FORM D UNITED STATES OMB APPROVAL SECURITIES AND EXCHANGE COMMISSION OMB Number: Expires: May 21, 2002 Washington, D.C. 20549 RECEIVED Estimated average burden FORM D hours per form. NOTICE OF SALE OF SECURITIES SEC USE ONLY 7 2003 PURSUANT TO REGULATION D 03056346 SECTION 4(6), AND/OR DATE RECEIVED UNIFORM LIMITED OFFERING EXEMPTION Name of Offering (check if this is an amendment and name has changed, and indicate change.) BERDY MEDICAL SYSTEMS, INC. Filing Under (Check box(es) that apply): □ Rule 504 □ Rule 505 ☑ Rule 506 □ Section 4(6) □ ULOE Type of Filing: ☑ New Filing ☐ 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) BERDY MEDICAL SYSTEMS, INC. Telephone Number (Including Area Code) Address of Executive Offices (Number and Street, City, State, Zip Code) PARK 80 WEST, PLAZA II, SUITE 200, SADDLE BROOK, NJ 07663 (201) 291-2645 Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Telephone Number (Including Area Code) Executive Offices) SAME AS ABOVE Brief Description of Business DEVELOPMENT OF AND LICENSING OF ELECTRONIC MEDICAL RECORD SOFTWARE. Type of Business Organization ☐ limited partnership, already formed □ other (please specify) ☐ business trust □ limited partnership, to be formed

GENERAL INSTRUCTIONS

Actual or Estimated Date of Incorporation or Organization

Federal:

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.

Month

CN for Canada; FN for other foreign jurisdiction)

0

Year 9

1

Actual

☐ Estimated

D

THOMSON

FINANCIAL

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

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

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 the 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

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 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 to the notice constitutes a part of this notice and must be completed.

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 unless such exemption is predicated on the filing of a federal notice.

> Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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2. Enter the	informatic	on requested for the				-
•	Each pro	omoter of the issuer neficial owner havi	, if the issuer has been organi			a class of equity securities of
•	issuers; a	and	director of corporate issuers a	•	of corporate general and n	nanaging partners of partnership
Check Box(es) tha		□ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	□ General and/or
Full Name (Last na BERDY, JACK N		f individual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			
Check Box(es) tha	t Apply:	□ Promoter	☐ Beneficial Owner		⊠ Director	☐ General and/or Managing Partner
Full Name (Last na HOLTMEIER, R		f individual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			,
Check Box(es) tha	t Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	□ General and/or Managing Partner
Full Name (Last na KOFF, BERNAR		f individual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			
Check Box(es) that	t Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	⊠ Director	☐ General and/or Managing Partner
Full Name (Last na HOFFMAN, MAI		findividual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			
Check Box(es) that	t Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last na SHEWMAKER, I		f individual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			
Check Box(es) that	t Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last na LABARBRA, VI		findividual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			
Check Box(es) that	t Apply:	□ Promoter	□ Beneficial Owner	☐ Executive Officer	☑ Director	□ General and/or Managing Partner
Full Name (Last na BIDWELL, TRUI		findividual)				
			reet, City, State, Zip Code) DDLE BROOK, NJ 07663			
Check Box(es) that	t Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner

Full Name (Last name first, if individual) LEWIS, STEPHEN H.

Business or Residence Address (Number and Street, City, State, Zip Code)
PARK 80 WEST, PLAZA II, SUITE 200, SADDLE BROOK, NJ 07663

				В.	INFORMA	rion abou	T OFFERI	NG				
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?											Yes No □ ⊠ \$ 25,000
3. 4.	Enter the inf or similar ret to be listed is list the name	ering permit jo formation requi muneration fo s an associated tof the broker u may set fort	ested for eac r solicitation d person or as or dealer. If	h person who of purchasers gent of a brok more than fi	has been or version to has been or version connection ter or dealer reversions.	vill be paid or n with sales of egistered with to be listed ar	given, direct securities in the SEC and	tly or indirec n the offering d/or with a st	tly, any comn g. If a person ate or states,	nissio n		Yes No ⊠ □
	ame (Last name		•									
Busine	ess or Residence	Address (Nu	mber and Str	-	te, Zip Code)							
Name	of Associated E	Broker or Deal	er							-		
States	in Which Perso	n Listed Has S States" or che			cit Purchasers	;	·				m	All States
[AL]	`	[AZ]	[AR]	√[CA]	[CO]	[CT]	[DE]	√[DC]	√ [FL]	[GA]	[HI]	[ID]
√[IL]	[IN]	[IA]	[KS]	[KY]	√[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	√ [NJ]	[NM]	√ [NY]	[NC]	[ND]	[OH]	[OK]	[OR]	√[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	√[WI]	[WY]	[PR]
Full Na	ame (Last name			eet. Citv. Sta	te. Zip Code)					 -		
Full Na Busine	ame (Last name	e Address (Nu	mber and Str	eet, City, Sta	te, Zip Code)							
Busine	oss or Residence of Associated B	e Address (Nu Broker or Deal n Listed Has S	mber and Str	ntends to Soli	cit Purchasers							
Full Na Busine Name	of Associated B in Which Perso (Check "All	e Address (Nu Broker or Deale n Listed Has S States" or che	mber and Str er Solicited or Ir ck individual	ntends to Soli	cit Purchasers		(DE)	[DC]		[GA1		
Full Na Busine Name of	of Associated B in Which Perso (Check "All	e Address (Nu Broker or Deale n Listed Has S States" or che [AZ]	mber and Str er Solicited or Ir ck individual [AR]	ntends to Soli States) [CA]	cit Purchasers	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
Full Na Busine Name	of Associated B in Which Perso (Check "All [AK] [IN]	e Address (Nu Broker or Deale n Listed Has S States" or che [AZ] [IA]	onber and Str er Solicited or Ir ck individual [AR] [KS]	ntends to Soli States) [CA] [KY]	cit Purchasers [CO] [LA]	[CT] [ME]	[MD]	[MA]	[M1]	[MN]	[HI] [MS]	[ID] [MO]
Busine Name of States (AL) [IL]	of Associated B in Which Perso (Check "All	e Address (Nu Broker or Deale n Listed Has S States" or che [AZ]	mber and Str er Solicited or Ir ck individual [AR]	ntends to Soli States) [CA]	cit Purchasers	[CT]					[HI]	[ID]
Busine Name (States [AL] [IL] [MT] [RI]	of Associated B in Which Perso (Check "All [AK] [IN] [NE]	e Address (Nu Broker or Deale n Listed Has S States" or che [AZ] [IA] [NV] [SD]	mber and Str er Solicited or Ir ck individual [AR] [KS] [NH]	ntends to Soli States) [CA] [KY] [NJ]	cit Purchasers [CO] [LA] [NM]	[CT] [ME] [NY]	[MD] [NC]	[MA] [ND]	[M1] [OH]	[MN] [OK]	[HI] [MS] [OR]	(ID] [MO] [PA]
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Busine Name of States i [AL] [IL] [MT] [RI] Full Na Busine	of Associated B in Which Perso (Check "All [AK] [IN] [NE] [SC] ame (Last name) ass or Residence of Associated B	Broker or Dealer In Listed Has S States" or chee [AZ] [IA] [NV] [SD] In first, if individual stroker or Dealer In Listed Has S	mber and Str er Solicited or Ir ck individual [AR] [KS] [NH] [TN] dual)	intends to Soli States) [CA] [KY] [NJ] [TX]	(CO) [LA] [NM] [UT]	(CT) (ME) (NY) (VT)	[MD] [NC]	[MA] [ND]	[M1] [OH]	[MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Busine Name (States [AL] [IL] [MT] [RI] Full Na Busine Name (States	of Associated B in Which Perso (Check "All [AK] [IN] [NE] [SC] ame (Last name) ass or Residence of Associated B in Which Perso (Check "All	Broker or Dealer In Listed Has S States" or che [AZ] [IA] [NV] [SD] First, if indivite Address (Number or Dealer In Listed Has S States" or che	mber and Streer Solicited or Ir ck individual [AR] [KS] [NH] [TN] dual) mber and Streer Solicited or Ir ck individual	intends to Soli States) [CA] [KY] [NJ] [TX] eet, City, States,	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[M1] [OH] [WV]	[MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]
Busine Name (States [AL] [IL] [MT] [RI] Full Na Busine Name (States [AL]	of Associated B in Which Perso (Check "All [AK] [IN] [NE] [SC] ame (Last name) of Associated B in Which Perso (Check "All [AK]	e Address (Nu Broker or Deale In Listed Has S States" or che [AZ] [IA] [NV] [SD] First, if indivi	mber and Streer Solicited or Ir ck individual [AR] [KS] [NH] [TN] dual) mber and Streer Solicited or Ir ck individual [AR]	intends to Soli States) [CA] [KY] [NJ] [TX] eet, City, States intends to Soli States) [CA]	[CO] [LA] [NM] [UT] te, Zip Code) cit Purchasers	(CT) (ME) (NY) (VT)	[MD] [NC] [VA]	[MA] [ND] [WA]	[M1] [OH] [WV]	[MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR] All States [ID]
Busine Name (States [AL] [IL] [MT] [RI] Full Na Busine Name (States	of Associated B in Which Perso (Check "All [AK] [IN] [NE] [SC] ame (Last name) ass or Residence of Associated B in Which Perso (Check "All	Broker or Dealer In Listed Has S States" or che [AZ] [IA] [NV] [SD] First, if indivite Address (Number or Dealer In Listed Has S States" or che	mber and Streer Solicited or Ir ck individual [AR] [KS] [NH] [TN] dual) mber and Streer Solicited or Ir ck individual	intends to Soli States) [CA] [KY] [NJ] [TX] eet, City, States,	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[M1] [OH] [WV]	[MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[ID] [MO] [PA] [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	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 \square and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security	Aggregate Offering Price		An	nount Already Sold
	Debt	\$		\$	
	Equity	\$		\$	
	Convertible Securities (including warrants) Units consisting of 7% Notes and Common Stock				
	Purchase Warrant	\$ 600,000		\$ <u>60</u>	000,000
	Partnership Interests	\$	-	\$	
	Other	\$	-	\$	
	Total	\$600,000		\$ <u>60</u>	0,000
	Answer also in Appendix, Column 3, if filing under ULOE.				
2.	Enter the number of accredited and nonaccredited 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."				
		Number Investors			Aggregate ollar Amount of Purchases
	Accredited Investors	16		\$ <u>6</u>	000,000
	Nonaccredited Investors			\$	
	Total (for filings under rule 504 only)			\$	
	Answer also in Appendix, Column 3, 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, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
	Type of Offering	Type of Security		De	ollar Amount Sold
	Rule 505	N/A		s	N/A
	Regulation A	N/A		\$	N/A
	Rule 504	N/A		\$	N/A
	Total	N/A		S	N/A
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			s	
	Printing and Engraving Costs		۵	\$	
	Legal Fees			\$	
	Accounting Fees			\$	
	Engineering Fees			\$	
	Sales Commissions (specify finders' fees separately)		Ø	\$	60,000
	Other Expenses (identify) selling expenses		⊠	s	18,000
	Total		Ø	\$	78,000

516-689-1667

T-225 P.009/018 F-281 +8547667800 FROM-ADORNO & YOSS P.A. WAR-31-2003 11:08 C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS b. Enter the difference between the aggregate offering price given in response to Port C-Question 1 and total expenses furnished in response to Part C-Question 4.6. This difference is the "adjusted gross proceeds to the issuer." 522,000 Indicate below the amount of the adjusted grass 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 ostimate 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 ser forth in response to Park C-4 Question 4 b. above. Payments to Officers. Directors & Payments To Affiliatos Others Purchase of real estate 0 Purchase, renm) or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses Repayment of indebtedness . Working Capital 522,000 Other (specify): Column Totals 0 Total Payments Listed (column totals added) \$ 522,000 D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is tiled under Rule 505, the following signature constitute 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

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

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Rick Holtmeier

516-689-1667

p.2

MAR-31-2003 11:08 FROM-ADORNO 4 VOSS P.A

+9547667800

T-225 P.010/018 F-281

- 1. Is any party described in 17 CFR 230 262(c), (d), (e) or (f) presently subject to any of the disqualification provisions

 Yes No
 of such rule?
 - Answer also in Appendix, Column 2, if filing under ULOS.

L. STATE SIGNATURE

- 2 The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (27 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be suitsfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and undertakes that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The taster has read this porification and knows the contones to be true and has caused this notice to be singed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
BERDY MEDICAL SYSTEMS, INC.	Con la	4/14/03
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
JACK M. BERDY, M.D.	CHIEF EXECUTIVE OFFICER	

APPENDIX

1	Intend to nonac investor	2 I to Sell ccredited s in State i-Item 1)	3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4	5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
64.4.	V	N.		Number of Accredited		Number of Nonaccredited		V	3 .1
State AL	Yes	No		Investors	Amount	Investors	Amount	Yes	No
AK					:			<u> </u>	
AZ									
AR									
CA			Notes/Common Warrants	2	\$125,000				
СО									
СТ									
DE									
DC									
FL									
GA									
HI									
ID									
IL			Notes/Common Warrants	6	\$175,000				
IN									
lA									
KS									
KY									
LA			Notes/Common Warrants	2	\$75,000	· · · · · · · · · · · · · · · · · · ·			
ME									
MD									
MA									
MI									
MN									
MS									
МО									

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APPENDIX

1	Intend to Sell to nonaccredited investors in State (Part B-Item 1)		Type of security Intend to Sell and aggregate to nonaccredited offering price investors in State offered in state		Type of investor and amount purchased in State (Part C-Item 2)					
State	Yes	No		Number of Accredited	Amount	Number of Nonaccredited	Amount	Yes	No	
MT	res	110		Investors	Amount	Investors	Amount	Tes	140	
NE										
NV										
NH					, <u>,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,</u>					
NJ			Notes/Common Warrants	1	\$25,000					
NM										
NY			Notes/Common Warrants	3	\$87,500					
NC										
ND										
ОН										
ок										
OR										
PA			Notes/Common Warrants	1	\$62,500					
RI										
sc										
SD										
TN										
TX										
UT										
VT										
VA										
WA										
wv										
wi										
WY										
PR										

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