COMPUMED INC
Form 10-Q
August 14, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

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

For the quarterly period ended: **June 30, 2009**

or

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

For the transition period from: _____ to _____

COMPUMED, INC.

(Exact name of registrant as specified in its charter)

Delaware	**000-14210**	**95-2860434**
(State or Other Jurisdiction of Incorporation)	*(Commission File Number)*	*(I.R.S. Employer Identification No.)*

5777 West Century Blvd. , Suite 360, Los Angeles, CA 90045

(Address of Principal Executive Office) (Zip Code)

(310) 258-5000

(Registrant s telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the
Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements X Yes No for the past 90 days.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer		Accelerated filer	
Non-accelerated filer		Smaller reporting company	X

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

The number of shares outstanding of the registrant s common stock as of July 31, 2009 was 25,882,643.

COMPUMED, INC. AND SUBSIDIARIES

TABLE OF CONTENTS

Part II. Other Information

i

PART I - FINANCIAL INFORMATION

Item 1.

Financial Statements.

BALANCE SHEETS
COMPUMED, INC.

	June 30, 2009 (Unaudited)	September 30, 2008
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	149,000	269,000
Investments, at fair market value	111,000	137,000
Accounts receivable, less allowance of $17,000 (June 2009) and $19,000 (September 2008)	246,000	282,000
Other receivables		5,000
Inventories	21,000	35,000
Prepaid expenses and other current assets	9,000	18,000
TOTAL CURRENT ASSETS	536,000	746,000
PROPERTY AND EQUIPMENT		
Machinery and equipment	1,343,000	1,412,000
Furniture, fixtures and leasehold improvements	76,000	76,000
Equipment under capital leases	473,000	391,000
	1,892,000	1,879,000
Accumulated depreciation and amortization	(1,530,000)	(1,457,000)
TOTAL PROPERTY AND EQUIPMENT	362,000	422,000
OTHER ASSETS		
Patents, net of accumulated amortization of $27,000 (June 2009) and $20,000 (September 2008)	128,000	124,000
Other assets	17,000	18,000

TOTAL OTHER ASSETS	145,000	142,000
TOTAL ASSETS	1,043,000	1,310,000
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	120,000	258,000
Accrued liabilities	116,000	158,000
Unearned revenue- ECG processing	2,000	2,000
Current portion of capital lease obligations	81,000	88,000
TOTAL CURRENT LIABILITIES	319,000	506,000
Capital lease obligations	124,000	91,000
TOTAL LIABILITIES	443,000	597,000
STOCKHOLDERS' EQUITY		
Preferred Stock, $0.10 par value - authorized 1,000,000 shares		
Preferred Stock- Class A $3.50 cumulative convertible voting -issued and outstanding - 8,400 shares	1,000	1,000
Preferred Stock- Class B $3.50 cumulative convertible voting -issued and outstanding - 300 shares		
Preferred Stock- Class D 2% convertible - issued and outstanding - 4,167 shares		
Common Stock, $0.01 par value - authorized 50,000,000 shares, issued and outstanding - 25,882,643 (March 2009) and 25,882,643 shares (September 2008)	260,000	260,000
Additional paid-in capital	36,441,000	36,363,000
Accumulated deficit	(36,102,000)	(35,911,000)
TOTAL STOCKHOLDERS' EQUITY	600,000	713,000
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	1,043,000	1,310,000

The accompanying notes are an integral part of these condensed financial statements.

STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(UNAUDITED)

COMPUMED, INC.

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2009	**2008**	**2009**	**2008**
REVENUE FROM OPERATIONS				
ECG services	446,000	457,000	1,336,000	1,432,000
ECG product and supplies sales	21,000	26,000	95,000	133,000
OsteoGram and OsteoCare sales and services	8,000	1,000	145,000	80,000
TOTAL REVENUE	475,000	484,000	1,576,000	1,645,000
OPERATING EXPENSES				
Costs of ECG services	157,000	182,000	509,000	607,000
Cost of goods sold-ECG	15,000	18,000	62,000	83,000
Cost of goods sold - OsteoGram(R) and OsteoCare			1,000	4,000
Selling expenses	69,000	104,000	270,000	289,000
Research & development	4,000	76,000	40,000	293,000
General and administrative expenses	230,000	215,000	730,000	1,403,000
Depreciation and amortization	40,000	26,000	115,000	75,000
TOTAL OPERATING EXPENSES	515,000	621,000	1,727,000	2,754,000
OPERATING LOSS	(40,000)	(137,000)	(151,000)	(1,109,000)
Interest income and dividends		5,000	1,000	34,000
Realized gain on marketable securities		(4,000)		(56,000)
Interest expense	(9,000)	(7,000)	(41,000)	(21,000)
NET LOSS	(49,000)	(143,000)	(191,000)	(1,152,000)
OTHER COMPREHENSIVE INCOME				

Unrealized gain/(loss) in marketable securities		1,000		(3,000)
Reclassification adjustment of marketable securities		4,000		56,000
TOTAL OTHER COMPREHENSIVE INCOME		5,000		53,000
TOTAL COMPREHENSIVE LOSS	(49,000)	(138,000)	(191,000)	(1,099,000)
NET LOSS PER SHARE (Basic and diluted)	(0.00)	(0.01)	(0.01)	(0.05)
Weighted average number of common shares outstanding	25,882,643	25,605,133	25,882,643	25,263,036

The accompanying notes are an integral part of these condensed financial statements.

STATEMENTS OF CASH FLOWS
(UNAUDITED)
COMPUMED, INC.

	Nine Months Ending June 30,	
	2009	**2008**
OPERATING ACTIVITIES:		
Net loss	(191,000)	(1,152,000)
Net adjustments to reconcile net loss to net cash used in operating activities:		
Realized loss on marketable securities		56,000
Stock-based compensation	78,000	360,000
Depreciation and amortization	115,000	75,000
(Increase)/Decrease in accounts receivable	41,000	50,000
(Increase)/Decrease in inventory and prepaid expenses	23,000	(124,000)
Increase/(Decrease) in accounts payable and other liabilities	(121,000)	(34,000)
NET CASH USED IN OPERATING ACTIVITIES	(55,000)	(769,000)
CASH FLOW FROM INVESTING ACTIVITIES:		
Proceeds from sale of marketable securities	26,000	709,000
Purchase of marketable securities		(606,000)
Purchase of other asset	(12,000)	(42,000)
Purchase of property, plant and equipment	(1,000)	(50,000)
NET CASH PROVIDED BY INVESTING ACTIVITIES	13,000	11,000
CASH FLOW FROM FINANCING ACTIVITIES:		
Proceeds from exercise of stock options		82,000
Payments on capital lease obligations	(78,000)	(51,000)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	(78,000)	31,000
NET DECREASE IN CASH AND CASH EQUIVALENTS	(120,000)	(727,000)
CASH AND CASH EQUVALENTS AT BEGINNING OF PERIOD	269,000	969,000
CASH AND CASH EQUIVALENTS AT END OF PERIOD	149,000	242,000

SUPPLEMENTAL DISCLOSURES:		
Interest paid	41,000	21,000
Disposal of fixed assets	35,000	
Equipment acquired under capital lease and financing	47,000	68,000

The accompanying notes are an integral part of these condensed financial statements.

COMPUMED, INC.

NOTES TO CONDENSED FINANCIAL STATEMENTS (UNAUDITED)

NOTE A - BASIS OF PRESENTATION AND ACCOUNTING POLICIES

Description of Business: CompuMed, Inc. (the Company) is a medical diagnostic product and services company focusing on the diagnosis, monitoring and management of several costly, high incidence diseases, particularly cardiovascular disease and osteoporosis. The Company's primary business is the centralized interpretation of electrocardiograms ("ECGs") and the development and marketing of its osteoporosis testing technology OsteoGram (R). The Company applies computing, medical imaging, telecommunications and networking technologies to provide medical professionals and patients with affordable, point-of-care solutions for disease risk assessment and decision support.

Liquidity and Capital Resources

The accompanying interim unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and pursuant to the rules and regulations of the Securities and Exchange Commission. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the nine-month period ended June 30, 2009 are not necessarily indicative of the results that may be expected for the year ending September 30, 2009. For further information, refer to the financial statements for the year ended September 30, 2008 and the notes thereto included in the Company's Annual Report on Form 10-KSB.

The accompanying financial statements have been prepared assuming the Company will continue as a going concern. This basis of accounting contemplates the recovery of the Company's assets and the satisfaction of its liabilities in the normal course of conducting its business. The Company's ability to continue as a going concern is dependent upon various factors including, among others, its ability to reduce its operating losses and negative cash flows, and the ability to draw from our existing revolving line of credit or other sources of financing. However, the Company has made significant progress towards reducing its cash burn starting in the third quarter of fiscal 2008. The Company is continually assessing the performance of its product lines and business units and may engage in further cost-cutting measures as well as other possible strategic transactions involving third parties for any non-performing product line, with a goal to achieve cash flow positive status as soon as possible. The Company used existing cash and readily available marketable securities balances to fund operating losses and capital expenditures. The Company has raised funds from 1997 through 2008 through stock issuances and proceeds from the exercise of certain stock options and warrants. The Company also raised funds through an Investment Agreement with Dutchess Private Equities Fund. This Investment Agreement expired March 25, 2007, and was not renewed. Currently, the Company has access to a $4M revolving line of credit pursuant to the Amended Credit Agreement entered in December 16, 2008.

The balance sheet at September 30, 2008 has been derived from the Company's year-end audited financial statements but does not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The Company had a net loss of $191,000 for the nine-month period ended June 30, 2009 and $1,152,000 for the same period in 2008. However, the Company has implemented a

significant campaign of cost reductions and we anticipate that it will result in improved cash flows from operations.

Management believes the Company will be able to generate sufficient revenue, reduce operating expenses or obtain financing in order to fund ongoing operations for at least the next twelve months. Accordingly, the financial statements do not include any adjustments to reflect the possible future effects on the recoverability or classifications of assets and liabilities that may result from the outcome of this uncertainty.

On March 14, 2007, the Company closed a private placement of its securities to an institutional investor pursuant to the Securities Purchase Agreement. The Company sold to the investor 4,167 units at a price of $480 per unit resulting in total proceeds of $2,000,000. Each Unit consisted of 1 share of the Company s Class D Preferred Stock as well as 1,000 Common Stock Purchase Warrants at an exercise price of $0.30 per share. Pursuant to the Agreement, the Company issued all 4,167 shares of the authorized Class D Preferred Stock. Each share of Class D

Preferred Stock is convertible at any time into 2,000 shares of the Company s common stock. The holder of each issued and outstanding share of Class D Preferred Stock will be entitled to receive a dividend in respect of each such share at the rate per share of $9.60 per annum**,** payable on each of the first, second, third, and fourth anniversaries of March 12, 2007, commencing March 12, 2008. Dividend payments to each holder will be made in shares of the Company s common stock valued at the average Market Price over 20 trading days, as defined in the Certificate of Designation. In the event the dividends may not lawfully be paid by the issuance of the Company s common stock and may be lawfully paid in cash, the dividends will be paid in cash. We issued 121,775 shares of common stock to pay for dividends due March 12, 2008 and accrued the dividends due on March 12, 2009. We anticipate paying the 2009 dividend in shares of the Company s common stock. In the event of any liquidation, dissolution or winding-up, either voluntarily or involuntarily, the holders of shares of the Class D Preferred Stock then issued and outstanding will be entitled to be paid out of the Company s assets available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Company s common stock or upon any other series of the Company s Preferred Stock with a liquidation preference subordinate to the liquidation preference of Class D Preferred Stock, an amount per share equal to $480 plus the dollar amount equal to all unpaid and accrued dividends and interest thereon. In addition, a merger or consolidation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the Company s assets will be deemed a liquidation event unless no assets are distributed in respect of any class of the Company s capital stock in connection with, or as a result of, such merger or consolidation. The Class D Preferred Stock has the same voting rights as the Company s common stock except that each share of Class D Preferred Stock is entitled to 2,000 votes for vote allowed a share of the Company s common stock, however such amount will be proportionally adjusted in the event of a reverse or forward split of the Company s common stock.

On December 16, 2008, the Company entered into an amended revolving line of credit agreement (the Amended Credit Agreement) between the Company, as Borrower, and Boston Avenue Capital, LLC, an Oklahoma limited liability company, as Lender (the Lender or BAC). The Amended Credit Agreement amends the original credit agreement entered into between Borrower and Lender dated February 15, 2008 (the Original Credit Agreement), the terms of which have been disclosed in previous filings.

The Amended Credit Agreement provides a credit facility in an aggregate principal amount of up to $4 million. Advances under the revolving line of credit shall bear interest at the current three-month London Interbank Offered Rate (LIBOR), payable quarterly in arrears for the prior fiscal quarter on the fifth business day of each January, April, July and October commencing after the first advance. The Amended Credit Agreement provides that unused amounts up to the total commitment shall bear interest at a rate of one percent (1%) per annum, compounded annually on the first business day of each calendar year. BAC is not required to maintain a third party letter of credit in support of the Amended Credit Agreement. Borrower may, at any time, reduce the total amount of the Letter of Credit (as hereafter provided) by written notice to the Lender and the issuer thereof and no Commitment Interest or other fee or charge shall be due or payable by Borrower in respect of the amount by which the Letter of Credit is so reduced. The Amended Credit Agreement matures on December 31, 2010.

The Amended Credit Agreement terminates the 16,000,000 warrants (the Original Warrants) issued to BAC as consideration for the Original Credit Agreement. The Original Warrants were granted i) at a variable price based on the trading of the stock price and ii) regardless of whether an advance was made under the Original Credit Agreement. Under the Amended Credit Agreement, the Company will issue 16,000,000 warrants (the New Warrants) to BAC for a purchase price of $5,000 only if, and after, an advance of funds under the Amended Credit Agreement occurs. The strike price of the New Warrants is fixed at two dollars ($2.00) each. The New Warrants may only be issued upon shareholder approval, which the Company must use its best efforts to obtain before the second anniversary of any

advance.

The Amended Credit Agreement contains customary representations and warranties of the Company. Availability under the new revolving line of credit is subject to certain conditions, including (i) that the existing board member of the Company and other directors approved by the Lender comprise all of the directors of the Company, (ii) that the members of the board of directors of the Company unanimously approve any advance, (iii) that there not be any undisclosed material liabilities at the time of an advance, and (iv) that the Lender shall have consented (in its sole discretion) in the event that an advance is requested and, at the time of the request for the advance, the Company or any of its officers, directors, employees, shareholders or affiliates is a party to any pending legal proceedings related to the Company or its affiliates.

Advances under the Amended Credit Agreement may be prepaid at any time in whole or in part without premium or penalty. The Amended Credit Agreement also includes certain customary events of default including, but not limited to: Failure to pay principal or interest when due (subject to grace period); any representation or warranty proving to have been materially incorrect when made or confirmed; failure to perform or observe covenants set for the in the Amended Credits Agreement; and bankruptcy and insolvency defaults.

On November 4, 2008, the Board of Directors of the Company approved the Amended Credit Agreement, with Mr. Chuck Gillman, the manager of BAC, abstaining.

As of June 30, 2009, there has been no draws made against the revolving line of credit.

CompuMed has evaluated subsequent events for potential recognition or disclosure in the consolidated financial statements through the date the statements were available to be issued, which was August 12, 2009.

STOCK-BASED COMPENSATION

Effective October 1, 2006, the Company adopted SFAS No. 123R using the modified prospective method. Under this method, compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of October 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS No. 123 amortized over the options' vesting period, and (b) compensation cost for all share-based payments granted subsequent to October 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS No. 123R, amortized on a straight-line basis over the options' vesting period.

The expected stock volatility rates are based on the historical stock volatility of the Company s common stock. The risk free interest rates are based on the U.S. Treasury yield curve in effect at the time of the grant for periods corresponding to the expected life of the option. The Company has opted to use the simplified method as allowed by Staff Accounting Bulletin (SAB) 107 for estimating our expected term to arrive at a term in between the vesting period and the contractual term.

There were no stock option grants during the nine months ended June 30, 2009 and 2008.

A summary of the stock options activity and related information for the nine months ended June 30, 2009 is as followed:

	2009	
		Weighted Average Exercise
	Shares	**Price**
Options outstanding, beginning of period	8,748,248	0.30

Options exercised		
Options granted		
Options forfeited/canceled	(496,500)	0.48
Options outstanding, end of period	8,251,748	0.29
Options exercisable, end of period	7,603,415	0.29

The following summarizes information concerning stock options outstanding at June 30, 2009:

Range of Exercise Prices	Shares Outstanding	Weighted-Average Remaining Contractual Life	Weighted-Average Exercise Price of Shares Outstanding	Shares Exercisable	Weighted-Average Exercise Price of Shares Exercisable
$0.0000 - $0.4250	7,467,648	6.37	$ 0.26	6,819,315	$ 0.25
$0.4251 - $0.8500	774,100	2.48	$ 0.65	774,100	$ 0.65
$0.8501 - $1.2750	10,000	0.84	$ 0.95	10,000	$ 0.95
	8,251,748	6.00	$ 0.29	7,603,415	$ 0.29

PER SHARE DATA

The Company reports its earnings (loss) per share in accordance with Statement of Financial Accounting Standards No. 128, "Accounting for Earnings Per Share" ("SFAS 128"). Basic loss per share is calculated using the net loss divided by the weighted average common shares outstanding. Shares from the assumed conversion of outstanding warrants, options and the effect of the conversion of the Class A Preferred Stock and Class B Preferred Stock are omitted from the computations of diluted loss per share because the effect would be anti-dilutive.

Net loss	(191,000)
Less: preferred stock dividends	(2,000)
Net loss available to common stockholders	(193,000)
Net loss per common share (basic and diluted)	$ (0.01)
Weighted average number of common shares outstanding	25,882,643

FAIR VALUE

Effective October 1, 2008, the Company adopted Statement of Financial Accounting Standard No. 157, *Fair Value Measurements* (SFAS 157). This standard establishes a framework for measuring fair value and requires enhanced disclosures about fair value measurements. SFAS 157 clarifies that fair value is an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. SFAS 157 also requires disclosure about how fair value is determined for assets and liabilities and establishes a hierarchy for which these assets and liabilities must be grouped, based on significant levels of inputs as

follows:

Level 1 quoted prices in active markets for identical assets or liabilities;

Level 2 - quoted prices in active markets for similar assets and liabilities and inputs that are observable for the asset or liability; or

Level 3 unobservable inputs, such as discounted cash flow models or valuations.

The following is a listing of the Company s assets and liabilities required to be measured at fair value on a recurring basis as of June 30, 2009:

	Level 1	Level 2	Level 3	Total
Investments	$111,000			$111,000

For financial assets and liabilities, SFAS 157 was effective for the Company in the first fiscal quarter of 2009. As permitted by FSP-FAS 157-2, SFAS 157 is effective for non-financial assets and liabilities for the Company during the first fiscal quarter of 2010. Management continues to evaluate the potential impact of the adoption of SFAS 157 related to its non-financial assets and liabilities.

NEW ACCOUNTING PRONOUNCEMENTS

In February 2007, the FASB issued SFAS No. 159, "The Fair Value Option for Financial Assets and Financial Liabilities" ("SFAS 159"). SFAS 159 permits companies to choose to measure many financial instruments

and certain other items at fair value. SFAS 159 was effective for the Company in the first fiscal quarter of 2009. The adoption of SFAS 159 did not have a material impact on the Company's financial statements.

In December 2007, the FASB issued SFAS No. 141 (revised 2007), "Business Combinations" ("SFAS 141R"), which replaces SFAS 141. SFAS 141R establishes principles and requirements for how an acquirer recognizes and measures in its financial statements the identifiable assets acquired, the liabilities assumed, any resulting goodwill, and any noncontrolling interest in the acquiree. SFAS 141R also provides for disclosures to enable users of the financial statements to evaluate the nature and financial effects of the business combination. SFAS 141R will be effective for the Company in first fiscal quarter of 2010 and must be applied prospectively to business combinations completed on or after that date.

In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements -- an amendment of Accounting Research Bulletin No. 51" ("SFAS 160"), which establishes accounting and reporting standards for noncontrolling interests ("minority interests") in subsidiaries. SFAS 160 clarifies that a noncontrolling interest in a subsidiary should be accounted for as a component of equity separate from the parent's equity. SFAS 160 will be effective for the Company in the first fiscal quarter of 2010 and must be applied prospectively, except for the presentation and disclosure requirements, which will apply retrospectively. The Company is currently evaluating the potential impact that the adoption of SFAS 160 may have on its financial statements.

In March 2008, the FASB issued SFAS No. 161, "Disclosures about Derivative Instruments and Hedging Activities -- an amendment of FASB Statement No. 133" ("SFAS 161"), which requires enhanced disclosures about an entity's derivative and hedging activities. SFAS 161 will be effective for the Company during the second fiscal quarter of 2009.

In September 2006, the FASB issued SFAS No. 158, "Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans an amendment of FASB Statements No. 87, 88, 106, and 132(R)", ("SFAS 158"), which requires the recognition of the overfunded or underfunded status of a defined benefit postretirement plan in a company's balance sheet. This portion of the new guidance is effective on December 31, 2006. Additionally, the pronouncement eliminates the option for companies to use a measurement date prior to their fiscal year-end effective December 31, 2008. Since we do not have any defined benefit pension or postretirement plans that are subject to SFAS 158, we do not expect the pronouncement to have a material impact on our financial statements.

NOTE B - OTHER AGREEMENTS

On March 14, 2007, the Company closed a private placement of its securities to an institutional investor pursuant to the Securities Purchase Agreement. The Company sold to the investor 4,167 Units at a price of $480 per Unit resulting in total proceeds of $2,000,000. Each Unit consisted of 1 share of the Company s Class D Preferred Stock as well as 1,000 Common Stock Purchase Warrants with an exercise price of $0.30 per share. Pursuant to the Agreement, the Company issued all 4,167 shares of the authorized Class D Preferred Stock. Each share of Class D Preferred Stock is convertible at any time into 2,000 shares of the Company s common stock. The holder of each issued and outstanding share of Class D Preferred Stock will be entitled to receive a dividend in respect of each such share at the rate per share of $9.60 per annum**,** payable on each of the first, second, third, and fourth anniversaries of March 12, 2007, commencing March 12, 2008. Dividend payments to each holder will be made in shares of the Company s common stock valued at the average Market Price over 20 trading days, as defined in the Certificate of Designation. In the event the dividends may not lawfully be paid by the issuance of the Company s common stock and

may be lawfully paid in cash, the dividends will be paid in cash. We issued 121,775 shares of common stock to pay for dividends due March 12, 2008 and accrued the dividends due on March 12, 2009. We anticipate paying the 2009 dividend in shares of the Company s common stock. While the Company expects that it will have sufficient shares of common stock authorized to pay the next scheduled dividend on the Class D Preferred Stock in shares of its common stock, the Company currently will not have sufficient authorized shares to continue to pay dividends in shares of common stock in the future unless and until the stockholders authorize additional shares. In the event of any liquidation, dissolution or winding-up, either voluntarily or involuntarily, the holders of shares of the Class D Preferred Stock then issued and outstanding will be entitled to be paid out of the Company s assets available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Company s common stock or upon any other series of the Company s Preferred Stock with a liquidation preference subordinate to the liquidation preference of Class D Preferred Stock, an amount per share equal to $480 plus the dollar amount equal to all unpaid and accrued dividends and interest thereon. In addition, a

merger or consolidation with or into any other corporation, or a sale, lease, exchange, or transfer of all or any part of the Company s assets will deemed a liquidation event unless no assets are distributed in respect of any class of the Company s capital stock in connection with, or as a result of, such merger or consolidation. The Class D Preferred Stock has the same voting rights as the Company s common stock except that each share of Class D Preferred Stock is entitled to 2,000 votes for vote allowed a share of the Company s common stock, however such amount will be proportionally adjusted in the event of a reverse or forward split of the Company s common stock.

On June 7, 2007 we amended the contract with Synthetica (America), Ltd. to retain Mr. Maurizio Vecchione for the position of Interim Chief Executive Officer. Under the terms of this Amendment, Mr. Vecchione, while part-time, will spend sufficient time at the Company to discharge the duties needed of the CEO. Maurizio Vecchione is a Managing Partner of Synthetica Holdings, LLC, a private equity and venture capital firm, and the Chairman of Synthetica (America), Ltd., a management consultant previously retained to provide strategic advice to CompuMed. Mr. Vecchione co-founded and joined Synthetica in September 2001. He also serves as Chairman of The IDEAS Studio, a multimedia content company in the educational field and Chairman of Mobile Video Development Corporation, an early stage company in wireless video technology. As part of his duties at Synthetica he has held various executive positions with Synthetica client companies including from July 2004 to September 2006 Mr. Vecchione served as CEO of Trestle Holdings, Inc., a medical imaging company for digital pathology and a company for which he orchestrated a restructuring and the sale of its operating assets. From April 2003 to July 2004, Mr. Vecchione was President and CEO of Microwave Photonics, Inc., a wireless technology company based on technology acquired from British Telecommunications Plc. Prior to joining Synthetica he was the founder and co-CEO of imaging rendering company ModaCAD Inc. (later Styleclick, Inc.) and lead the company from 1983 through 2001, when he orchestrated its sale to USA Networks (now InterActiveCorp.).

On December 16, 2008, the Company entered into an amended revolving line of credit agreement (the Amended Credit Agreement) between the Company, as Borrower, and Boston Avenue Capital, LLC, an Oklahoma limited liability company, as Lender (the Lender or BAC). The Amended Credit Agreement amends the original credit agreement entered into between Borrower and Lender dated February 15, 2008 (the Original Credit Agreement), the terms of which have been disclosed in previous filings.

The Amended Credit Agreement provides a credit facility in an aggregate principal amount of up to $4 million. Advances under the revolving line of credit shall bear interest at the current three-month London Interbank Offered Rate (LIBOR), payable quarterly in arrears for the prior fiscal quarter on the fifth business day of each January, April, July and October commencing after the first advance. The Amended Credit Agreement provides that unused amounts up to the total commitment shall bear interest at a rate of one percent (1%) per annum, compounded annually on the first business day of each calendar year. BAC is not required to maintain a third party letter of credit in support of the Amended Credit Agreement. Borrower may, at any time, reduce the total amount of the Letter of Credit (as hereafter provided) by written notice to the Lender and the issuer thereof and no Commitment Interest or other fee or charge shall be due or payable by Borrower in respect of the amount by which the Letter of Credit is so reduced. The Amended Credit Agreement matures on December 31, 2010.

The Amended Credit Agreement terminates the 16,000,000 warrants (the Original Warrants) issued to BAC as consideration for the Original Credit Agreement. The Original Warrants were granted i) at a variable price based on the trading of the stock price and ii) regardless of whether an advance was made under the Original Credit Agreement. Under the Amended Credit Agreement, the Company will issue 16,000,000 warrants (the New Warrants) to BAC for a purchase price of $5,000 only if, and after, an advance of funds under the Amended Credit Agreement occurs. The strike price of the New Warrants is fixed at two dollars ($2.00) each. The New Warrants may only be issued upon

shareholder approval, which the Company must use its best efforts to obtain before the second anniversary of any advance.

The Amended Credit Agreement contains customary representations and warranties of the Company. Availability under the new revolving line of credit is subject to certain conditions, including (i) that the existing board member of the Company and other directors approved by the Lender comprise all of the directors of the Company, (ii) that the members of the board of directors of the Company unanimously approve any advance, (iii) that there not be any undisclosed material liabilities at the time of an advance, and (iv) that the Lender shall have consented (in its sole discretion) in the event that an advance is requested and, at the time of the request for the advance, the Company or any of its officers, directors, employees, shareholders or affiliates is a party to any pending legal proceedings related to the Company or its affiliates.

Advances under the Amended Credit Agreement may be prepaid at any time in whole or in part without premium or penalty. The Amended Credit Agreement also includes certain customary events of default including, but not limited to: Failure to pay principal or interest when due (subject to grace period); any representation or warranty proving to have been materially incorrect when made or confirmed; failure to perform or observe covenants set for the in the Amended Credits Agreement; and bankruptcy and insolvency defaults.

On November 4, 2008, the Board of Directors of the Company approved the Amended Credit Agreement, with Mr. Chuck Gillman, the manager of BAC, abstaining.

As of June 30, 2009 there has been no draws made against the line of credit.

On May 14, 2008 the Company entered into an agreement with OSI Optoelectonic Systems, a unit of OSI Systems Inc. (OSI) whereby the Company would market a bone densitometer manufactured by OSI and based on a peripheral dual energy absorption technology (pDXA). Under the agreement the Company purchases the pDXA products at an agreed transfer price based on forecasted quantities and is free to set a retail price of the units to achieve a target margin. The agreement covers US, Canada and other NAFTA countries. The Company announced the availability of this pDXA bone densitometer under its Osteocare product brand. This product was introduced on May 29, 2008 to provide a point-of-care targeted bone densitometer.

The Company also retained Vici Capital, a company owned by our Director Mark Crockett, for the period of January 7, 2009 through September 7, 2009, to provide certain investment banking and financial advisory services in connection with potential strategic transactions described in Exhibit 10.26 of the 10-Q filed February 17, 2009.

NOTE C- COMMITMENTS AND CONTINGENCIES

The Company has capital leases for machinery and equipment that expire in 2013. On March 1, 2008, the Company entered into a new lease with L.A.T. Investment. Under the new lease, the Company moved the corporate office, computer center from its prior 9,496 square feet on the building s twelfth floor to the new space consisting 10,949 square feet on the building s third floor. The lease term is five years with the option to renew for an additional five-year term. The monthly rent under the new lease is $13,686 for the first year, with 3% increase in the ensuing lease years, plus certain operating expenses. The following is a summary, as of June 30, 2009, of future minimum lease payments together with the present value of the net minimum lease payments on capital leases:

	Capital Lease	Operating Leases
2009	35,000	39,000
2010	93,000	178,000
2011	67,000	176,000
2012	45,000	174,000
2013	18,000	71,000
	258,000	638,000

Less amount representing interest	53,000
Net minimum lease payment	205,000
Less current portion	81,000
Present value of net minimum payment, less current portion	124,000

During the nine months ended June 30, 2009, the Company entered into capital lease obligations for equipment at the cost of $104,250. These obligations bear an average interest of 16.7%, is payable at $3,000 per month, and mature between July 2012 to August 2013. The range of interest rates on capital leases outstanding as of June 30, 2009 was 11.93% to 17.32%.

Rental expenses under operating leases for the nine months ended June 30, 2009 and 2008 were $131,000 and $127,000, respectively.

The holders of Class A Preferred Stock are entitled to receive, when and as declared by the Board of Directors, dividends at an annual rate of $.35 per share, payable quarterly. Dividends are cumulative from the date of issuance. The total dividends accumulated in the quarter ended June 30, 2009 was $2,000 and the total cumulated dividends not declared at June 30, 2009 was $25,000.

Item 2.

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

SAFE HARBOR FOR FORWARD-LOOKING STATEMENTS

This report on Form 10-Q contains forward-looking statements, including, without limitation, statements concerning our possible or assumed future results of operations. These statements are preceded by, followed by or include the words "believes," "could," "expects," "intends," "anticipates," or similar expressions. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons including, but not limited to, product and service demand and acceptance, changes in technology, ability to raise capital, the availability of appropriate acquisition candidates and/or business partnerships, economic conditions, the impact of competition and pricing, capacity and supply constraints or difficulties, government regulation and other risks described in our annual report on Form 10-KSB and other reports as may be filed from time to time with the Securities and Exchange Commission. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and our future results, levels of activity, performance or achievements may not meet these expectations. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

Statements contained in this 10-Q, such as statements about revenue, operations, and earnings growth and other financial results are forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All such forward-looking statements including statements concerning the Company's plans, objectives, expectations and intentions are based largely on management s expectations and are subject to and qualified by risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. These statements are subject to uncertainties and risks including, without limitation, product and service demand and acceptance, changes in technology, ability to raise capital, the availability of appropriate acquisition candidates and/or business partnerships, economic conditions, the impact of competition and pricing, capacity and supply constraints or difficulties, government regulation and other risks identified in the Company's filings with the Securities and Exchange Commission. All such forward-looking statements are expressly qualified by these cautionary statements. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect events, conditions or circumstances on which any such statement is based after the date hereof, except as required by law.

OVERVIEW

We develop and market products and services that use advanced imaging and medical informatics to provide analysis and remote monitoring in connection with cardiovascular and musculoskeletal diseases. We have specialized expertise and intellectual properties useful in telemonitoring, imaging and analysis designed to improve healthcare provider workflow and patient care, while reducing costs.

Telecardiology Services

CardioGram is a telemedicine application focused on telecardiology. We have been a supplier of telemedicine services for more than twenty years and have established one of the nation's largest telecommunications networks for processing electrocardiograms on a real time basis, providing ECG equipment and services to more than 1,000 locations throughout the U.S. and performing tens of thousands telemedicine ECG interpretations annually. Using our customized electrocardiogram terminals, an electrocardiogram is acquired from a patient, electronically analyzed, transmitted to our central computers for over-reading and data archiving, and reports are sent back on the electrocardiogram terminal where the electrocardiogram trace and computer interpretation are printed- all within a few minutes. If necessary, we can provide an over-read by a cardiologist and return the results within a short time frame. We generally bill for this service on a per-use basis, as well as in some cases we rent or sell our ECG terminals and we sell a full range of electrocardiogram supplies including electrodes, recording paper, gel, and patient cables.

During the fiscal year 2008, we completed certain investments in expanding our telecardiology and telemedicine platform supporting our CardioGram products. This expansion focused on continued upgrade of the quality of service associated with our response time and network capacity. We have upgraded many key software components in our servers to improve transmission times and quality of service.

The upgrades completed during fiscal year 2008 were also designed to support the expansion of our ECG services beyond the traditional markets of correctional facilities into broader telemedicine and electronic medical records (EMR) markets. We continue to take steps to expand our EMR solution applied to telecardiology. We believe that adding such a solution could allow the Company to expand its telecardiology business to new customers.

During the quarter, the Company continued to negotiate with key customers about implementing EMR solutions based on its CompuBRIDGE™ future product line. Previously, the Company previewed the CompuBRIDGE telecardiology electronic medical records (EMR) solution. CompuBRIDGE EMR is designed to capture and integrate electrocardiogram (ECG) results and over-reads into an existing EMR system. Integration does not require the practice to employ additional software, hardware or specialized servers. For facilities without a general EMR system, CompuMed expects to offer hosted solutions that provide access to ECG data via any Internet enabled computer. CompuMed expects to release its CompuBRIDGE EMR system after testing with beta customers. CompuBRIDGE EMR could provide users of CompuMed's telecardiology services with the ability to data mine patient records and electronically transfer those records to their own EMR systems, such as patient administrative systems, electronic practice management, laboratory information systems, dietary and pharmacy.While we believe that the Company could benefit from its EMR offering and are actively engaged in planning for such an EMR offering there are no guarantees that the Company will be able to launch such a product or that it will be successful in growing its business with it.

Our transmission revenue is subject to volume volatility due to various factors, including State budget cycles and other customer usage factors. During the quarter, the Company experienced a continued trend from last quarter whereby some of our core State Department of Corrections customers responded to the global financial crises and its anticipated impact on State budgets by reducing the volume of ECG tests being performed. Some Departments of Corrections went from testing most inmates on receiving to limiting testing to those inmates with certain risk factors. This resulted in a reduction of volume of ECG readings and over-reads per average site from those customers. This reduction was partially offset by continued increases of overall number of sites under contract. The Company has responded to these trends by continuing certain cost reductions as well as continued focus on marketing and sales strategies designed to expand and differentiate our overall number of customers. Subsequent to the close of the quarter, we have seen some evidence that these negative trends have begun to reverse, both in terms of usage and volume, but it is too early to know if these trends will result in increase of revenues in subsequent periods.

As part of this strategy, we continue to target an expansion of our offering into new markets, including correctional markets at the County and local level, rural health markets, occupational health, the Federal Government, branches of the U.S. Military, the Veteran s Administration, surgical centers, mental health centers. All of these sites potentially experience the situation of having to provide time-critical medical response to patients in the midst of a cardiac event without having access to trained cardiologists. We believe, based on market data, that our CardioGram product could provide a solution that can elevate the quality of patient care at these institutions and reduce liabilities at these locations.

During the quarter, the Company begun to roll out its new ECG over-read services for the pediatric care market in the State of Florida, principally to pediatric practices participating into our initial roll-out program. Under the roll-out program, pediatric offices are sharing usage data with us so that we can use this information to fine tune our pediatric offering operations as well as build case studies for a greater market expansion. Subsequent to the end of the quarter, we introduced a consumer oriented educational campaign to help educate the media and parents about the need for proper screening of pediatric patients at risk. The Company has partnered with the Department of Pediatrics at the University of Miami Miller School of Medicine to provide electrocardiogram (ECG) screening services to children and teenagers prior to prescribing or taking psychotropic medications, including stimulants as well as for pre-athletic

screening. This relationship should allow CompuMed to offer remote interpretation of ECGs on pediatric patients in this first-of-its-kind program to detect heart abnormalities prior to therapy. The Company plans to expand this program beyond Florida but is targeting Florida based doctors during this initial phase of the program, leveraging the University of Miami s regional reach. The need for such screening arises in response to the American Heart Association and other leading groups that have expressed concern regarding reports of sudden death in children and adolescents treated with stimulants and other psychotropic medications for conditions such as attention deficit hyperactivity disorder, commonly referred to as ADHD. Recently, this need was re-affirmed by the US Food and Drug Administration in a safety warning that referenced a possible association between the use of stimulant medications for attention deficit hyperactivity disorder, known as ADHD, and sudden cardiac death in healthy children. It referenced a study just published in the American Journal of

Psychiatry. The FDA also warned parents that they should not stop a child's stimulant medication based on the study. Medical journals have also reported concerns regarding the appropriateness of such therapy without screening at risk patients. According to our market research there are about 300,000 specialists (pediatrics, primary care and psychiatry) in the U.S. likely to see patients who might need psychotropic drugs, including stimulants. According to a 2008 report in Child and Adolescent Psychiatry and Mental Health, approximately 6.7 percent of children in the U.S. are taking these medications for emotional and behavioral problems like ADHD. CompuMed s CardioGramKids could enable physicians to screen the children in their care while at the same time offering doctors important protection from potential litigation. During the quarter the CardioGram Kids program was installed in a selected number of beta test facilities to fine-tune the performance and its operation. We expect to expand the program to a larger number of facilities in the subsequent quarters.

During the quarter, the Company began targeting occupational healthcare focusing on Fortune 50 companies with internal healthcare clinics for their employees. In May 2009, this effort resulted in a first of its kind agreement between the Company and a major Fortune 50 Company for the implementation of a cardiac safety ECG over-reading throughout that company s employee health-care network. Under that agreement, CompuMed will supply ECG over-reads through its CardioGram telecardiology service to a large unit of the Fortune 50 company with a network of company-owned workplace clinics servicing more than 40,000 employees. The Company believes it has improved its capabilities to the point that targeting this market could provide a significant growth opportunity in the occupational health market. The Company is expecting to introduce specific service offerings in this market segment in the next few months. While this program begun its roll-out and installation and training during the quarter, no significant revenue was recorded yet from this new contract during the quarter.

Significant effort was made during the quarter to re-negotiate and extend many of the Company s key correctional contracts, many of which were due to expire in the months subsequent to the end of the quarter. In July 2009, subsequent to the end of the quarter, the Company announced the result of that effort when CompuMed announced it has been awarded a new contract with the New York Department of Correctional Services (NYDOCS). In addition, the Company extended its agreements to provide electrocardiogram (ECG) remote interpretation systems and over-read services for the GEO Group (NYSE: GEO), the Iowa Department of Corrections (IADOC) and the Nebraska Department of Correctional Services (NDCS). The NYDOCS awarded CompuMed a new multi-year contract to provide interpretative ECG services and cardiologist over-reads for approximately 60,000 detainees at 65 correctional facilities statewide. CompuMed has installed 94 state-of-the-art CardioGram 707 ECG systems at the NYDOCS facilities. Under the terms of the GEO Group extension, CompuMed will continue to provide remote cardiac screening and over-reads for detainees at 16 select GEO Group facilities. Based in Boca Raton, GEO Group is a world leader in privatized correctional and detention services management. CompuMed will continue to provide ECG services for IADOC's nine facilities, providing remote cardiac screening on an as-needed basis for more than 8,400 detainees. IADOC owns 10 of CompuMed's CardioGram systems. CompuMed will continue to provide ECG services and over-reads for detainees at five of the NDCS correctional facilities.

Despite the success to date of our contract renewal effort and our other market expansion strategies, we cannot offer assurance that any of these expansions or contract renewals will be successful in increasing our revenues or producing profits, or that our products will ultimately prove to be effective in new markets. There can be no assurances that the Company will succeed in keeping or expanding its contracts with its customers and that those customers will not reduce their use of the Company s services in the future.

We compete with multiple companies in the ECG services markets, some of which have considerably more experience and financial resources. We also compete with the suppliers of self-interpreting ECG equipment. Although

self-interpreting ECG equipment is widely available, our customers have historically preferred the optional feature of automatically sending their ECG results to one of our cardiologists for an over-read when the results are abnormal and when emergencies arise. We believe that this 24/7 over-read feature is a key advantage that enables us to market our services in segments of the market where physicians or specialists may not be available on a routine basis. We could lose customers who choose to receive services from a competitor or who purchase a self-interpretive machine and no longer need our ECG interpretations. If we were to lose existing customers, they may be difficult to replace, and that could have a material adverse impact on our operations and financial condition.

Skeletal Health Products

The Company is active in the Skeletal Health market through two product lines: OsteoCare and OsteoGram.

According to the Bone Health and Osteoporosis report from the U.S. Surgeon General, (Department of Health and Human Services, Bone Health and Osteoporosis, A report of the Surgeon General, 2004), fractures due to bone disease are common, costly and often become a chronic burden on individuals and society. An estimated 1.5 million individuals suffer a bone disease-related fracture annually (Roggs and Melton 1995, Chrischilles 1991). A white woman over the age of 50 has more than a 40 percent chance of suffering a fracture sometime during the rest of her life (Cummings and Melton 2002). Fractures can have devastating consequences for both the individuals who suffer them and their family members. Hip fractures are associated with increased risk of mortality; the risk of mortality is 2.8 to 4 times greater among hip fracture patients during the first 3 months after the fracture than comparable risk among individuals of similar age who live in the community and do not suffer a fracture.

Despite the devastating impact of bone disease and Medicare's stated desire to test more at-risk patients, the Centers for Medicare and Medicaid services recently enacted significant cuts in the reimbursement for central DXA, or dual energy X-ray absorptiometry, a technology which widely used in the United States to perform bone mineral density testing. As a result there have been trends in the marketplace of significant slowing of sales of central DXA systems and the number of centers offering central DXA services appears to be shrinking. Approved reimbursement for alternative screening technologies such as the Company s OsteoGram product was left unchanged. However there is no guarantee that reimbursements for alternative procedures will remain unchanged in the future.

In part because of the changing Medicare reimbursement posture is making the economics of owning and operating a DXA facility less attractive, our market research suggests that there may be a new and growing demand for peripheral bone density measurement machines that can perform the test at point-of-care, in a small physician practice and on an inexpensive desktop device. As a result, we engaged in an aggressive test marketing effort to validate the notion that a point-of-care unit could enhance our product offering and receive favorable market acceptance.

The Company s OsteoGram®, is a high-end bone densitometer principally for OEM use. The OsteoGram is a non-invasive diagnostic system that has been shown in clinical studies to provide an effective and accurate bone density measurement in connection with screening for osteoporosis and assessing hip fracture risk. Our target markets for these products are hospitals, radiology practices, imaging centers, and general OB/GYN and orthopedic office practices. We are now supplying the third generation OsteoGram product. The OsteoGram product is marketed and distributed directly by the Company, and through approved distributors and Original Equipment Manufacturers (OEMs).

Market acceptance of this product has been limited by the fact that the OsteoGram software is a bolt-on to other Digital Radiology (DR) or equivalent systems. While such systems are normally present in large facilities, many of the smaller physician s practices that appear most interested in providing bone density screening to their patients typically do not own such systems, or in many cases do not even own X-Ray equipment. As a result we have not been able to deploy OsteoGram for the point-of-care opportunity discussed above. Recognizing this, the Company has altered its marketing effort of the OsteoGram to focus on larger facilities with existing DR/CT systems, and introduced an alternate, self-contained product, OsteoCare for the point-of-care market.

OsteoGram is gaining acceptance in China as a result of the regulatory approval by the Chinese State Food and Drug Administration, which was obtained in July 2008. According to China's most recent national census, about 100 million Chinese citizens suffer from the disease in various stages. Additionally in October 2008 one of the largest studies ever done in China on nearly 7,000 patients reaffirmed the accuracy and precision of the OsteoGrams. During the quarter, the Company begun negotiating a new distribution contract in China. There can be no assurance, however, that such new contracts and market acceptance will translate into revenue increases or expanded market share.

OsteoGram continues to have limited acceptance at this time. In the US there is a tendency by the physician community to look at RA, the technology on which OsteoGram is based, as a lesser technology than DXA, the prevalent approach to bone densitometry. While this appears to be a perception , it has made sales, especially in the US, difficult. In overseas markets the bias towards DXA is less pronounced and the Company has invested effort towards developing credible international channels and clearing the path towards a greater presence internationally.

In order to overcome this perception, and to expand its ability to operate in international markets, the Company is seeking strategic alliances with one or more large third parties that could add large company resources to our OsteoGram marketing efforts and during the quarter has begun negotiations with multiple parties. It is too early to indicate the form and structure of such a relationship and there can be no guarantees that such a relationship can ultimately be found or executed.

The OsteoGram product is a medical image processing software system that enables healthcare providers to screen, diagnose and monitor osteoporosis using digital hand images from filmless x-ray equipment or conventional, film-based x-rays. Osteoporosis is diagnosed by measuring bone mineral density. A low bone mineral density is indicative of the disease. The OsteoGram is based on a bone mass measurement technique called radiographic absorptiometry. Radiographic absorptiometry uses a conventional x-ray of the hand, scanned at high resolution, to measure bone density. The radiographic absorptiometry technique not only measures bone mass, but also the cortical thickness of bones. Recent studies affirm the importance of cortical thickness as an additional measure of bone strength and overall fracture risk. Several prominent pharmaceutical manufacturers are developing products that will strengthen cortical bone. Cortical bone is the outer shell that gives bone strength, much like the hollow tubes from which bicycles are constructed. Our technology has the capability to measure bone mineral density in both cortical and trabecular bone. Dual energy x-ray absorptiometry, or DXA, is considered the "Gold Standard" of bone mineral density measurement, but it cannot differentiate between cortical and trabecular bone.

In May 1999, we received clearance from the United States Food and Drug Administration, or FDA, to market an automated version of the OsteoGram software for use as a stand-alone product by physicians. In 2004, we launched the Digital Imaging and Communications in Medicine, or DICOM, a digital version of the OsteoGram product. Using digital or film-based x-ray equipment, two posterior-anterior views of the left-hand fingers are taken with an aluminum alloy reference wedge in each exposure. The calibration wedge is used to adjust for any differences among x-ray equipment, exposures and other variables. In the case of the film-based version of the OsteoGram, the developed film is scanned with a high-resolution desktop scanner, and the OsteoGram software analysis program rapidly produces an accurate and precise bone mineral density report. With a filmless x-ray system the digital image is captured on a workstation for analysis. We developed the DICOM-compliant version of the OsteoGram for use on filmless systems, which we believe may be a high growth segment in the medical imaging market. DICOM (Digital Imaging and Communications in Medicine) is the industry-consortium established information standard that allows the new generation of digital medical imaging equipment to interconnect.

In October 2007 the Company was issued US Patent 7280683 for a Method, Code, and System for Assaying Joint Deformity. We believe that the claims underlying this patent have implication in the quantification and measurement of joint disease such as Arthritis. We have been approached by parties associated with pharmaceutical drug discovery and are exploring options to leverage our software and our intellectual properties in this area for a possible joint venture or other business relationship designed to couple our technology with new drugs being introduced in the arthritis area. This could lead to new products as well as new distribution channels and revenue streams. However, there can be no guarantee at this time that such a relationship can be made or that it would be successful.

In May 2008, the Company entered into an agreement with OSI Optoelectronic Systems, a unit of OSI Systems Inc. (OSI) whereby the Company would market a bone densitometer manufactured by OSI and based on a peripheral dual energy absorption technology (pDXA). Under the agreement the Company purchases the pDXA products at an agreed transfer price based on forecasted quantities and is free to set a retail price of the units to achieve a target margin. The agreement covers US, Canada and other NAFTA countries. The Company announced the availability of this pDXA bone densitometer under its OsteoCare product brand. This product was introduced on to provide a point-of-care targeted bone densitometer.

Market research done by the Company has suggested OsteoCare could play a role in primary care settings because it: 1) provides a self-contained source of x-rays 2) is based on DXA technology which at this time, enjoys greater acceptance in the primary care field 3) is fully automated and can provide results with minimal physician training or supervision 4) enjoys wide reimbursement from both private insurers and Medicare 5) has a small physical footprint and good ergonomics and 6) can be placed on the market for a total price point well under $15,000, which according to our market research is a key ceiling in order to enable return on investment for an average physician practice. The Company has targeted primary care physicians in the US.

During the quarter, the Company has continued marketing OsteoCare through a physician education campaign which includes a briefing on the importance of screening patients with certain risk factors for Osteoporosis, available treatments courses, a specialist referral network for diagnosed at-risk patients, and a reimbursement guide for the doctor s billing office to follow. As part of the education campaign, OsteoCare has been made available to qualified physician s offices on a free 45-day trial program. Under the trial the physician agrees to take in the unit for the trial period, establish a screening program for its at-risk patient population, bill patients and reimbursers according to our guidelines, and tabulate the results. At the end of the trial the doctor has the option to either buy the machine, lease or rent the machine or return it. The Company has reached out to the primary care community in California through a combination of efforts, including 1) direct sales 2) trade shows and physician s meetings and, 3) telemarketing. The Company is ranking these practices according to various criteria and placing trial units at their locations. We have created a significant pipeline of physician practices interested in participating in the trial program. However, the Company has a limited pool of units it can offer for trial due to the cost of building such an inventory. As a result the Company is constantly re-evaluating its success metrics for this trial program and plans on reviewing its target inventory levels on a quarter-to-quarter basis. It is currently too early to tell how successful OsteoCare will be in the marketplace and the Company is taking a conservative approach to building its inventory to maximize its cash flow.

During the quarter, the OsteoMeter product received little acceptance in the marketplace, principally due to the effects of the current recession on imaging and capital equipment purchases. The Company is continuing its efforts in this segment of the market but has curtailed its purchases of inventory until the market shows evidence of growth. There can be no guarantee that these strategies will develop into a meaningful business or that the Company will ultimately be successful in this program. Also there can be no guarantees that the Company will be able, in the future, to offer additional products to its clinical network.

RESULTS OF OPERATIONS FOR THE QUARTER AND THE NINE MONTHS ENDED JUNE 30, 2009 COMPARED TO THE SAME PERIOD OF FISCAL 2008.

Total revenues for the third quarter were $475,000 compared with $484,000 for the same quarter in 2008, and for the nine months ended June 30, 2009 were $1,576,000 compared to $1,645,000 for the same period in 2008. The decrease was due to a decrease in our ECG product and supplies and in our ECG services revenue business lines, offset by an increase in our Skeletal Health product line.

ECG services revenue, which consists of ECG processing, equipment rental, over-reads and maintenance, during the third quarter of fiscal 2009, decreased by 2.4% to $446,000 from $457,000 for the same period in fiscal 2008 and for the nine months ended June 30, 2009, decreased by 6.7% to $1,336,000 from $1,432,000 for the same period in fiscal 2008, due to lower ECG processing and over-reads volumes at certain Department of Corrections sites because of cost reduction measures in response to state budget cuts during the current fiscal crisis affecting many State budgets, partially offset by a higher number of overall sites under contract.

Skeletal Health products (OsteoGram and OsteoCare) revenue for the third quarter of fiscal 2009 increased by 700.0% to $8,000 from $1,000 for the same period in fiscal 2008, and for the nine months ended June 30, 2009, increased by 81.3% to $145,000 from $80,000 for the same period in 2008, due to the expansion of sales in China after obtaining regulatory clearances from the Chinese State Food and Drug Administration.

ECG product and supplies sales revenue for the third quarter of fiscal 2009 decreased by 19.2% to $21,000 from $26,000 for the same period in fiscal 2008, and for the nine months ended June 30, 2008, decreased by 28.6% to

$95,000 from $133,000 for the same period in fiscal 2008, due to some State Department of Corrections delaying certain capital purchases due to the global economic downturn and its impact on some state budgets.

Both costs of services and cost of goods sold of ECG decreased in result of the decrease in ECG sales and services mentioned above. Cost of services of ECG for the third quarter decreased by 13.7% to $157,000 compared to $182,000 in fiscal 2008, and for the nine months ended June 30, 2009, decreased by 16.1% to $509,000 compared to $607,000 in fiscal 2008. Cost of goods sold of ECG for the third quarter, decreased by 16.7% to $15,000 compared to $18,000 in fiscal 2008, and for the nine months ended June 30, 2009, decreased by 25.3% to $62,000 compared to $83,000 in fiscal 2008.

There was no cost of goods sold incurred in the third quarter of fiscal 2009 and fiscal 2008 for OsteoGram and OsteoCare. As for nine months ended June 30, 2009, it decreased by 75.0% to $1,000 from $4,000 for the same period in fiscal 2008, due to a purchase of special packing labels that were required by our OEM partners for regulatory purposes in fiscal 2008 and no longer required for fiscal 2009.

Selling expenses for the third quarter of fiscal 2009 decreased by 33.7% to $69,000 from $104,000 for the same period in fiscal 2008, and for the nine months ended June 30, 2009, decreased by 6.6% to $270,000 from $289,000 for the same period in fiscal 2008 due to elimination of certain marketing efforts in OsteoGram deemed not cost efficient.

General and administrative expenses for the third quarter of fiscal 2009 increased by 7.0% to $230,000 from $215,000 for the same period in fiscal 2008 due to legal fees related to prospective strategic and financing transactions. As for the nine months ended June 30, 2009, it was decreased by 48.0% to $730,000 from $1,403,000 for the same period in fiscal 2008, due principally to a one-time legal and stock-based compensation expenses pursuant to the Agreement entered with Boston Avenue Capital, LLC on February 15, 2008.

Research and development costs for the third quarter of fiscal 2009 decreased by 94.7% to $4,000 from $76,000 for the same period in fiscal 2008, and for the nine months ended June 30, 2009, decreased by 86.3% to $40,000 from $293,000 for the same period in fiscal 2008, due to the effect of cost reductions stemming from the re-alignment of R&D priorities and the completion of certain product development efforts.

Due to the effect of expensing employee stock options under SFAS 123R starting in October 2006, during the nine months ended June 30, 2009 and 2008, the non-cash stock-based compensation charge included in the expenses above was $78,000 and $360,000, respectively.

Interest and dividend income for the third quarter of fiscal 2009 decreased by 100% to $0 from $5,000 for the same period in fiscal 2008, and for the nine months ended June 30, 2009, decreased by 97.1% to $1,000 from $34,000 for the same period in fiscal 2008, due to sales of certain marketable securities that earned interest and dividends. The Company invested the proceeds of these marketable securities in mutual funds in accordance with its investment policy.

Interest expense for the third quarter of fiscal 2009 increased by 28.6% to $9,000 from $7,000 for the same period in fiscal 2008, and for the nine months ended June 30, 2009, increased by 95.2% to $41,000 from $21,000 for the same period in fiscal 2008, due to increased in financing related to the purchase of ECG and OsteoCare equipment; and interest accrued on the $4M Revolving Line of Credit pursuant to the Credit Agreement .

Net loss for the second quarter of fiscal 2009 decreased by 65.7% to $49,000 compared to $143,000 in fiscal 2008, and for the nine months ended June 30, 2009, decreased by 83.4% to $191,000 compared to $1,152,000 in fiscal 2008, due to a continued overall cost cutting initiatives implemented.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

OPERATIONS

At June 30, 2009, we had $260,000 in cash and marketable securities, as compared to a balance of $406,000 at September 30, 2008, a net decrease of $146,000. Commencing with the second quarter of fiscal 2008, the Company implemented a significant campaign of cost reductions and was able to reduce the cash burn rate. The Company will continue to assess the performance of its product lines and business units and may engage in further cost-cutting measures as well as other possible strategic transactions involving third parties for any non-performing product line, with a goal to achieve cash flow positive status as soon as possible.

A portion of the Company s available capital is currently invested in money market accounts. As of June 30, 2009, the Company s investments in marketable securities were valued at $111,000.

Our net cash used in operating activities was $55,000 in the nine months ended June 30, 2009 compared to $769,000 for the same period in 2008, a decrease of $714,000. Significant components of the difference included a decrease of the following: $282,000 in stock-based compensation due to a one-time accelerated vesting pursuant to BAC $4M Revolving Line of Credit Agreement, $147,000 in OsteoCare inventory due to customers renting the equipment, $9,000 in accounts receivable due to recovery of some past due accounts and $87,000 of accounts payable due to the continued cost cutting measures implemented since 2008.

The purchase of property, plant, and equipment paid in cash for the nine months ended June 30, 2009 and 2008 was $1,000 and $50,000, respectively.

The Company anticipates that its cash flow from operations, available cash and marketable securities will be sufficient to meet its anticipated financial needs for at least the next 12 months assuming that no significant downturn in its business occurs. There can be no guarantee that the Company will achieve this result, however, resulting in Company needing to raise additional capital in the future or draw down on its available credit line. Such sources of financing might not be available on reasonable terms or at all. Failure to raise capital when needed could adversely impact the Company s business, operating results and liquidity. Additionally, the Company may find it desirable to raise additional equity capital to accelerate its strategic objectives. However there can be no guarantees that the Company will be able to do so or that such capital will be available. If additional funds were raised through the issuance of equity securities, the percentage of ownership of existing stockholders would be reduced. Furthermore, these equity securities might have rights, preferences or privileges senior to the Company s common stock. The Company s Common stock is currently quoted on the over-the-counter bulletin board, which may make it more difficult to raise funds through the issuance of equity securities. These additional sources of financing may not be available on acceptable terms, if at all. Additionally we are exploring joint ventures, acquisitions and other forms of strategic transactions, which might cause us to require additional capital. The Company plans to make use of its existing credit facility for such transactions. However there is no guarantee that the Company will be able to enter in such a transaction or that it would be at terms consistent with the available credit facility.

CAPITAL COMMITMENTS

Our primary capital resource commitments at June 30, 2009 consist of capital and operating lease commitments, primarily for computer equipment, electrocardiogram terminals, OsteoMeter machines and for our corporate office facility. On March 1, 2008, the Company entered into an agreement with L.A.T. Investment Corporation for the lease of the corporate office. Under the new lease, the Company moved the corporate offices, computer center and warehouse facilities from its prior 9,496 square feet on the building's 12th floor to new space consisting of 10,949 square feet on the building's third floor. The lease term is five years, with an option for the Company to renew for an additional five-year term. Monthly rent under the new lease is $13,686 during the first year, with 3% annual increases, plus certain operating expenses.

Effective June 1, 2007, we appointed Maurizio Vecchione to the position of Interim Chief Executive Officer. We amended our Consulting Agreement with Synthetica (America), Ltd. to provide the services of Mr. Vecchione in this capacity for consideration of $15,000 per month and 170,000 warrants at $0.29 per share. One third of the warrants vested on June 7, 2007, one third vested at June 7, 2008 and one third will vest on June 7, 2009. These warrants will expire on June 7, 2017. Under the terms of the Amendment, Mr. Vecchione, while part-time, will spend sufficient time at the Company to discharge the duties needed of the CEO.

FINANCING ACTIVITIES

On March 14, 2007, we closed a private placement of our securities to an institutional investor pursuant to the Securities Purchase Agreement. We sold to the investor 4,167 Units at a price of $480 per Unit resulting in total

proceeds of $2,000,000. Each Unit consisted of 1 share of our Class D Preferred Stock as well as 1,000 Common Stock Purchase Warrants with an exercise price of $0.30 per share. Pursuant to the Agreement, we issued all 4,167 shares of the authorized Class D Preferred Stock. Each share of Class D Preferred Stock is convertible at any time into 2,000 shares of common stock. The holder of each issued and outstanding share of Class D Preferred Stock will be entitled to receive a dividend in respect of each such share at the rate per share of $9.60 per annum, payable on each of the first, second, third, and fourth anniversaries of March 12, 2007, commencing March 12, 2008. Dividend payments to each holder will be made in shares of our common stock valued at the average Market Price over 20 trading days, as defined in the Certificate of Designation. In the event the dividends may not lawfully be paid by the issuance of our common stock and may be lawfully paid in cash, the dividends will be paid in cash. We issued 121,775 shares of common stock to pay for dividends due March 12, 2008 and accrued the dividends due on March 12, 2009. We anticipate paying the 2009 dividend in shares of the Company s common stock. While the Company expects that it will have sufficient shares of common stock authorized to pay the next scheduled dividend on the Class D Preferred Stock in shares of its common stock, the Company currently will not have sufficient authorized shares to continue to pay dividends in shares of common stock in the future unless and until the stockholders authorize additional shares. In the event of any liquidation, dissolution or winding-up, either voluntarily or involuntarily, the holders of shares of the Class D Preferred Stock then issued and outstanding will be entitled to be paid out of our assets available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of our common stock or upon any other series of our Preferred Stock with a liquidation preference subordinate to the liquidation preference of Class D Preferred Stock, an amount per share equal to $480 plus the dollar amount equal to all unpaid and accrued dividends and interest thereon. In addition, a merger or consolidation with or into any other corporation, or a sale, lease, exchange, or transfer of all or

any part of our assets will be deemed a liquidation event unless no assets are distributed in respect of any class of our capital stock in connection with, or as a result of, such merger or consolidation.

The Class D Preferred Stock has the same voting rights as our common stock except that each share of Class D Preferred Stock is entitled to 2,000 votes for vote allowed a share of common stock, however such amount will be proportionally adjusted in the event of a reverse or forward split of our common stock.

On December 16, 2008, the Company entered into an amended revolving line of credit agreement (the Amended Credit Agreement) between the Company, as Borrower, and Boston Avenue Capital, LLC, an Oklahoma limited liability company, as Lender (the Lender or BAC). The Amended Credit Agreement amends the original credit agreement entered into between Borrower and Lender dated February 15, 2008 (the Original Credit Agreement), the terms of which are disclosed in previous filings.

The Amended Credit Agreement provides a credit facility in an aggregate principal amount of up to $4 million. Advances under the revolving line of credit shall bear interest at the current three-month London Interbank Offered Rate (LIBOR), payable quarterly in arrears for the prior fiscal quarter on the fifth business day of each January, April, July and October commencing after the first advance. The Amended Credit Agreement provides that unused amounts up to the total commitment shall bear interest at a rate of one percent (1%) per annum, compounded annually on the first business day of each calendar year. BAC is not required to maintain a third party letter of credit in support of the Amended Credit Agreement. Borrower may, at any time, reduce the total amount of the Letter of Credit (as hereafter provided) by written notice to the Lender and the issuer thereof and no Commitment Interest or other fee or charge shall be due or payable by Borrower in respect of the amount by which the Letter of Credit is so reduced. The Amended Credit Agreement matures on December 31, 2010.

The Amended Credit Agreement terminates the 16,000,000 warrants (the Original Warrants) issued to BAC as consideration for the Original Credit Agreement. The Original Warrants were granted i) at a variable price based on the trading of the stock price and ii) regardless of whether an advance was made under the Original Credit Agreement. Under the Amended Credit Agreement, the Company will issue 16,000,000 warrants (the New Warrants) to BAC for a purchase price of $5,000 only if, and after, an advance of funds under the Amended Credit Agreement occurs. The strike price of the New Warrants is fixed at two dollars ($2.00) each. The New Warrants may only be issued upon shareholder approval, which the Company must use its best efforts to obtain before the second anniversary of any advance.

The Amended Credit Agreement contains customary representations and warranties of the Company. Availability under the new revolving line of credit is subject to certain conditions, including (i) that the existing board member of the Company and other directors approved by the Lender comprise all of the directors of the Company, (ii) that the members of the board of directors of the Company unanimously approve any advance, (iii) that there not be any undisclosed material liabilities at the time of an advance, and (iv) that the Lender shall have consented (in its sole discretion) in the event that an advance is requested and, at the time of the request for the advance, the Company or any of its officers, directors, employees, shareholders or affiliates is a party to any pending legal proceedings related to the Company or its affiliates.

Advances under the Amended Credit Agreement may be prepaid at any time in whole or in part without premium or penalty. The Amended Credit Agreement also includes certain customary events of default including, but not limited to: Failure to pay principal or interest when due (subject to grace period); any representation or warranty proving to have been materially incorrect when made or confirmed; failure to perform or observe covenants set for the in the

Amended Credit Agreement; and bankruptcy and insolvency defaults.

On November 4, 2008, the Board of Directors of the Company approved the Amended Credit Agreement, with Mr. Chuck Gillman, the manager of BAC, abstaining.

As of June 30, 2009, there has been no draws made against the line of credit.

MATERIAL TRENDS AND UNCERTAINTIES

The marketplace acceptance of peripheral densitometry equipment is still limited, and subject to complex scientific, clinical, reimbursement and policy-making factors which are constantly evolving. It is difficult to predict if any of these factors will create material barriers to our ability to expand the OsteoGram or OsteoCare business. Additionally, these factors are different in various foreign markets. The overall business is also competitive and a number of competitive technologies are emerging that may hinder the acceptance of our product in the marketplace. We are investing heavily to help our channel partners develop the expertise to position and sell our products effectively, however, we have not yet seen material results from that effort and there are no guarantees that we will.

Our ECG business is very competitive and we rely significantly on certain contracts with individual state governments. A number of such contracts are coming due for renewals and we are engaged in a competitive bidding process to win further contracts with those state governments. Although the company has historically been successful in obtaining contract renewals on terms similar to expiring contracts, the loss of any one of these contracts could have a material adverse effect on our revenue. Additionally, it is possible that competitive pressures may force us to lower our prices, which could adversely affect our overall revenues as well as our gross profits. Additionally many of our customers have responded to the current financial and economic crisis by reducing their volume of use to high-risk patients. If this trend should continue we might experience a downturn of our volume of business, which might not be offset by an increase of revenue from other sources.

We are also potentially vulnerable by fiscal and budget crisis on the part of the States that are our principal customers. The Company receives significant revenues form the States of California, Illinois, New York and Florida and a loss of contract or any significant budget problems in those states could adversely affect us. Some of these States are up for renewal in 2009 and there can be no assurance that these contracts will be renewed or renewed at terms similar to those the Company enjoyed in the past. If such contract should be lost or materially changes, it could have a negative effect on the Company s revenues.

If our revenues should be impacted materially by some of these negative trends, we might have to draw on our credit line or seek equity capital to meet short-term liquidity needs. Both of those events might be dilutive to our shareholders. Additionally we might not meet all the conditions and criteria to affect a drawdown on the credit facility or to be able to secure suitable equity funding from an investor. In such an event, the Company might be forced to significantly reduce its operations or abandon some or all of its activities.

OFF-BALANCE SHEET ARRANGEMENTS

None.

Item 3.

Quantitative and Qualitative Disclosures About Market Risk

As of June 30, 2009, our financial instruments are not exposed to significant market risk due to foreign currency exchange risk or commodity price risk. However, we are exposed to market risk related to changes in market prices of our marketable securities. The carrying values of our marketable securities are based on quoted market prices. Market prices are subject to fluctuation and, consequently, the amount realized on a subsequent sale may differ significantly from the reported market value. Fluctuation in the market price of a security may result from perceived changes in the underlying economic characteristics of the issuer, the relative price of alternative investments and general market conditions. Furthermore, amounts realized in the sale of a particular security may be affected by the relative quantity of the security being sold.

As of June 30, 2009, we had approximately $260,000 of marketable securities and cash and cash equivalents, of which $111,000 was invested in mutual funds.

In response to the market volatility, on August 17, 2007, we implemented a new investment policy, which provides that our cash and marketable securities will, to the extent practicable, be invested in U.S. treasury securities or mutual funds consisting solely of U.S. treasury securities. In addition, at meetings held on August 17, 2007, our Board of Directors, on recommendation of the Audit Committee and Executive Committee, adopted a resolution to terminate the relationship with our previous investment manager and to transfer our investment portfolio to a new investment manager. This new investment manager will be advising us on the handling of our marketable securities that have unrealized losses in order to minimize further losses and transition to compliance with our new investment policy.

CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations, including the discussion on liquidity and capital resources, are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we re-evaluate our estimates and judgments, particularly those related to the determination of the estimated recoverable amounts of trade accounts receivable, impairment of long-lived assets and deferred tax valuation allowance. We believe the following critical accounting policies require our more significant judgment and estimates used in the preparation of the financial statements:

We maintain an allowance for doubtful accounts for estimated losses that may arise if any of our customers are unable to make required payments. Management specifically analyzes the age of customer balances, historical bad debt experience, customer credit-worthiness, and changes in customer payment terms when making estimates of the uncollectibility of our trade accounts receivable balances. If we determine that the financial conditions of any of our customers deteriorated, whether due to customer specific or general economic issues, increases in the allowance may be made. Accounts receivable are written off when all collection attempts have failed.

We have a significant amount of property, equipment and intangible assets, including patents. In accordance with Statement of Financial Accounting Standards (SFAS) No. 144, Accounting for the Impairment or Disposal of Long Lived Assets, we review our long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of long-lived and amortizable intangible assets to be held and used is measured by a comparison of the carrying amount of an asset to the future operating cash flows expected to be generated by the asset. If these assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds their fair value.

ECG sales and services revenue is recognized in accordance with SAB 104 as the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) the product has been delivered or the services have been rendered, (3) the fee is fixed or determinable, and (4) collectability of the fee is reasonably assured.

ECG services are comprised of ECG processing, overread, rental and maintenance. ECG processing and over-read revenue is recognized monthly on a per-usage basis after the services are performed. Equipment rental and maintenance revenue is recognized monthly over the terms of the customer's agreement.

ECG product and supplies sales revenue is recognized upon shipment of the products and passage of title to the customer.

OsteoGram software revenue is recognized in accordance with paragraph 8 of SOP 97-2 as the following criteria have been met: (1) persuasive evidence of an arrangement exits, (2) the software has been delivered, (3) the fee is fixed or determinable, and (4) collectability of the fee is probable. OsteoGram PCS revenue is recognized in accordance with paragraph 59 of SOP 97-2 as the following criteria have been met: (1) the PCS is part of the initial license (software) fee, (2) the PCS period is for one year, (3) the estimated cost of providing the PCS is immaterial, (4) we do not offer upgrades and enhancements during the PCS arrangement. Our policy is to accrue all estimated costs of providing the PCS services.

OsteoCare rental is recognized monthly over the terms of the customer rental agreement. This is in accordance to SAB 104 as the following criteria has been met: (1) persuasive evidence of an arrangement exists, (2) the product has been delivered or the services have been rendered, (3) the fee is fixed or determinable, and (4) collectability of the fee is reasonably assured.

Income taxes are accounted for under the asset and liability method. Under this method, to the extent that we believe that the deferred tax asset is not likely to be recovered, a valuation allowance is provided. In making this determination, we consider estimated future taxable income and taxable timing differences expected to reverse in the future. Actual results may differ from those estimates.

Item 4T.

Controls and Procedures

EVALUATION OF DISCLOSURE CONTROLS AND PROCEDURES

Our management evaluated, with the participation of our Chief Executive Officer and our Principal Financial Officer, the effectiveness of design and operation of our disclosure controls and procedures, as defined by Rule 13a-15 (e) under the Securities Exchange Act of 1934 (the Exchange Act), as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our Chief Executive Officer and our Principal Financial Officer have concluded that the design and operation of our disclosure controls and procedures are effective to ensure that information we are required to disclose in reports that we file or submit under the Securities Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Principal Financial Officer, as appropriate to allow timely decisions regarding required disclosure. Our disclosure controls and procedures are designed to provide reasonable assurance that such information is accumulated and communicated to our management. Our disclosure controls and procedures include components of our internal control over financial reporting. Management's assessment of the effectiveness of our internal control over financial reporting is expressed at the level of reasonable assurance that the control system, no matter how well designed and operated, can provide only reasonable, but not absolute, assurance that the control system's objectives will be met.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

There was no change in our internal control over financial reporting during the fiscal quarter ended June 30, 2009 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

LIMITATION ON THE EFFECTIVENESS OF CONTROLS

Our management, including our Chief Executive Officer and Principal Financial Officer, does not expect that our disclosure controls and internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control.

The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions.

PART II - OTHER INFORMATION

Item 1.

Legal Proceedings.

None.

Item 2.

Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3.

Defaults Upon Senior Securities.

None.

Item 4.

Submission of Matters to a Vote of Security Holders.

None.

Item 5.

Other Information.

None.

Item 6.

Exhibits and Reports on Form 8-K.

NUMBER	DESCRIPTION OF EXHIBITS
3.7	Amendment to Bylaws dated February 15, 2008 (filed as Exhibit 3.7 to the Company s Current Report on Form 8-K, filed on February 19, 2008 and incorporated herein by reference).
4.7	Amendment No. 2 to Rights Agreement, dated as of February 15, 2008, between the Company and Computershare as successor Rights Agent to U.S. Stock Transfer Corporation (filed as Exhibit 4.7 to the Company s Current Report on Form 8-K, filed on February 19, 2008 and incorporated herein by reference).
10.1	Amended Revolving Line of Credit Agreement dated December 16, 2008 (filed as Exhibit 10.26 on Form 8-K filed December 17, 2008 and incorporated herein by reference).
31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of Officers pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

COMPUMED, INC.

Date: August 14, 2009

By: /s/ MAURIZIO VECCHIONE
Maurizio Vecchione
Interim Chief Executive Officer

Date: August 14, 2009

By: /s/ PHUONG DANG
Phuong Dang
Secretary, Controller and Principal Financial Officer