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

FORM D

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

OMB APPROVAL table with OMB Number: 3235-0076, Expires: April 30, 2008, Estimated average burden hours per response . . . 16.00

SEC USE ONLY table with Prefix, Serial, and DATE RECEIVED fields

Name of Offering () check if this is an amendment and name has changed, and indicate change. Ambulatory Surgery Center at Virtua Washington Township, LLC Units representing limited liability company interests

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. Ambulatory Surgery Center at Virtua Washington Township, LLC



Address of Executive Offices (Number and Street, City, State, Zip Code) 401 Route 73 North, 50 Lake Center, Suite 403 Marlton, NJ 08053 Telephone Number (Including Area Code) (856) 355-0045

Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices) Brief Description of Business Ambulatory surgery center

Type of Business Organization () corporation () business trust () limited partnership, already formed () limited partnership, to be formed (x) other (please specify): limited liability company

Actual or Estimated Date of Incorporation or Organization: Month 03 Year 07 (x) Actual () Estimated Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: NJ) CN for Canada: FN for other foreign jurisdiction

PROCESSED SEP 05 2007 THOMSON FINANCIAL

GENERAL 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. 77c(6). When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. Information Required: A new filing must contain all information requested. 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.

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.

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.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Virtua Health**

Business or Residence Address (Number and Street, City, State, Zip Code) **401 Route 73 North, 50 Lake Center, Suite 403, Marlton, NJ 08053**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Kirby, Adrienne**

Business or Residence Address (Number and Street, City, State, Zip Code) **401 Route 73 North, 50 Lake Center, Suite 403, Marlton, NJ 08053**

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual) **Romond, Jennifer**

Business or Residence Address (Number and Street, City, State, Zip Code) **401 Route 73 North, 50 Lake Center, Suite 403, Marlton, NJ 08053**

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)

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.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? \$ 20,000.00
3. Does the offering permit joint ownership of a single unit? Yes No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All 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]
[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 Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All 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]
[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 Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All 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]
[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]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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 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.....	\$ 0	\$ 0
Equity.....	\$ 0	\$ 0
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify <u>limited liability company interests</u>).....	\$ 980,000	\$
Total.....	\$ 980,000	\$

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	Aggregate Dollar Amount of Purchases
Accredited Investors.....	15	\$ 600,000
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 offering	Type of Security	Dollar Amount 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.....	<input type="checkbox"/>	\$ 0
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 1,500
Legal Fees.....	<input type="checkbox"/>	\$ 75,000
Accounting Fees.....	<input type="checkbox"/>	\$ 0
Engineering Fees.....	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify) consultants' fees.....	<input type="checkbox"/>	\$ 0
Total.....	<input type="checkbox"/>	\$ 76,500

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

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."

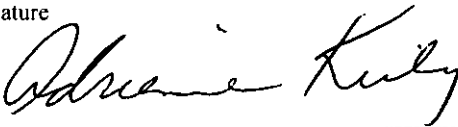
\$ _____

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	Payments To Others
Salaries and fees	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Purchase of real estate	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ 290,000
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ 175,000
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).....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Repayment of indebtedness	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____ 0
Working capital.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ 64,000
Other (specify): <u>Development costs, including equipment, consulting fees, development and Operations preparation consulting fees, pre-operations costs and contingency</u>		
.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ 54,400
Column Totals.....	<input type="checkbox"/> \$ _____ 0	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added).....	<input type="checkbox"/> \$ 523,500	

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) Ambulatory Surgery Center at Virtua Washington Township, LLC	Signature 	Date August 15, 2007
Name of Signer (Print or Type) Adrienne Kirby	Title of Signer (Print or Type) Manager	

ATTENTION

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

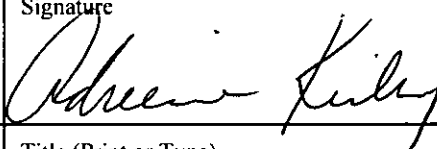
E. STATE SIGNATURE

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.

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 (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 hereby 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) Ambulatory Surgery Center at Virtua Washington Township, LLC	Signature 	Date August 15, 2007
Name (Print or Type) Adrienne Kirby	Title (Print or Type) Manager	

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.

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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									

APPENDIX

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and Amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ		X	Limited Liability company member interest	15	\$600,000				
NM									
NY									
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

That the undersigned, Adrienne Kirby, Manager of Ambulatory Surgery Center at Virtua Washington Township, LLC, a New Jersey limited liability company, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder, and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Adrienne Kirby
Virtua Health
401 Route 73 North
50 Lake Center, Suite 403
Marlton, NJ 08053

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

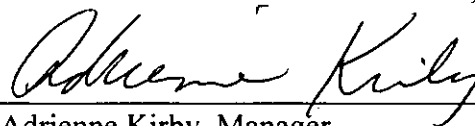
<input type="checkbox"/>	ALABAMA	Secretary of State.	<input type="checkbox"/>	FLORIDA	Comptroller.
<input type="checkbox"/>	ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development.	<input type="checkbox"/>	GEORGIA	Commissioner of Securities.
<input type="checkbox"/>	ARIZONA	The Corporation Commission.	<input type="checkbox"/>	GUAM	Administrator, Department of Finance.
<input type="checkbox"/>	ARKANSAS	The Securities Commissioner.	<input type="checkbox"/>	HAWAII	Commissioner of Securities.
<input type="checkbox"/>	CALIFORNIA	Commissioner of Corporations.	<input type="checkbox"/>	IDAHO	Director, Department of Finance.
<input type="checkbox"/>	COLORADO	Securities Commissioner.	<input type="checkbox"/>	ILLINOIS	Secretary of State.
<input type="checkbox"/>	CONNECTICUT	Banking Commissioner.	<input type="checkbox"/>	INDIANA	Secretary of State.
<input type="checkbox"/>	DELAWARE	Securities Commissioner.	<input type="checkbox"/>	IOWA	Commissioner of Insurance.
<input type="checkbox"/>	DISTRICT OF COLUMBIA	Public Service Commission.	<input type="checkbox"/>	KANSAS	Secretary of State.
			<input type="checkbox"/>	KENTUCKY	Director, Division of Securities.

___	LOUISIANA	Commissioner of Securities.	___	OHIO	Secretary of State.
___	MAINE	Administrator, Securities Division.	___	OREGON	Director, Department of Insurance and Finance.
___	MARYLAND	Commissioner of the Division of Securities.	___	OKLAHOMA	Securities Administrator.
___	MASSACHUSETTS	Secretary of State.	***	PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
___	MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.	___	PUERTO RICO	Commissioner of Financial Institutions
___	MINNESOTA	Commissioner of Commerce.	___	RHODE ISLAND	Director of Business Regulation.
___	MISSISSIPPI	Secretary of State.	___	SOUTH CAROLINA	Secretary of State.
___	MISSOURI	Securities Commissioner.	___	SOUTH DAKOTA	Director of the Division of Securities.
___	MONTANA	State Auditor and Commissioner of Insurance.	___	TENNESSEE	Commissioner of Commerce and Insurance.
___	NEBRASKA	Director of Banking and Finance.	___	TEXAS	Securities Commissioner.
___	NEVADA	Secretary of State.	___	UTAH	Director, Division of Securities.
___	NEW HAMPSHIRE	Secretary of State.	___	VERMONT	Secretary of State.
<u>X</u>	NEW JERSEY	Chief, Securities Bureau.	___	VIRGINIA	Clerk, State Corporation Commission.
___	NEW MEXICO	Director, Securities Division.	___	WASHINGTON	Director of the Department of Licensing.
___	NEW YORK	Secretary of State.	___	WEST VIRGINIA	Commissioner of Securities.
___	NORTH CAROLINA	Secretary of State.	___	WISCONSIN	Commissioner of Securities.
___	NORTH DAKOTA	Securities Commissioner.	___	WYOMING	Secretary of State.

Dated this 15th day of August, 2007.

[SEAL]

AMBULATORY SURGERY CENTER AT
VIRTUA WASHINGTON TOWNSHIP, LLC

By 
Adrienne Kirby, Manager

**UNIFORM FORM OF
RESOLUTION
OF**

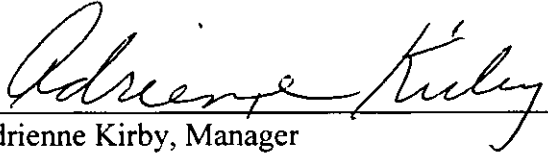
AMBULATORY SURGERY CENTER AT VIRTUA WASHINGTON TOWNSHIP, LLC
(Name of Company)

RESOLVED, that it is desirable and in the best interest of this Company that its securities be qualified or registered for sale in various states; that Adrienne Kirby, a Manager (“Manager”), hereby is authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the securities of this Company as the Manager may deem advisable; that the Manager is hereby authorized to perform on behalf of the Company any and all such acts she may deem necessary or advisable in order to comply with the applicable laws of any such states, and in connection therewith to execute and file all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents and appointments of attorneys for service of process; and the execution by her or any such paper or document or the doing by her of any act in connection with the foregoing matters shall conclusively establish her authority therefor from this Company and the approval and ratification by this Company of the papers and documents so executed and the action so taken.

CERTIFICATE

The undersigned hereby certifies that she is the Manager of Ambulatory Surgery Center at Virtua Washington Township, LLC, a limited liability company organized and existing under the laws of the State of Nebraska, that the foregoing is a true and correct copy of the resolution duly adopted by written consent of the Management Board of said company on the 15th day of August, 2007; that the passage of said resolution was in all respects legal; and that said resolution is in full force and effect.

Dated this 15th day of August, 2007.



Adrienne Kirby, Manager

Corporate Seal

END