ===== | ===== |

See accompanying Notes to the Consolidated Financial Statements.

Hudson Technologies, Inc. and subsidiaries

Consolidated Statements of Cash Flows

Increase (Decrease) in Cash and Cash Equivalents

(Amounts in thousands)

| | <u>For the years ended</u> | |
|--|----------------------------|--------------|
| | <u>December 31,</u> | |
| | <u>2008</u> | <u>2007</u> |
| Cash flows from operating activities: | | |
| Net income (loss) | \$6,669 | (\$1,961) |
| Adjustments to reconcile net income (loss) | | |
| to cash provided (used) by operating activities: | | |
| Depreciation and amortization | 547 | 561 |
| Allowance for doubtful accounts | 27 | (65) |
| Amortization of deferred finance cost | 18 | -- |
| Value of share-based payment arrangements | 59 | 511 |
| Deferred tax benefit | (2,600) | (1,268) |
| Compensation expense for stock purchases | -- | 4,338 |
| Changes in assets and liabilities: | | |
| Trade accounts receivable | (12) | (450) |
| Inventories | (11,011) | (209) |
| Prepaid expenses and other current assets | (423) | (83) |
| Other assets | (57) | (13) |
| Accounts payable and accrued expenses | <u>2,394</u> | <u>(979)</u> |
| Cash provided (used) by operating activities | <u>(4,389)</u> | <u>382</u> |
| Cash flows from investing activities: | | |
| Additions to patents | (35) | (14) |
| Additions to property, plant, and equipment | <u>(558)</u> | <u>(432)</u> |
| Cash used by investing activities | <u>(593)</u> | <u>(446)</u> |
| Cash flows from financing activities: | | |
| Purchase of common stock - net | -- | (5,337) |
| Proceeds from issuance of common stock - net | 341 | 4 |
| Proceeds (repayment) of short-term debt - net | 5,371 | (1,043) |
| Proceeds from long-term debt | 333 | 7,000 |
| Repayment of long-term debt | <u>(1,132)</u> | <u>(870)</u> |
| Cash provided (used) by financing activities | <u>4,913</u> | <u>(246)</u> |

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| | | |
|--|------------|------------|
| Decrease in cash and cash equivalents | (69) | (310) |
| Cash and cash equivalents at beginning of period | <u>283</u> | <u>593</u> |
| Cash and cash equivalents at end of period | \$ 214 | \$ 283 |
| | ===== | ===== |
| <hr/> | | |
| Supplemental disclosure of cash flow information: | | |
| Cash paid during period for interest | \$ 1,198 | \$ 768 |
| Cash paid for income taxes | \$ 700 | \$ 35 |
| Supplemental schedule of non-cash investing and financing activities: | | |
| Debt issued in connection with purchase of property, plant and equipment | \$ 333 | \$ 37 |

See accompanying Notes to the Consolidated Financial Statements.

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Hudson Technologies, Inc. and subsidiaries

Notes to the Consolidated Financial Statements

Note 1 - Summary of Significant Accounting Policies

Business

Hudson Technologies, Inc., incorporated under the laws of New York on January 11, 1991, is a refrigerant services company providing innovative solutions to recurring problems within the refrigeration industry. The Company's products and services are primarily used in commercial air conditioning, industrial processing and refrigeration systems, including (i) refrigerant sales, (ii) refrigerant management services consisting primarily of reclamation of refrigerants and (iii) RefrigerantSide® Services performed at a customer's site, consisting of system decontamination to remove moisture, oils and other contaminants. In addition, RefrigerantSide® Services include predictive and diagnostic services for industrial and commercial refrigeration applications, which are designed to predict potential catastrophic problems and identify inefficiencies in an operating system. The Company's Chiller Chemistry®, Chill Smart®, Fluid Chemistry™ and Performance Optimization are predictive and diagnostic service offerings. The Company operates through its wholly-owned subsidiary, Hudson Technologies Company. Unless the context requires otherwise, references to the "Company", "Hudson", "we", "us", "our", or similar pronouns refer to Hudson Technologies, Inc. and its subsidiaries.

Consolidation

The consolidated financial statements represent all companies of which Hudson directly or indirectly has majority ownership or otherwise controls. Significant intercompany accounts and transactions have been eliminated. The Company's consolidated financial statements include the accounts of wholly-owned subsidiaries Hudson Holdings, Inc. and Hudson Technologies Company.

Fair value of financial instruments

The carrying values of financial instruments including trade accounts receivable and accounts payable approximate fair value at December 31, 2008, because of the relatively short maturity of these instruments. The carrying value of short-and long-term debt approximates fair value, based upon quoted market rates of similar debt issues, as of December 31, 2008.

Credit risk

Financial instruments, which potentially subject the Company to concentrations of credit risk, consist principally of temporary cash investments and trade accounts receivable. The Company maintains its temporary cash investments in highly-rated financial institutions and, at times, the balances exceed FDIC insurance coverage. The Company's trade accounts receivables are primarily due from companies throughout the United States. The Company reviews each customer's credit history before extending credit.

The Company establishes an allowance for doubtful accounts based on factors associated with the credit risk of specific accounts, historical trends, and other information. The carrying value of the Company's accounts receivable is reduced by the established allowance for doubtful accounts. The allowance for doubtful accounts includes any accounts receivable balances that are determined to be uncollectible, along with a general reserve for the remaining accounts receivable balances. The Company adjusts its general or specific reserves based on factors that affect the collectability of the accounts receivable balances.

For the year ended December 31, 2008, no one customer accounted for more than 10% of the Company's revenues. For the year ended December 31, 2007, one customer accounted for approximately 12% of the Company's revenues.

The loss of a principal customer or a decline in the economic prospects of and/or a reduction in purchases of the Company's products or services by any such customer could have an adverse effect on the Company's future financial position and results of operations.

Cash and cash equivalents

Temporary investments with original maturities of ninety days or less are included in cash and cash equivalents.

Inventories

Inventories, consisting primarily of refrigerant products available for sale, are stated at the lower of cost, on a first-in first-out basis, or market.

Property, plant, and equipment

Property, plant, and equipment are stated at cost, including internally manufactured equipment. The cost to complete equipment that is under construction is not considered to be material to the Company's financial position. Provision for depreciation is recorded (for financial reporting purposes) using the straight-line method over the useful lives of the respective assets. Leasehold improvements are amortized on a straight-line basis over the shorter of economic life or terms of the respective leases. Costs of maintenance and repairs are charged to expense when incurred.

Due to the specialized nature of the Company's business, it is possible that the Company's estimates of equipment useful life periods may change in the future.

Revenues and cost of sales

Revenues are recorded upon completion of service or product shipment and passage of title to customers in accordance with contractual terms. The Company evaluates each sale to ensure collectability. In addition, each sale is based on an arrangement with the customer and the sales price to the buyer is fixed. License fees are recognized over the period of the license based on the respective performance measurements associated with the license. Royalty revenues are recognized when earned. Cost of sales is recorded based on the cost of products shipped or services performed and related direct operating costs of the Company's facilities. To the extent that the Company charges its customers shipping fees such amounts are included as a component of revenue and the corresponding costs are included as a component of cost of sales.

The Company's revenues are derived from refrigerant and reclamation sales and RefrigerantSide® Services, including license and royalty revenues. The revenues for each of these lines are as follows:

| Year Ended December 31, (in thousands) | <u>2008</u> | <u>2007</u> |
|---|--------------|--------------|
| Refrigerant and reclamation sales | \$29,531 | \$22,948 |
| RefrigerantSide® Services | <u>3,636</u> | <u>3,946</u> |
| Total | \$33,167 | \$26,894 |
| | ===== | ===== |

Income taxes

The Company utilizes the asset and liability method for recording deferred income taxes, which provides for the establishment of deferred tax asset or liability accounts based on the difference between tax and financial reporting bases of certain assets and liabilities. The tax benefit associated with the Company's net operating loss carry forwards ("NOL's") is recognized to the extent that the Company is expected to recognize future taxable income. The Company has assessed the recoverability of its deferred tax assets based on its expectation that it will recognize future taxable income and accordingly has adjusted its valuation allowance for this asset. Consequently, during the year ended December 31, 2008, the Company has recognized a decrease in the valuation allowance on its deferred tax assets of approximately \$2,600,000 and as of December 31, 2008, the total deferred tax asset is \$4,120,000.

Certain states either do not allow or limit NOL's and as such the Company will be liable for certain state taxes. To the extent that the Company utilizes its NOL's, it will not pay tax on such income but may be subject to the federal alternative minimum tax. In addition, to the extent that the Company's net income, if any, exceeds the annual NOL limitation it will pay income taxes based on existing statutory rates.

As a result of an internal revenue audit, the 2006 and prior tax years have been closed. The Company operates in many states throughout the United States and, as of December 31, 2008, the various states statute of limitations remain open for tax years subsequent to 2004.

On June 28, 2007, Fleming U.S. Discovery Fund III, L.P. and Fleming U.S. Offshore Discovery Fund III, L.P. (individually and collectively "Fleming Funds") sold a total of approximately 14,900,000 shares of Hudson's common stock in a transaction involving the Company and in a separate transaction with certain members of the Company's management (the "Transactions"). Prior to the Transactions, the Fleming Funds owned in the aggregate approximately 19,100,000 shares, or 74% of the Company's outstanding common stock. Under Section 382 of the Internal Revenue Code of 1986, as amended, the sale by Fleming Funds of their shares resulted in a "change in control", which limits

the Company's ability to utilize its existing NOL's to approximately \$1,300,000 annually.

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Income (loss) per common and equivalent shares

The following table sets forth the computation of basic and diluted income (loss) per common share for the years ended December 31:

| | <u>2008</u> | <u>2007</u> |
|---|------------------|---------------|
| Numerator: | | |
| Net Income (loss) | \$6,669,000 | \$(1,961,000) |
| | ===== | ===== |
| Denominator: | | |
| Weighted average number of shares - basic | 19,271,530 | 22,214,197 |
| Shares underlying options and warrants | <u>1,034,677</u> | = |
| Weighted average number of shares-diluted | 20,306,207 | 22,214,197 |
| | ===== | ===== |

In 2008 and 2007, certain options and warrants aggregating 259,625 and 3,173,000 shares, respectively, have been excluded from the calculation of diluted shares due to the fact that their effect would be anti-dilutive.

Estimates and risks

The preparation of financial statements in conformity with generally accepted accounting principles in the United States requires management to make estimates and assumptions that affect reported amounts of certain assets and liabilities, the disclosure of contingent assets and liabilities, and the results of operations during the reporting period. Actual results could differ from these estimates.

The Company participates in an industry that is highly regulated, changes in which could affect operating results. Currently the Company purchases virgin, hydrochlorofluorocarbons ("HCFC") and hydroflouorocarbons ("HFC"), refrigerants and reclaimable, primarily HCFC and chlorofluorocarbon ("CFC"), refrigerants from suppliers and its customers. Effective January 1, 1996, the Clean Air Act (the "Act") prohibited the production of CFC refrigerants and limited the production of HCFC refrigerants. Additionally, effective January 2004, the Act further limited the production of HCFC refrigerants and federal regulations were enacted which impose limitations on the importation of certain virgin HCFC refrigerants. Under the Act, production of certain HCFC refrigerants is scheduled to be phased during the period 2010 through 2020, and production of all HCFC refrigerants is scheduled to be phased out by 2030. Notwithstanding the limitations under the Act, the Company believes that sufficient quantities of new and used refrigerants will continue to be available to it at a reasonable cost for the foreseeable future. To the extent that the Company is unable to source sufficient quantities of refrigerants or is unable to obtain refrigerants on commercially reasonable terms or experiences a decline in demand and/or price for refrigerants, the Company could realize reductions in refrigerant processing and possible loss of revenues, which would have a material adverse affect on operating results.

The Company is subject to various legal proceedings. The Company assesses the merit and potential liability associated with each of these proceedings. In addition, the Company estimates potential liability, if any, related to these matters. To the extent that these estimates are not accurate, or circumstances change in the future, the Company could realize liabilities, which would have a material adverse effect on operating results and our financial position.

Impairment of long-lived assets and long-lived assets to be disposed of

The Company reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of the assets to the future net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or fair value less the cost to sell.

Recent accounting pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB") issued FASB statement No. 157 ("SFAS No. 157"), "Fair Value Measurements," which establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. SFAS No. 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007, and interim periods within those fiscal years. The FASB agreed to defer the effective date of Statement 157 for one year for non-financial assets and non-financial liabilities that are recognized or disclosed at fair value in the financial statements on a nonrecurring basis. There is no deferral for financial assets and financial liabilities, nor for the rare non-financial assets and non-financial liabilities that are remeasured at fair value at least

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annually. The adoption of SFAS No. 157 did not have a material impact on the Company's results of operations or its financial position. The Company is currently evaluating the impact that SFAS No. 157 will have on its non-financial assets and liabilities, but the adoption is not expected to have a material impact on our financial statements.

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"), which provides companies with an option to report selected financial assets and liabilities at fair value with the changes in fair value recognized in earnings at each subsequent reporting date. SFAS 159 provides an opportunity to mitigate potential volatility in earnings caused by measuring related assets and liabilities differently, and it may reduce the need for applying complex hedge accounting provisions. SFAS 159 is effective for fiscal years beginning after November 15, 2007. Adoption of SFAS 159 had no financial statement impact on the Company.

In December 2007, the FASB issued Statement No. 141 (revised 2007), "Business Combinations" ("FAS 141"). FAS No. 141 (revised 2007) requires an acquirer to measure the identifiable assets acquired, the liabilities assumed and any noncontrolling interest in the acquiree at their fair values on the acquisition date, with goodwill being the excess value over the net identifiable assets acquired. This standard also requires the fair value measurement of certain other assets and liabilities related to the acquisition such as contingencies. FAS 141 (revised 2007) applies prospectively to business combinations and is effective for fiscal years beginning on or after December 15, 2008.

In June 2008, the Emerging Issues Task Force of the FASB published EITF Issue 07-5 "Determining Whether an Instrument is Indexed to an Entity's Own Stock" ("EITF 07-5") to address concerns regarding the meaning of "indexed to an entity's own stock" contained in FAS Statement 133 "Accounting for Derivative Instruments and Hedging

Activities". This related to the determination of whether a freestanding equity-linked instrument should be classified as equity or debt. If an instrument is classified as debt, it is valued at fair value, and this value is remeasured on an ongoing basis, with changes recorded in earnings in each reporting period. EITF 07-5 is effective for years beginning after December 15, 2008 and earlier adoption is not permitted. Adoption of EITF 07-5 will have no financial statement impact on the Company for warrants that were outstanding on December 31, 2008.

Note 2 - Other income

For the year ended December 31, 2008 and 2007 other income consisted of interest income of \$3,000 and \$22,000 respectively.

Note 3 - Income taxes

During the year ended December 31, 2008 and 2007, the Company was subject to federal and state income taxes for the states that allow or limit NOL's of \$180,000 and \$129,000 respectively. For the year ended December 31, 2008 and 2007, the Company recognized a tax benefit of \$2,600,000 and \$1,268,000, respectively, related to the reduction of the valuation allowance relating to its deferred tax assets.

Reconciliation of the Company's actual tax rate to the U.S. Federal statutory rate is as follows:

| Years ended December 31, | <u>2008</u> | <u>2007</u> |
|---|--------------|-------------|
| <u>Income tax rates</u> | | |
| - Statutory U.S. federal rate | 34% | 34% |
| - States, net U.S. benefits | 4% | 2% |
| - Non-Statutory federal and state taxes | --% | (4%) |
| - Permanent difference for compensation expense | --% | (50%) |
| - Change in valuation allowance | <u>(95%)</u> | <u>55%</u> |
| Total | <u>(57%)</u> | <u>37%</u> |
| | ===== | ===== |

As of December 31, 2008, the Company had NOL's of approximately \$20,000,000 expiring 2009 through 2023. The Company's NOL's are subject to an annual limitation of \$1,300,000.

Elements of deferred income tax assets (liabilities) are as follows:

| December 31, (in thousands) | <u>2008</u> | <u>2007</u> |
|--|-------------|-------------|
| <u>Deferred tax assets (liabilities)</u> | | |
| - Depreciation & amortization | \$ 101 | \$ 86 |

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| | | |
|----------------------------------|----------------|----------------|
| - Reserves for doubtful accounts | 91 | 99 |
| - Accrued Payroll | 329 | -- |
| - Inventory reserve | 43 | 42 |
| - NOL | <u>7,312</u> | <u>8,570</u> |
| Subtotal | 7,876 | 8,797 |
| - Valuation allowance | <u>(3,756)</u> | <u>(7,277)</u> |
| Total | \$ 4,120 | \$ 1,520 |
| | ===== | ===== |

The Company considered its projected future taxable income, and associated annual limitations, in determining the amount of deferred tax assets to recognize. The Company continues to reserve deferred tax assets relating to the utilization of NOL's for periods that it cannot reasonably predict operating results.

Note 4 - Trade accounts receivable - net

At December 31, 2008 and 2007, trade accounts receivable are net of reserves for doubtful accounts of \$254,000 and \$276,000, respectively.

Note 5- Inventories

Inventories consist of the following:

| | | |
|---------------------------------------|---------------|--------------|
| | <u>2008</u> | <u>2007</u> |
| December 31, (in thousands) | | |
| Refrigerant and cylinders | \$ 5,808 | \$ 3,384 |
| Packaged refrigerants | <u>17,805</u> | <u>9,218</u> |
| Total | \$23,613 | \$12,602 |
| | ===== | ===== |

Note 6 - Property, plant, and equipment

Elements of property, plant, and equipment are as follows:

| | | | |
|---|-------------|-------------|------------------------|
| | <u>2008</u> | <u>2007</u> | <u>Estimated Lives</u> |
| December 31, (in thousands) | | | |
| <u>Property, plant, & equipment</u> | | | |
| - Land | \$ 530 | \$ 228 | |
| - Buildings | 830 | 830 | 39 years |
| - Building improvements | 709 | 697 | 39 years |
| - Equipment | 6,584 | 6,407 | 3-10 years |
| - Equipment under capital lease | 25 | 124 | 7 years |
| - Vehicles | 1,046 | 1,046 | 5 years |
| - Lab equipment and computers | 675 | 565 | 3-5 years |

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| | | | |
|---|--------------|--------------|-----------|
| - Furniture & fixtures | 151 | 123 | 7-8 years |
| - Leasehold improvements | 39 | 37 | 3 years |
| - Equipment under construction | <u>56</u> | <u>40</u> | |
| Subtotal | 10,645 | 10,097 | |
| Accumulated depreciation & amortization | <u>7,724</u> | <u>7,216</u> | |
| Total | \$2,921 | \$2,881 | |
| | ===== | ===== | |

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Note 7 - Short-term and long-term debt

Elements of short-term and long-term debt are as follows:

| | <u>2008</u> | <u>2007</u> |
|--|----------------|----------------|
| December 31, | | |
| (in thousands) | | |
| <u>Short-term & long-term debt</u> | | |
| Short-term debt: | | |
| - Bank credit line | \$7,373 | \$2,002 |
| - Long-term debt: current | <u>1,151</u> | <u>1,122</u> |
| Subtotal | <u>8,524</u> | <u>3,124</u> |
| Long-term debt: | | |
| - Building and land mortgage | 1,099 | 846 |
| - Capital lease obligations | 35 | 17 |
| - Bank term loan | 5,500 | 6,500 |
| - Vehicle loans | 182 | 252 |
| - Less: current maturities | <u>(1,151)</u> | <u>(1,122)</u> |
| Subtotal | <u>5,665</u> | <u>6,493</u> |
| <u>Total short-term & long-term debt</u> | \$14,189 | \$9,617 |
| | ===== | ===== |

Bank credit line and term loan

On June 26, 2007 the Company entered into a credit facility with Keltic Financial Partners, LLP ("Keltic") and on April 17, 2008, Hudson amended its credit facility with Keltic and secured participation from Bridge Healthcare Financial, LLC ("Bridge") to provide for borrowings up to \$15,000,000. The facility consists of a revolving line of credit and term loans, which expires on June 20, 2011. Advances under the revolving line of credit are limited to (i) 85% of eligible trade accounts receivable and (ii) 55% of eligible inventory. Advances available to Hudson under the A and B term loans may not exceed \$2,500,000 and \$4,500,000, respectively. At December 31, 2008, the facility bore interest at 6.5%. Substantially all of Hudson's assets are pledged as collateral for its obligations to Keltic and Bridge under the credit facility. In addition, among other things, the agreement restricts Hudson's ability to declare or pay any cash dividends on its capital stock. As of December 31, 2008 and 2007, Hudson had in the aggregate \$7,373,000 and \$2,002,000, respectively, of borrowings outstanding and \$2,127,000 and \$1,069,000, respectively, available for borrowing under the revolving line of credit. In addition, as of December 31, 2008, the Company had \$5,500,000 of borrowings outstanding under the A and B term loans with Keltic and Bridge.

In connection with the amendment to the credit facility, the Company issued 66,667 five-year common stock purchase warrants to Keltic exercisable at \$1.88 per share, and issued 33,333 five-year common stock purchase warrants to Bridge exercisable at \$1.88 per share. The Company utilizes the Black-Scholes pricing model to compute the fair value of the 100,000 stock purchase warrants. The \$74,000, representing fair value of the warrants, is being amortized over the life of the credit facility and as of December 31, 2008 there was \$55,000 unamortized debt cost, which is included in other assets on the balance sheet.

Building Mortgage

In May 2005, the Company purchased its Champaign, Illinois facility for a total purchase price of \$999,999. The Company has financed the purchase with a 15 year amortizing loan in the amount of \$945,000 with a balloon payment due on June 1, 2012. The note bears interest at 7% for the first five years and then adjusts annually based on prime plus 2%. As of December 31, 2008 and 2007, the Company has approximately \$806,000 and \$846,000, respectively, outstanding under the loan.

Land Mortgage

In April 2008, the Company purchased five acres of vacant land adjacent to its Champaign, Illinois facility for \$300,000. The Company financed the purchase with a 15 year amortization loan in the amount of \$300,000 with a balloon payment due on June 1, 2012. The note bears an interest rate at 6.7% and \$293,000 is outstanding as of December 31, 2008,

Vehicle Loans

During 2006, the Company entered into various vehicle loans. The vehicles are primarily used in connection with the Company's RefrigerantSide® Services. The loans are payable in 60 monthly payments through August 2012 and bear interest from 2% to 9.5%.

Scheduled maturities of the Company's long-term debt and capital lease obligations are as follows:

| <u>Years ended December 31,</u> (in thousands) | <u>Amount</u> |
|---|------------------|
| - 2009 | \$1,151 |
| - 2010 | 1,157 |
| - 2011 | 3,603 |
| - 2012 | <u>905</u> |
| Total | \$6,816 ===== |

Capital Lease Obligations

The Company rents certain equipment with a net book value of approximately \$43,000 at December 31, 2008 under leases, which have been classified as capital leases. Scheduled future minimum lease payments under capital leases net of interest are as follows:

| <u>Years ended December 31,</u> (in thousands) | <u>Amount</u> |
|---|---------------|
| - 2009 | \$22 |
| - 2010 | <u>15</u> |
| | 37 |
| Less Interest Expense | <u>(2)</u> |
| Total | \$35 |
| | ===== |

Note 8 - Stockholders' equity

On June 28, 2007, the Company purchased and retired approximately 5,700,000 shares of its common stock from the Fleming Funds at a purchase price of \$0.65 per share, for total consideration of approximately \$3,700,000. Additionally, certain members of the Company's management, in separate private transactions, purchased approximately 9,200,000 shares of the Company's common stock from the Fleming Funds at a purchase price of \$0.65 per share, for a total consideration of approximately \$6,000,000. The shares purchased by management are unregistered shares and management did not receive registration rights in connection with the purchase of their shares.

On June 29, 2007 the Company commenced a tender offer to all of its common shareholders to purchase and retire up to approximately 1,200,000 shares of its common stock at a purchase price of \$1.12 per share. Upon completion of the tender offer, a total of approximately 55,000 shares of the Company's common stock, at an aggregate purchase price of approximately \$62,000, were tendered to and accepted for purchase by the Company, all of which were retired. On September 25, 2007 the Company utilized the unused tender offer funds to purchase and retire approximately 1,100,000 shares of its common stock from the Fleming Funds at a price of \$1.12 per share, for a total consideration of approximately \$1,200,000.

As a consequence of the shares purchased by the Company in the tender offer, and the shares purchased by the Company from the Fleming Funds, the Company retired an aggregate of approximately 6,900,000 shares of its common stock and has increased its long-term debt by approximately \$5,000,000. The retirement of those shares represents more than a 26% reduction in the number of outstanding shares of the Company when compared to the total outstanding shares prior to the tender offer and the purchases from the Fleming Funds.

The sale on June 28, 2007 by the Fleming Funds to certain members of the Company's management of approximately 9,200,000 shares at a purchase price of \$0.65 per share required the Company to incur a non-cash, non-recurring compensation expense and a corresponding increase to additional paid-in capital of approximately \$4,338,000, both of which were recognized in the quarter ended June 30, 2007, which represents the difference between the market value of the Company's common stock on June 28, 2007 and the purchase price of the common stock. The Company's net worth was unaffected by the \$4,338,000 non-cash, non-recurring charge.

Note 9 - Commitments and contingencies

Rents and operating leases

Hudson utilizes leased facilities and operates equipment under non-cancelable operating leases through March 1, 2013.

Properties

| <u>Location</u> | <u>Annual Rent</u> | <u>Lease Expiration Date</u> |
|---------------------------|--------------------|------------------------------|
| Auburn, Washington | \$ 25,000 | Month to Month |
| Baton Rouge, Louisiana | \$ 27,000 | 10/2009 |
| Champaign, Illinois | \$230,000 | 12/2011 |
| Charlotte, North Carolina | \$ 65,000 | 11/2009 |
| Orangeburg, New York | \$172,000 | 6/2011 |
| Pearl River, New York | \$103,000 | 2/2013 |
| Pottsville, Texas | \$ 18,000 | 8/2011 |
| Hampstead, New Hampshire | \$ 21,000 | 8/2010 |

The Company rents properties and various equipment under operating leases. Rent expense for the years ended December 31, 2008 and 2007 totaled approximately \$440,000 and \$404,000, respectively. In addition to the properties above, the Company does at times utilize public warehouse space on a month to month basis. The Company typically enters into short-term leases for the facilities and wherever possible extends the expiration date of such leases.

Future commitments under operating leases are summarized as follows:

| <u>Years ended December 31,</u> | <u>Amount</u> |
|---------------------------------|---------------|
| (in thousands) | |
| - 2009 | \$636 |
| - 2010 | 522 |
| - 2011 | 429 |
| - 2012 | 110 |
| -2013 | <u>28</u> |
| Total | \$1,725 |
| | ===== |

Legal Proceedings

On April 1, 1999, the Company reported a release of approximately 7,800 lbs. of R-11 refrigerant (the "1999 Release"), at its leased facility in Hillburn, NY, which was vacated in June 2006 ("Facility"). A failed hose connection to one of the Company's outdoor storage tanks allowed liquid R-11 to discharge from the tank into the concrete secondary containment area in which the subject tank was located.

Between April 1999 and May 1999, with the approval of the New York State Department of Environmental Conservation ("DEC"), the Company constructed and put into operation a remediation system to remove R-11 levels in the groundwater under and around the Facility.

In September 2000, the Company signed an Order on Consent with the DEC, which was amended in May 2001, whereby the Company agreed to operate the remediation system and perform monthly testing at the Facility, until remaining groundwater contamination has been effectively abated. In July 2005, the DEC approved a modification of

the Order on Consent to reduce the frequency of testing from monthly to quarterly. The Company is continuing to operate the remediation system pursuant to the approved modifications to that Order on Consent and, as of December 31, 2008, the Company has accrued, as an expense in its consolidated financial statements, the costs that the Company believes it will incur in connection with its compliance with the Order on Consent through March 31, 2010. There can be no assurance that additional testing will not be required or that the Company will not incur additional costs, and such costs in excess of the Company's estimate may have a material adverse effect on the Company financial condition or results of operations.

In May 2000, the Facility, as a result of the 1999 release, was nominated by the EPA for listing on the National Priorities List ("NPL") pursuant to the Comprehensive Environmental Response, Compensation and Liability Act of 1980 ("CERCLA.") The Company submitted opposition to the listing within the sixty-day comment period. In September 2003, the EPA advised the Company that it has no current plans to finalize the process for listing of the Facility on the NPL and that the EPA will not withdraw the proposal for listing on the NPL.

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In October 2001, the Company learned that trace levels of R-11 were detected in one of the wells operated by United Water of New York, Inc. ("United") that is in the closest proximity to the Village of Suffern's ("Village") well system. No contamination of R-11 has ever been detected in any of the Village's wells and, since October 2002, the level of R-11 in the United well closest to the Village has been below 1 ppb. In September 2004, the Village advised that it intends to continue performing additional sampling of its wells at a cost of approximately \$5,000 per year and the Company has reimbursed the Village for sampling costs through September 2005.

The Company has exhausted all insurance proceeds available for the 1999 Release under all applicable policies.

During the years ended December 31, 2008 and 2007, the Company incurred \$34,000 and \$9,000, respectively, in additional remediation costs in connection with the matters above and such amount has been included as a component of general and administrative expenses. There can be no assurance that the 1999 Release will not impact the Village wells, or that the ultimate outcome of the 1999 Release will not have a material adverse effect on the Company's financial condition and results of operations. There can be no assurance that the EPA will not change its current plans and seek to finalize the process of listing the Facility on the NPL, or that the ultimate outcome of such a listing will not have a material adverse effect on the Company's financial condition and results of operations.

Employment Agreements

The Company has entered into a two-year employment agreement with Kevin J. Zugibe, which currently expires in October 2010 and is automatically renewable for successive two-year terms unless either party gives notice of termination at least ninety days prior to the then expiration date of the then current term. Pursuant to the agreement, Mr. Zugibe is receiving an annual base salary of \$192,800 with such increases and bonuses as the Board may determine. The Company is the beneficiary of a "key-man" insurance policy on the life of Mr. Zugibe in the amount of \$1,000,000.

Note 10 - Share-Based compensation

Share-based compensation represents the cost related to share-based awards, typically stock options, granted to employees, non-employees, officers and directors. Share-based compensation is measured at grant date, based on the estimated fair value of the award, and such amount is charged to compensation expense on a straight-line basis (net of estimated forfeitures) over the requisite service period. For the year ended December 31, 2008 and 2007, the share-based compensation expense of \$59,000 and \$511,000 respectively, is reflected in general and administrative expenses in the consolidated statements of operations.

Share-based awards have historically been stock options issued pursuant to the terms of the Company's 1994, and 1997 stock option plans and the Company's 2004 and 2008 stock incentive (the "Plans"), described below. The Plans may be administered by the Board of Directors or the Compensation and Stock Option Committee of the Board, or by another committee appointed by the Board from among its members as provided in the Plans. Presently, the Plans are administered by a committee consisting of non-employee directors. As of December 31, 2008, the Plans authorized the issuance of stock options to purchase 5,500,000 shares of the Company's Common stock and, as of December 31, 2008 there were 3,360,000 shares of the Company's Common stock available for issuance for future stock option grants.

Stock options are awards, which allow the recipient to purchase shares of the Company's common stock at a fixed price, are typically granted at an exercise price equal to the Company's stock price at the date of grant. Typically, the Company's stock option awards have generally vested from immediately to two years from the grant date and have had a contractual term ranging from five to ten years.

During the years ended December 31, 2008 and 2007, the Company issued 220,000 and 970,000 stock options, respectively, and the fair value of these awards was \$133,000 and \$417,000. At December 31, 2008, there was \$74,000 of unrecognized compensation cost related to non-vested previously granted option awards.

Effective October 31, 1994, the Company adopted an Employee Stock Option Plan ("1994 Plan") pursuant to which 725,000 shares of common stock were reserved for issuance upon the exercise of options designated as either (i) options intended to constitute incentive stock options ("ISOs") under the Internal Revenue Code of 1986, as amended, ("Code") or (ii) nonqualified options. ISOs could be granted under the 1994 Plan to employees and officers of the Company. Non-qualified options could be granted to consultants, directors (whether or not they are employees), employees or officers of the Company. Effective November 1, 2004, the Company's ability to grant options under the 1994 Plan expired.

Effective July 25, 1997, the Company adopted its 1997 Employee Stock Option Plan, which was amended on August 19, 1999, ("1997 Plan") pursuant to which 2,000,000 shares of common stock were reserved for issuance upon the exercise of options designated as either (i) ISOs under the Code, or (ii) nonqualified options. ISOs may be granted under the 1997 Plan to employees and officers of the Company. Non-qualified options may be granted to consultants, directors (whether or not they are employees), employees or officers

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of the Company. Stock appreciation rights may also be issued in tandem with stock options. Effective September 11, 2007, the Company's ability to grant options or stock appreciation rights under the 1997 Plan expired.

Effective September 10, 2004, the Company adopted its 2004 Stock Incentive Plan ("2004 Plan") pursuant to which 2,500,000 shares of common stock are currently reserved for issuance upon the exercise of options, designated as either (i) ISOs under the Code or (ii) nonqualified options, restricted stock, deferred stock or other stock-based awards. ISOs may be granted under the 2004 Plan to employees and officers of the Company. Non qualified options, restricted stock, deferred stock or other stock-based awards may be granted to consultants, directors (whether or not they are employees), employees or officers of the Company. Stock appreciation rights may also be issued in tandem with stock options. Unless the 2004 Plan is sooner terminated, the ability to grant options or other awards under the 2004 Plan will expire on September 10, 2014.

Options granted under the 2004 Plan may not be granted at a price less than the fair market value of the common stock on the date of grant (or 110% of fair market value in the case of persons holding 10% or more of the voting stock of the Company). Non-qualified options granted under the 2004 Plan may not be granted at a price less than the fair market value of the common stock. Options granted under the 2004 Plan expire not more than ten years from the date of grant (five years in the case of ISOs granted to persons holding 10% or more of the voting stock of the Company).

Effective August 27, 2008, the Company adopted its 2008 Stock Incentive Plan ("2008 Plan") pursuant to which 3,000,000 shares of common stock are currently reserved for issuance upon the exercise of options, designated as either (i) ISOs under the Code or (ii) nonqualified options, restricted stock, deferred stock or other stock-based awards. ISOs may be granted under the 2008 Plan to employees and officers of the Company. Non qualified options, restricted stock, deferred stock or other stock-based awards may be granted to consultants, directors (whether or not they are employees), employees or officers of the Company. Stock appreciation rights may also be issued in tandem with stock options. Unless the 2008 Plan is sooner terminated, the ability to grant options or other awards under the 2008 Plan will expire on August 27, 2018.

Options granted under the 2008 Plan may not be granted at a price less than the fair market value of the common stock on the date of grant (or 110% of fair market value in the case of persons holding 10% or more of the voting stock of the Company). Non-qualified options granted under the 2008 Plan may not be granted at a price less than the fair market value of the common stock. Options granted under the 2008 Plan expire not more than ten years from the date of grant (five years in the case of ISOs granted to persons holding 10% or more of the voting stock of the Company).

All stock options have been granted to employees and non-employees at exercise prices equal to or in excess of the market value on the date of the grant.

The Company determines the fair value of shared based awards at the grant date by using the Black-Scholes option-pricing model, and is incorporating the simplified method to compute expected lives of share based awards with the following weighted-average assumptions:

| Years ended December 31, <u>Assumptions</u> | <u>2008</u> | <u>2007</u> |
|--|-----------------|-------------|
| Dividend Yield | 0 % | 0 % |
| Risk free interest rate | 1.7% to 2.9% | 3.5% |
| Expected volatility | 52% to 55% | 55% |
| Expected lives | 2 to 5 years | 5 years |

A summary of the status of the Company's Plans as of December 31, 2008 and 2007 and changes for the years ending on those dates is presented below:

| | <u>Shares</u> | <u>Weighted Average Exercise Price</u> |
|---|------------------|--|
| - | | |
| <u>Stock Option Plan Grants</u> | | |
| <u>Outstanding at December 31, 2006</u> | 2,287,143 | \$1.47 |
| • Granted | 970,000 | \$ 0.85 |
| • Forfeited | (242,500) | \$3.07 |
| • Exercised | <u>(5,000)</u> | \$0.85 |
| <u>Outstanding at December 31, 2007</u> | 3,009,643 | \$1.15 |
| • Granted | 220,000 | \$1.44 |
| • Forfeited | (60,000) | \$1.09 |
| • Exercised | <u>(309,800)</u> | \$ 0.97 |
| <u>Outstanding at December 31, 2008</u> | 2,859,843 | \$1.19 |

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The following is the weighted average contractual life in years and the weighted average exercise price at December 31, 2008 of:

| | Number of <u>Options</u> | Weighted Average Remaining <u>Contractual Life</u> | Weighted Average <u>Exercise Price</u> |
|---------------------|-----------------------------|--|---|
| Options outstanding | 2,859,843 | 7.2 years | \$1.19 |
| Options vested | 2,763,970 | 7.4 years | \$1.19 |

The following is the intrinsic value at December 31, 2008 of:

| | |
|---------------------|-----------|
| Options outstanding | \$792,000 |
| Options vested | \$ 13,000 |
| Options exercised | \$496,000 |

The intrinsic value of options exercised during the year ended December 31, 2007 period was \$4,000

The following is the weighted average fair value for the year ended December 31, 2008 of:

| | |
|-----------------|--------|
| Options granted | \$1.44 |
| Options vested | \$1.71 |

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SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HUDSON TECHNOLOGIES, INC.

By: /s/ Kevin J. Zugibe
Kevin J. Zugibe, Chairman and Chief Executive Officer

Date: March 5, 2009

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Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|---------------|
| <u>/s/ Kevin J. Zugibe</u> Kevin J. Zugibe | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | March 5, 2009 |
| <u>/s/ James R. Buscemi</u> James R. Buscemi | Chief Financial Officer (Principal Financial and Accounting Officer) | March 5, 2009 |
| <u>/s/ Vincent P. Abbatecola</u> Vincent P. Abbatecola | Director | March 5, 2009 |
| <u>/s/ Brian F. Coleman</u> Brian F. Coleman | Director and President and Chief Operating Officer | March 5, 2009 |
| <u>/s/ Dominic J. Monetta</u> Dominic J. Monetta | Director | March 5, 2009 |
| <u>/s/ Otto C. Morch</u> Otto C. Morch | Director | March 5, 2009 |

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Index to Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| (A)(1) | <u>Financial Statements</u> The consolidated financial statements of Hudson Technologies, Inc. appear after Item 15 of this report |
| (A)(2) | <u>Financial Statement Schedules</u> None |
| (A)(3) | <u>Exhibits</u> |
| 3.1 | Certificate of Incorporation and Amendment. (1) |
| 3.2 | Amendment to Certificate of Incorporation, dated July 20, 1994. (1) |
| 3.3 | Amendment to Certificate of Incorporation, dated October 26, 1994. (1) |
| 3.4 | Amended By-Laws, as amended March 10, 2006. (11) |
| 3.5 | Certificate of Amendment of the Certificate of Incorporation dated March 16, 1999. (2) |
| 3.6 | Certificate of Correction of the Certificate of Amendment dated March 25, 1999. (2) |
| 3.7 | Certificate of Amendment of the Certificate of Incorporation dated March 29, 1999. (2) |
| 3.8 | Certificate of Amendment of the Certificate of Incorporation dated February 16, 2001. (4) |
| 3.9 | Certificate of Amendment of the Certificate of Incorporation of Hudson Technologies, Inc., dated March 20, 2002. (5) |
| 3.10 | Amendment to Certificate of Incorporation dated January 3, 2003. (6) |

- 3.11 Company's By-Laws, as amended September 19, 2007. (12)
- 10.1 Assignment of patent rights from Kevin J. Zugibe to Registrant. (1)
- 10.2 1997 Stock Option Plan of the Company, as amended. (3) (*)
- 10.3 1994 Stock Option Plan of the Company. (1)*
- 10.4 Form of Common stock Purchase Warrants to be issued to Holders of 10% Subordinated Convertible Note dated December 20, 2002. (6)
- 10.5 Form of Incentive Stock Option Agreement under the 1997 Stock Option Plan of the Company with full vesting upon issuance. (7)
- 10.6 Form of Incentive Stock Option Agreement under the 1997 Stock Option Plan of the Company with options vesting in equal quarterly installments over two year period. (7)
- 10.7 Form of Non-Incentive Stock Option Agreement under the 1997 Stock Option Plan of the Company with full vesting upon issuance. (7)
- 10.8 2004 Stock Incentive Plan. *
- 10.9 Form of Incentive Stock Option Agreement under the 2004 Stock Incentive Plan of the Company with full vesting upon issuance. (8)
- 10.10 Form of Incentive Stock Option Agreement under the 2004 Stock Incentive Plan of the Company with options vesting in equal quarterly installments over two year period. (8)
- 10.11 Form of Non-Incentive Stock Option Agreement under the 2004 Stock Incentive Plan of the Company with full vesting upon issuance. (8)
- 10.12 Commercial Mortgage, dated May 27, 2005, between Hudson Technologies Company and Busey Bank. (9)
- 10.13 Commercial Installment Mortgage Note, dated May 27, 2005, between Hudson Technologies Company and Busey Bank. (9)
- 10.14 Amended and Restated Employment Agreement with Kevin J. Zugibe, as amended (17)
- 10.15 Agreement with Brian F. Coleman, as amended (17)
- 10.16 Agreement with James R. Buscemi, as amended (17)
- 10.17 Agreement with Charles F. Harkins, as amended (17)
- 10.18 Agreement with Stephen P. Mandracchia, as amended (17)*
- 10.19 Amended and Restated Loan Agreement between Hudson Technologies Company and Keltic Financial Partners, L.P., dated June 26, 2007. (13)
- 10.20 Mortgage and Security Agreement between Hudson Technologies Company and Keltic Financial Partners, L.P., dated June 26, 2007. (13)
- 10.21 Amended and Restated Revolving Note, dated June 26, 2007. (13)
- 10.22 Amended and Restated Term Note A, dated June 26, 2007 in the amount of \$2,500,000 (13)
- 10.23 Term Note B, dated June 26, 2007, in the amount of \$4,500,000. (13)
- 10.24 Stock Purchase Agreement between Hudson Technologies, Inc. and Fleming Funds, dated June 28, 2007. (13)
- 10.25 Stock Purchase Agreement between Kevin J. Zugibe and Fleming, U.S. Discovery Fund III, L.P. dated June 28, 2007. (13)
- 10.26 Stock Purchase Agreement between Stephen P. Mandracchia and Fleming, U.S. Discovery Fund III, L.P., dated June 28, 2007. (13)
- 10.27 Stock Purchase Agreement between Brian F. Coleman and Fleming, U.S. Discovery Fund III, L.P. dated June 28, 2007. (13)

- 10.28 Stock Purchase Agreement between James R. Buscemi and Fleming, U.S. Discovery Fund III, L.P. dated June 28, 2007. (13)
- 10.29 Stock Purchase Agreement between Hudson Technologies, Inc., Fleming U.S. Discovery Fund III, L.P. and Fleming U.S. Offshore Discovery Fund III, L.P. dated September 25, 2007. (14)

| | |
|-------|--|
| 10.30 | Second Amendment to Amended and Restated Loan Agreement between Hudson Technologies Company, Keltic Financial Partners, L.P and Bridge Healthcare Finance, LLC, dated April 17, 2008. (15) |
| 10.31 | Second Amended, Restated and Bifurcated Revolving Note, dated April 17, 2008, in the amount of \$10,000,000. (15). |
| 10.32 | Second Amended, Restated and Bifurcated Revolving Note, dated April 17, 2008, in the amount of \$5,000,000. (15) |
| 10.33 | Second Amended, Restated and Bifurcated Term Note A, dated April 17, 2008 in the amount of \$1,666,666.67. (15) |
| 10.34 | Second Amended, Restated and Bifurcated Term Note A, dated April 17, 2008 in the amount of \$833,333.33. (15) |
| 10.35 | Amended, Restated and Bifurcated Term Note B, dated April 17, 2008, in the amount of \$3,000,000. (15) |
| 10.36 | Amended, Restated and Bifurcated Term Note B, dated April 17, 2008, in the amount of \$1,500,000 . (15) |
| 10.37 | Warrant to Purchase Common Stock, dated April 17, 2008, for 66,667 shares of Common Stock issued to Keltic Financial Partners, L.P. (15) |
| 10.38 | Warrant to Purchase Common Stock, dated April 17, 2008, for 33,333 shares of Common Stock issued to Bridge Healthcare Finance, LLC. (15) |
| 10.39 | 2008 Stock Incentive Plan. (16) |
| 10.40 | Form of Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with full vesting upon issuance. (17) |
| 10.41 | Form of Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with options vesting in equal installments over two year period. (17) |
| 10.42 | Form of Non-Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with full vesting upon issuance. (17) |
| 10.43 | Form of Non-Incentive Stock Option Agreement under the 2008 Stock Incentive Plan with options vesting in equal installments over two year period. (17) |
| 14 | Code of Business Conduct and Ethics. (10) |
| 21 | Subsidiaries of the Registrant. (17) |
| 23.1 | Consent of BDO Seidman, LLP. (17) |
| 31.1 | Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (17) |
| 31.2 | Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. (17) |
| 32.1 | Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002. (17) |
| 32.2 | Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of Sarbanes-Oxley Act of 2002. (17) |

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- (1) Incorporated by reference to the comparable exhibit filed with the Company's Registration Statement on Form SB-2 (No. 33-80279-NY).
- (2) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-QSB for the quarter ended June 30, 1999.
- (3)

Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 1999.

- (4) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2000.
- (5) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2001.
- (6) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2002.
- (7) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-QSB for the quarter ended September 30, 2004.
- (8) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the year ended December 31, 2004.

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- (9) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the quarter ended June 30, 2005
- (10) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 8-K, dated December 13, 2005, and filed May 31, 2005.
- (11) Incorporated by reference to the comparable exhibit filed with the Company's Report of Form 8-K, dated March 8, 2006, and filed March 14, 2006.
- (12) Incorporated by reference to the comparable exhibit filed with the Company's Report on Form 10-KSB for the quarter ended September 30, 2007.
- (13) Incorporated by reference to the comparable exhibit filed with the Company's Form TO filed June 29, 2007.
- (14) Incorporated by reference to the comparable exhibit file to the Company's Form 8-K filed September 25, 2007.
- (15) Incorporated by reference to comparable exhibit filed with the Company's Form 8-K filed April 22, 2008.
- (16) Incorporated by reference to Appendix I to the Company's Definitive Proxy Statement on Schedule 14A filed July 29, 2008.
- (17) Filed herewith
- (*) Denotes Management Compensation Plan, agreement or arrangement.

