FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

OFICE OF SALE OF SECURITIES RSUANT TO REGULATION D,

RECEIVED

SECTION 4(6), AND/OR IFORM LIMITED OFFERING EXEMPTION

1180667

OMB APPROVAL

OMB Number:

3235-0076

Expires:

May 31, 2005

Estimated average burden hours per response1

SEC USE ONLY

Prefix

Serial

DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) INTER-OS Technologies, Inc. Common Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	: 188 118 180 180 180 180 180 180 180 180 180 180 180 180 180 180 180 180
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) INTER-OS Technologies, Inc.	03059238
Address of Executive Offices (Number and Street, City, State, Zip Code) 7430 East Park Meadows Drive, Suite 300, Lone Tree, Colorado 80124	Telephone Number (Including Area Code) (303) 708-8390
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Development and marketing of medical devices.	-oceD
Type of Business Organization Corporation Imited partnership, already formed business trust limited partnership, to be formed other	(please specify): PROCESSED AUG 1 2 2003
Actual or Estimated Date of Incorporation or Organization: Month Year	Actual Estimated FINANCIAL
CENERAL INSTRUCTIONS	

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.

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 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 SEC.

Filing Fee: There is no federal filing fee.

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 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 fed of all federal for

> 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.

A. BASIC IDENTIFICATION DATA
 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.
Check Box(es) that Apply: A Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Robinson, Randolph
Business or Residence Address (Number and Street, City, State, Zip Code)
7430 East Park Meadows Drive, Suite 300, Lone Tree, CO 80124
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
MacCarthy, Douglas
Business or Residence Address (Number and Street, City, State, Zip Code)
7430 East Park Meadows Drive, Suite 300, Lone Tree, CO 80124
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Broach, John
Business or Residence Address (Number and Street, City, State, Zip Code)
7154 S. Chaparral Cir. E., Centennial, CO 80016
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Lewien, James
Business or Residence Address (Number and Street, City, State, Zip Code)
6101 S. Jericho Way, Centennial, CO 80016
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Robinson, Wilkes
Business or Residence Address (Number and Street, City, State, Zip Code)
12 Weekewachee Circle, Destin, FL 32541
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

				В.	INFOR	NIA HUN	ABOUT OF	FFERING				
1 11 4	. :			to call to no		:	this official				Yes	No ⊠
Has th	e issuer soia,	or does the i	ssuer intend	•			•	? under ULOE.			U	<u> </u>
What is the minimum investment that will be accepted from any individual?											\$ <u>10,000</u>	•
*The Issuer, in its discretion, may accept an investment of less than the minimum amount. 3. Does the offering permit joint ownership of a single unit?											Yes	No
	• •	•	•	-				indirectly, an			⊠	L
remun	eration for so	licitation of p	urchasers in	connection v	vith sales of s	ecurities in th	ne offering. I	f a person to l	e listed is ar	associated		
•	-		_					name of the b orth the inform				
dealer	only.			· · · · · · · · · · · · · · · · · · ·		·····			 _			
ull Name () lot Applica	Last name fir	st, if individu	ual)									
	Residence A	ddress (Numi	ber and Stree	t, City, State	, Zip Code)		·					
						····					···	
ame of As	sociated Brok	er or Dealer										
ates in Wh	nich Person L	isted Has So	licited or Inte	ends to Solic	it Purchasers				-			
(Check "A	All States" or	check indivi	duals States)								□ A	ll States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[[MA]	[MI]	[MN]	[MS]	[MO]
	[NE]	ואאן	[NH]	[[[]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[MT]	[174.]											ton.
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
			[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
[RI]		[SD]		[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	
[RI] ull Name (I	[SC]	[SD] st, if individu	ual)			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
[RI] uli Name (I	[SC]	[SD] st, if individu	ual)			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
[RI] Ill Name (I	[SC]	[SD] st, if individu	ual)			[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
[RI] ull Name (I usiness or I ame of Ass	[SC] Last name fir Residence Ac	[SD] st, if individu ddress (Numb	per and Stree	t, City, State	, Zip Code)		[VA]	[WA]	[WV]	[WI]	[WY]	[PK]
[RI] ull Name (I usiness or I ame of Ass	[SC] Last name fin Residence Accordated Brok	[SD] st, if individual didress (Number or Dealer isted Has Sol	per and Stree	t, City, State	, Zip Code) it Purchasers			[WA]				[PK]
[R1] ull Name (I usiness or I ame of Ass ates in Wh (Check "A	[SC] Last name fire Residence Ad sociated Broke sich Person L All States" or	[SD] st, if individu ddress (Numb eer or Dealer isted Has Sol	per and Stree	t, City, State	, Zip Code) it Purchasers						A	Il States
[RI] ull Name (I usiness or I ame of Ass tates in Wh (Check "A	[SC] Last name fire Residence Accordated Broke sociated Broke sich Person L All States" or	[SD] st, if individu ddress (Numb eer or Dealer isted Has Sol check individ	per and Stree dicited or Inte	t, City, State	, Zip Code) it Purchasers [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	☐ A	Il States [ID]
[RI] ull Name (I usiness or I ame of Ass tates in Wh (Check "A [AL] [IL]	[SC] Last name fin Residence Act sociated Brok sich Person L All States" or [AK] [IN]	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [AZ] [IA]	per and Stree Dicited or Inte duals States). [AR] [KS]	t, City, State	it Purchasers [CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [[MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	Il States [ID] [MO]
[R1] ull Name (I usiness or I ame of Ass tates in Wh (Check "A [AL] [IL] [MT]	[SC] Last name fire Residence Add sociated Broke sich Person L All States" or [AK] [IN] [NE]	[SD] st, if individuations (Number or Dealer isted Has Solicheck individual) [AZ] [IA] [NV]	per and Stree dicited or Inte duals States). [AR] [KS] [NH]	t, City, State ends to Solic [CA] [KY] [NJ]	it Purchasers [CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] ull Name (I usiness or I ame of Ass tates in Wh (Check "A [AL] [IL]	[SC] Last name fin Residence Act sociated Brok sich Person L All States" or [AK] [IN]	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [AZ] [IA]	per and Stree Dicited or Inte duals States). [AR] [KS]	t, City, State	it Purchasers [CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [[MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	Il States [ID] [MO]
[RI] ull Name (I usiness or I tates in Wh (Check "A [AL] [IL] [MT] [RI]	[SC] Last name fire Residence Add sociated Broke sich Person L All States" or [AK] [IN] [NE]	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [AZ] [IA] [NV] [SD]	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN]	t, City, State ends to Solic [CA] [KY] [NJ]	it Purchasers [CO] [LA] [NM]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] ull Name (I usiness or I lame of Ass tates in Wh (Check "A [AL] [IL] [MT] [RI] ull Name (I	[SC] Last name fire Residence Accordated Broke Sociated Broke Lich Person L All States" or [AK] [IN] [NE] [SC] Last name fire	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [NV] [SD] st, if individual	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN]	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[R1] ull Name (I usiness or I ame of Ass tates in Wh (Check "A [AL] [IL] [MT] [RI]	[SC] Last name fin Residence Accordated Broke sociated Broke sich Person L All States" or [AK] [IN] [NE] [SC]	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [NV] [SD] st, if individual	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN]	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] ull Name (I usiness or I ame of Ass ates in Wh (Check "A [AL] [IL] [MT] [RI] usiness or I	[SC] Last name fire Residence Accordated Broke Sociated Broke Lich Person L All States" or [AK] [IN] [NE] [SC] Last name fire	[SD] st, if individual diress (Number or Dealer isted Has Solicheck individual [AZ] [IA] [NV] [SD] st, if individual diress (Number of Solicheck individual st.)	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN]	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	, Zip Code) it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] ull Name (I usiness or I ame of Ass ates in Wh (Check "A [AL] [IL] [MT] [RI] ull Name (I usiness or I ame of Ass	[SC] Last name fire Residence Act sociated Broke All States" or [AK] [IN] [NE] [SC] Last name fire Residence Act sociated Broke	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [NV] [SD] st, if individual diress (Number or Dealer	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN] aal)	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	[DC] [[MA] [ND]	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	II States [ID] [MO] [PA]
[RI] usiness or in the control of the control of Assates in What (Check "A [AL] [IL] [MT] [RI] usiness or Interest of Assates in What control of Assates in What control of Assates in What control of the control of Assates in What contr	[SC] Last name fire Residence Actorized Broke Sociated Broke Sociated Broke [IN] [IN] [NE] [SC] Last name fire Residence Actorized Broke Sociated Broke Sociated Broke	[SD] st, if individual diress (Number or Dealer isted Has Sol check individual [AZ] [IA] [NV] [SD] st, if individual diress (Number or Dealer isted Has Sol	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN] per and Street	t, City, State ands to Solic [CA] [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	II States [ID] [MO] [PA] [PR]
[RI] usiness or lates in Wh (Check "A [AL] [IL] [MT] [RI] and of Ass at a sin Wh contained the sin Wh (Check "A (Check "A (Check "A	[SC] Last name fire Residence Ad Sociated Broke Lich Person L All States" or [AK] [IN] [NE] [SC] Last name fire Residence Ad Lociated Broke Lich Person L All States" or	[SD] st, if individual diress (Number or Dealer isted Has Sol (Number of St.) [NV] [SD] st, if individual diress (Number or Dealer isted Has Sol check individual diress (Number or Dealer isted Has Sol check individual direction isted Has Sol check individual direction directi	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN] per and Street duals States).	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	(CO) [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	Il States [ID] [MO] [PA] [PR]
[R1] ull Name (I usiness or I ame of Ass tates in Wh (Check "A [AL] [IL] [MT] [RI] usiness or I ame of Ass ates in Wh	[SC] Last name fire Residence Actorized Broke Sociated Broke Sociated Broke [IN] [IN] [NE] [SC] Last name fire Residence Actorized Broke Sociated Broke Sociated Broke	[SD] st, if individual diress (Number or Dealer isted Has Sol (Number of St.) [NV] [SD] st, if individual diress (Number or Dealer isted Has Sol (Number of Dealer isted Has Sol (Check individual (AZ)	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN] per and Street	t, City, State ands to Solic [CA] [KY] [NJ] [TX]	it Purchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	Il States [ID] [MO] [PA] [PR]
[R1] ull Name (I Business or I lame of Ass tates in Wh (Check "A [AL] [IL] [MT] [RI] ull Name (I usiness or I lame of Ass tates in Wh (Check "A [AL]	[SC] Last name fire Residence Action Person L All States" or [AK] [IN] [SC] Last name fire Residence Action Person Line Residence Action Person Line In Person Line In Person Line In States" or [AK]	[SD] st, if individual diress (Number or Dealer isted Has Sol (Number of St.) [NV] [SD] st, if individual diress (Number or Dealer isted Has Sol check individual diress (Number or Dealer isted Has Sol check individual direction isted Has Sol check individual direction directi	per and Stree dicited or Inte duals States). [AR] [KS] [NH] [TN] per and Street duals States). [AR]	t, City, State ends to Solic [CA] [KY] [NJ] [TX]	, Zip Code) it Purchasers [CO] [LA] [NM] [UT] , Zip Code)	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [[MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI]	Il States [ID] [MO] [PA] [PR]

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 Mering Price	Amo	ount Aiready Sold
	Debt		0_	\$	0
	Equity		500,000	\$	33,000
	☐ Preferred				
	Convertible Securities (including warrants)	\$	0	\$	00
	Partnership Interests	\$	0	\$	0
	Other (Specify)	\$	0	\$	0
	Total	\$	500,000	\$	33,000
	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."				
			Number Investors	Dol	aggregate lar Amount Purchase
	Accredited investors		2	\$	33,000
	Non-accredited Investors		0	\$	0
	Total (for filings under Rule 504 only)			\$	
	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, 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	Dol	lar Amount
	Type of Offering		Security	Doi	Sold
	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			\$	0
	Printing and Engraving Costs		\boxtimes	\$	1,000
	Legal Fees		\boxtimes	\$	1,500
	Accounting Fees		\boxtimes	\$	2,500
	Engineering Fees			\$	0
	Sales Commissions (specify finders' fees separately)			s	0
	Other Expenses (identify)			S	0
	, , , ===				

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. Payments to Officers, Directors & Affiliates Salaries and fees	C. OFFER	UNG PRICE, NUMBER OF INVESTORS, EXPENSES AND	USE OF PROCEEDS	
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	total expenses furnished in response to	Part C - Question 4.a. This difference is the "adjusted gross	d	\$ 495,000
Salaries and fees Salaries of real estate	the purposes shown. If the amount for a left of the estimate. The total of the pa	any purpose is not known, furnish an estimate and check the box to yments listed must equal the adjusted gross proceeds to the issuer	the	
Purchase of real estate	4 4		Officers, Directors &	Payments To Others
Purchase, rental or leasing and installation of machinery and equipment	Salaries and fees		🛭 \$ <u>90,000</u>	⊠ \$ 90,000
Construction or leasing of plant buildings and facilities	Purchase of real estate		🗆 \$	S
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) \$\ \text{S} S	Purchase, rental or leasing and installa	tion of machinery and equipment	🛘 \$	
used in exchange for the assets or securities of another issuer pursuant to a merger) Repayment of indebtedness Working capital Other (specify) Research and Development (\$50,000), Clinical Trials (\$75,000) Column Totals Total Payments Listed (column totals added) 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 constituundertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date 8/8/63 Name of Signer (Print or Type) Title of Signer (Print or Type)	Construction or leasing of plant buildi	ngs and facilities	🗆 \$	⊠ \$ <u>25,000</u>
Working capital	Acquisition of other businesses (include used in exchange for the assets or secu	ding the value of securities involved in this offering that may be trities of another issuer pursuant to a merger)	🔲 s	S
Other (specify) Research and Development (\$50,000), Clinical Trials (\$75,000) \$ \$ 125,000 Column Totals \$ 90,000 \$ \$ 405,000 Total Payments Listed (column totals added)	Repayment of indebtedness		🗆 \$	\$
Total Payments Listed (column totals added) 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 constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) Signature Date 8/8/03 Name of Signer (Print or Type) Title of Signer (Print or Type)	Working capital		🔲 \$	⊠ \$ <u>155,000</u>
Total Payments Listed (column totals added)	Other (specify) Research and Develo	pment (\$50,000), Clinical Trials (\$75,000)	🔲 \$	⊠ \$ <u>125,000</u>
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 constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) INTER-OS Technologies, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	Column Totals		🛛 \$ 90,000	
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 constitution undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) INTER-OS Technologies, Inc. Title of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column t	otals added)	🛭 \$ <u>49</u>	25,000
undertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any accredited investor pursuant to paragraph (b)(2) of Rule 502. Issuer (Print or Type) INTER-OS Technologies, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)		D. FEDERAL SIGNATURE		
INTER-OS Technologies, Inc. Name of Signer (Print or Type) Title of Signer (Print or Type)	undertaking by the issuer to furnish the U.S. S	ecurities and Exchange Commission, upon written request of its staff		
Name of Signer (Print or Type) Title of Signer (Print or Type)	* * * * * * * * * * * * * * * * * * *	Signature	Date 8/8/03	
	Name of Signer (Print or Type)		67975	
	Douglas E. MacCartny	Chief Operating Officer		
		ATTENTION		

	E. STATE SIGNATURE	**************************************	
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No
	See Appendix Column 5 for state response		

- 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 (17 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 satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date 8/8/63	
INTER-OS Technologies, Inc.		8/3/03	
Name of Signer (Print or Type)	Title of Signer (Print or Type)		
Douglas E. MacCarthy	Chief Operating Officer		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

1		2	3			4			5
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)		amount pui	investor and rchased in State C-Item 2)		under UL (if yes, explan waiver	ification r State OE , attach ation of grantedItem 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR									
CA		Х	Up to \$500,000 of Shares of Common Stock at \$1.00 per Share	ı	\$8,000	0	0		Х
СО		Х	Up to \$500,000 of Shares of Common Stock at \$1.00 per Share	0	0	0	0		X
CT									
DE									
DC									
FL		X	Up to \$500,000 of Shares of Common Stock at \$1.00 per Share	1	\$25,000	0	0		X
GA						,			
IH									
ID								-	
IL									
IN									
lA							· · · · · · · · · · · · · · · · · · ·		
KS									
KY									
LA									
ME									
MD									
MA									
MI					-			<u> </u>	
MN									
MS									
МО									

1		2	3			4			;
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C – Item 1)		amount pur	nvestor and chased in State C-Item 2)		Disquali under UL (if yes, explana waiver (Part E	State OE attach ation of granted
				Number of Accredited		Number of Non-Accredited			
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
MT	-							 	
NE								-	
NV								-	
NH									
NJ								-	
NM									
NY									
NC									
ОН									
ОК									ļ
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WI	1								
WY									
PR									