

**SEC** Potential persons who are to respond to the collection of information 1972 contained in this form are not required to respond unless the form displays a currently valid OMB control number. (6/99)RECEIVED <del>2002</del> MM 03 **ATTENTION** Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice. OMB APPROVAL UNITED STATES OMB Number: 3235-0076 SECURITIES AND EXCHANGE COMMISSION Expires: May 31, 2002 Washington, D.C. 20549 Estimated average burden hours per response... 1

PROCESSED

JUN 2 6 2002 THOMSUN FINANCIAL

FORM D

# NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

SEC	USE ON	<b>JLY</b>
Prefix		Serial
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Name of Offering (check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[X] Rule 504 [ ] Rule 505

164 /kg/ Rule/508 [

[ ] Section 4(6) [ ] ULOE

Type of Filing: [ ] New Filing [X] Amendment

## A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Molecular Diagnostics & Therapeutics, Inc.

Address of Executive Off Telephone Number (303)	
Address of Principal Busi Telephone Number (30	ness Operations 1880 Industrial Circle, Suite B3, Longmont, CO 80501
Brief Description of Busin	less National pharmaceutical corporation
Type of Business Organiz	ration
[ X ] corporation	[ ] limited partnership, already formed [ ] other (please specify):
[ ] business trust	[ ] limited partnership, to be formed
	Month Year
Actual or Estimated Date	of Incorporation or Organization: [0][2] [9][2] [X] Actual [ ]Estimated
Jurisdiction of Incorporati	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  CN for Canada; FN for other foreign jurisdiction) [C][O]

# Federal:

**GENERAL INSTRUCTIONS** 

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a

precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

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Check Box(es) that [ ] Apply:	Promoter [ ] Benef Owne		Executive Officer	[X] Director []	General and/or Managing Partner
Full Name Benedict, Ma	Icolm H.	<u>weeze , , , , , , , , , , , , , , , , , ,</u>	and a second control of the second control o	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·
Business or Residence A	ddress 1880 indus	trial Circle, S	Suite B3, Longmo	ont, Colorado 805	501
Check Box(es) that [ ] Apply:	Promoter [ ] Benef Cwne		Executive Officer	[X] Director []	General and/or Managing Partner
Full Name Ludwig, Dona	ıld A.		<u> </u>		<del></del>
Business or Residence A	ddress 1880 indus	trial Circle, S	Suite B3, Longmo	ont, Colorado 805	501
Check Box(es) that [ ] Apply:	Promoter [ ] Bensf Owne		Executive Officer	[X] Director []	General and/or Managing Partner
Full Name Davis, Janet		· · · · · · · · · · · · · · · · · · ·			
Business or Residence A	ddress 1880 Indus	trial Circle, S	Suite B3, Longmo	ont, Colorado 805	501
Check Box(es) that [ ] if Apply:	Promoter [ ] Benefi Owner		Executive Officer	[X] Director []	General and/or Managing Partner
Full Name Shilling, Thon	nas				
Business or Residence A	ddress 1880 Indus	trial Circle, S	uite B3, Longmo	ont, Colorado 805	601
Check Box(es) that [ ] Apply:	Promoter [ ] Bener	•	Executive Officer	[ ] Director [ ]	General and/or Managing

Full Name (Last nar	me first, if indivi	dual)						
Business or Resider	nce Address (Nu	umber and Street	, City,	State, Zip Co	de)			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ]	Executive Officer	[ ] Director	• •	Genera Managi Partner	ing
Full Name (Last nar	me first, if indivi	dual)			· · · · · · · · · · · · · · · · · · ·	<del> 7 14</del>		
Business or Resider	nce Address (Nu	umber and Street	, City,	State, Zip Co	de)			
Check Box(es) that Apply:	[] Promoter	[ ] Deneficial Owner	[]	Executive Officer	[ ] Director	- I	Genera Managi Partner	ing
Full Name (Last nar	me first, if indivi	dual)					······································	
Business or Resider	nce Address (Nu	ımber and Street	, City,	State, Zip Co	de)	· · · · · · · · · · · · · · · · · · ·	<del></del>	
(Use blank sh	eet, or copy an	ed use adultions	al cop	ies of this sh	eet, as necess	ary.	)	
	B. INF	Ormation abo	O TUC	FFERING				
1. Has the issuer so this offering?	ld, or does the i	ssuer intend to s	eli, to ı	non-accredited	d investors in	Ye		No [ ]
		o in Appendix, C		_	der ULOE.			
2. What is the minin individual?		t that will be acce	epted f	rom any		<b>\$</b> 5,	,000	
3. Does the offering	permit joint ow	nership of a singl	e unit1	·		Ye [	s X ]	No [ ]
4. Enter the informa given, directly or ind purchasers in conne is an associated ps. with a state or states to be listed are asso information for that it	Son or agent of s, list the name occiated persons o	of securities in t a broker or deale of the broker or o of such a broker	er regis dealer.	stered with the If more than	SEC and/or five (5) persons	;		
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Full N	ame (La	st name	e first, if	individu	al)							•
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Name	of Asso	ciated E	Broker or	Dealer						T		
States	s in Whic	ch Perso	n Listed	Has So	licited o	r Intends	to Solic	it Purcha	sers			•
(Chec	k "All 9	States"	or chec	k indivi	dual Sta	tes)	••••••	•		[	] All St	ates
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C. (	OFFERI	NG PRI	CE, NUR	ABER O	F INVES	TORS,	EXPEN	SES ANI	USE O	F PROC	EEDS	

<sup>1.</sup> Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$1,000,000	<b>\$0</b>
[ ] Common [ X ] Preferred		
Convertible Securities (including warrants)	\$	\$

Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$1,000,000	<b>\$</b> 0
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate
	Number Investors	Dollar Amount of Purchases
Accredited Investors	investors 1	\$6,250
Non-accredited Investors	4	\$83,335
Total (for filings under Rule 504 only)	<b>4</b> 5	\$89,585
	3	ψ00,000
Answer also in Appendix, Columb 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	t .	
Type of offering Rule 505	Type of Security	Dollar Amount Sold \$
Regulation A		. <del>У</del>
Rule 504	YES	\$0
Total		\$
4. a. Furnish a statement of all expense connection with the issuance and distribution of the securities this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs	<b>[</b> ]	\$0 \$500.00
Legal Fees		\$10,000.00
Accounting Fees	[]	\$10,000.00
Engineering Fees	[]	\$
Sales Commissions (specify finders' fees separately)	[]	\$
Other Expenses (identify) General and administrative costs		\$4,500.00
Total	[]	\$25,000.00

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This \$875,000 difference is the "adjusted gross proceeds to the issuer." ..... 5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in resg. to Part C - Question 4.b above. Payments to Officers. **Payments** Directors, & To **Affiliates** Others [] [] Salaries and fees ..... [] Purchase of real estate ..... Purchase, rental or leasing and installation of machinery [] \$550,000 and equipme ....... Construction or sasing of plant by 1, 28 and facilities...... nusinesses ( aut of the value of Acquisition of o in this offer? I that may be used in securities invol exchange f so ats or securities of another issuer pursuar may 1 g Repayment of indebtedness ..... Working capital ..... []\$75,000 Other (specify): licenses and fees administrative expenses [] \$250,000 []\$875,000 [] Column Totals ..... Total Payments Listed (column totals acced) ...... []\$875,000

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature Date
Molecular Diagnostics & Therapeutics, Inc	maloun M. Benefit 5/15/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Malcolm H. Benedict	President

ATTENTION		
tentional misstatements or omissions of fact constitut U.S.C. 1001.)	e tederal criminal violations. (See 18	
E. STATE SIGNATUR	£	
<ol> <li>Is any party described in 17 CFR 230.262 presently subjectives of such rule?</li> </ol>	, T	es l
See Appendix, Column 5, for stat	***************************************	_
2. The undersigned issuer hereby undertakes to fumish to a which this notice is filed, a notice on Form D (17 CFR 239,5 law.		
3. The undersigned issuer hereby undertakes to fumish to the request, information furnished by the issuer to offerees.	he state administrators, upon written	
A. The undersigned issuer represents that the issuer is fami satisfied to be entitled to the Uniform limited Offering Exem- notice is filed and understands that the issuer claiming the a purden of establishing that these conditions have been satis The issuer has read this notification and knows the contents notice to be signed on its behalf by the undersigned duly au	nption (ULOE) of the state in which this availability of this exemption has the sfied.  s to be true and has duly caused this	
ssuer (Print or Type)	Signature Date	<u> جينيت</u>
Malacadas Dispusation 0. There would be to a	misleolin M. Beneshir 5/1!	5/0
Molecular Diagnostics & Therapeutics, Inc.  Name of Signer (Print or Type)	Title (Print or Type)	
Malcolm H. Benedict	President	
Instruction:		
Print the name and title of the signing representative under this form. One copy of every notice on Form D must be man signed must be photocopies of the manually signed copy or	nually signed. Any copies not manually	

Type of security

Disqualification under State

,	Intend to no accretion investo State (Part B-	on- dited ors in te	and aggregate offering price offered in state (Part C-Item 1)			ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999

Partnership Interests	\$	\$
Other (Specify).	\$	\$
Total	\$1,000,000	<b>\$0</b>
Answer also in Appendix, Column 3, if filing under ULOE.		
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate
•	Number	Dollar Amount
	Investors	of Purchases
Accredited Investors	1	\$6,250
Non-accredited Investors	4	\$83,335
Total (for filings under Rule 504 only)	5	\$89,585
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part		
C-Question 1.		
C-Question 1.  Type of offering	Type of Security	Dollar Amount Sold
	Type of Security	
Type of offering	Type of Security	Sold
Type of offering Rule 505	Type of Security  YES	Sold
Type of offering Rule 505  Regulation A		Sold .\$ .\$
Type of offering Rule 505 Regulation A Rule 504		\$01d \$ \$\$0
Type of offering Rule 505  Regulation A  Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check	YES	\$01d \$ \$\$0
Type of offering Rule 505  Regulation A  Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.	YES	\$old \$ \$ \$0 .\$
Type of offering Rule 505  Regulation A Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees	YES	\$OId \$\$ \$\$ \$0 \$\$
Type of offering Rule 505  Regulation A Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs	YES	\$0 \$\$ \$0 \$\$ \$0 \$500.00
Type of offering Rule 505  Regulation A Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees.	YE\$	\$0 \$\$0 \$\$0 \$500.00 \$10,000.00
Type of offering Rule 505  Regulation A  Rule 504  Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees  Printing and Engraving Costs  Legal Fees.  Accounting Fees	YES	\$0 \$\$0 \$\$0 \$500.00 \$10,000.00
Type of offering Rule 505 Regulation A Rule 504 Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs Legal Fees. Accounting Fees Engineering Fees	YE\$	\$0 \$\$0 \$\$0 \$\$10,000.00 \$10,000.00
Type of offering Rule 505 Regulation A Rule 504 Total  4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.  Transfer Agent's Fees Printing and Engraving Costs Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)	YES	\$0 \$0 \$500.00 \$10,000.00 \$1,000.00 \$\$

- b. Enter the difference between the aggregate offering price given in response to Part C
- Question 1 and total expenses furnished in response to Part C Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ...........

\$875,000

Payments to

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	[] \$	[] \$
Purchase of real estate	[] \$	[] \$
Purchase, rental or leasing and installation of machinery and equipment	[]\$550,000	[] \$
Construction or leasing of plant buildings and facilities	[] \$	[] \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] \$	[] \$
Repayment of indebtedness	[] \$	[] \$
Working capital	[] \$	[] \$
Other (specify): licenses and fees	[] \$75,000	[] \$
administrative expenses	[] \$250,000	[] \$
Column Totals	[]\$875,000	[]
Total Payments Listed (column totals added)	[ ] \$87	75,000

# D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
Molecular Diagnostics & Therapeutics, Inc		5/15/02
Name of Signer (Print or Type)	Title of Signer (I	Print or Type)
Malcolm H. Benedict	President	

		TTA	ERTION		
ntenti	onal misstater		ect constitute federal crimina C. 1001.)	al violations. (	See 18
		C OTATE	SIGNATURE		
		E. SIAIE	SIGNATURE		
	any party descri sions of such ru		resently subject to any of the d	isqualification	Yes No
*********		See Appendix, Colu	mn 5, for state response.		
			o fumish to any state administ 7 CFR 239,500) at such times		
		ssuer hereby undertakes t furnished by the issuer to	o fumish to the state administrofferees.	ators, upon wri	tten
satisfinotice burder	ied to be entitle is filed and und in of establishing ssuer has read t	d to the Uniform limited O derstands that the issuer of g that these conditions ha his notification and knows	ssuer is familiar with the condiffering Exemption (ULOE) of the claiming the availability of this we been satisfied.  In the contents to be true and his gned duly authorized person.	he state in whic exemption has	h this the
Issuer	r (Print or Type)	ander de la proposition de la company de la constitue de la chapter de la company de la company de la company	Si	gnature	Date
Mole	ecular Diagnosti	cs & Therapeutics, Inc.			5/15/02
<u></u>	of Signer (Prin		Ti	tle (Print or Typ	pe)
Male	colm H. Benedi	ct	F	President	
Instruc	ction:				
this fo	rm. One copy o	of every notice on Form D	ntative under his signature for t must be manually signed. Any gned copy or bear typed or pri	copies not mar	nually
		AP	-EXDIX		···
1	2	3	4	C	5 Disqualification
i		Type of security		1	under State

	Intend to sell to non- accredited investors in State (Part B-Item 1)		and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No	4.40	Number of Accredited Investors		Number of Non- Accredited Investors	Amount	Yes	No
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http://www.sec.gov/divisions/corpfin/forms/d.htm Last update: 08/27/1999