

FORM D

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

FORM D

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



02013908

SEC USE ONLY

Prefix Serial

DATE RECEIVED

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2002
Estimated average burden
hours per response . . . . . 1

Name of Offering ( ) check if this is an amendment and name has changed, and indicate change.)
Series F Preferred Stock

Filing Under (Check box(es) that apply): ( ) Rule 504 ( ) Rule 505 (X) Rule 506 ( ) Section 4(6) (X) ULOE

Type of Filing: (X) New filing ( ) Amendment

A. BASIC IDENTIFICATION DATA

I. Enter the information requested about the issuer.

Name of Issuer ( ) check if this is an amendment and name has changed, and indicate change.)

EndiCOR Medical, Incorporated

Address of Executive Offices (Number and Street, City, State, Zip Code)

1041 Calle Trepadora, San Clemente, CA 92673

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

Telephone Number (Including Area Code)

(949) 369-2100

Telephone Number (Including Area Code)

Brief Description of Business

Development of medical devices.

Type of Business Organization

(X) corporation ( ) limited partnership, already formed ( ) other (please specify):
( ) business trust ( ) limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: Month 11 Year 2000 (X) Actual ( ) Estimated

Jurisdiction of Incorporation of Organization: (Enter two-letter U.S. Postal Service abbreviation for State: DE
CN for Canada; FN for other foreign jurisdiction)

GENERAL INSTRUCTIONS

Federal:

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

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

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

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

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

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

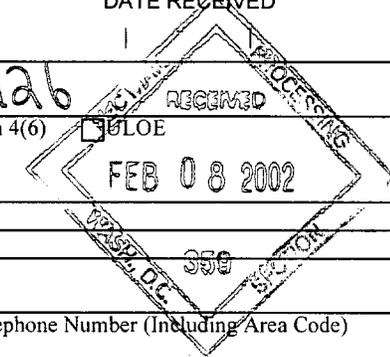
ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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

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PROCESSED FEB 13 2002

THOMSON FINANCIAL

Handwritten initials

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

**W. Jerry Mezger**

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

**18 Panorama, Coto de Caza, CA 92679**

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

Full Name (Last name first, if individual)

**Louis H. Bunn**

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

**1041 Calle Trepadora, San Clemente, CA 92673**

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

Full Name (Last name first, if individual)

**Elizabeth H. Weatherman**

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

**466 Lexington Avenue, New York, NY 10017**

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

Full Name (Last name first, if individual)

**Dale A. Spencer**

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

**503 Ferndale Road, Wayzata, MN 55391**

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

Full Name (Last name first, if individual)

**Richard B. Emmitt**

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

**25 Deforest Avenue, Summit, NJ 07901**

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

Full Name (Last name first, if individual)

**Forward Ventures III Institutional Partners, L.P.**

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

**9393 Town Centre Drive, #200, San Diego, CA 92121**

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

**A. BASIC IDENTIFICATION DATA – CONT.**

2. Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

**Brentwood Associates VIII, L.P.**

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

**450 Newport Center Drive, #380, Newport Beach, CA 92660**

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

Full Name (Last name first, if individual)

**Warburg, Pincus Equity Partners, L.P.**

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

**466 Lexington Avenue, New York, NY 10019**

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

Full Name (Last name first, if individual)

**Medtronic, Inc.**

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

**7000 Central Avenue, NE, Minneapolis, MN 55432**

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

Full Name (Last name first, if individual)

**Paul W. Taylor**

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

**16409 Colony Way, Poway, CA 92064**

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

Full Name (Last name first, if individual)

**Standish M. Fleming**

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

**9393 Town Centre Drive, #200, San Diego, CA 92121**

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

Full Name (Last name first, if individual)

**William J. Link**

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

**450 Newport Center Drive, #380, Newport Beach, CA 92660**

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

**A. BASIC IDENTIFICATION**

2. Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

**Rick Randall**

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

**1911 Inverness Lane, Wilmington, NC 28405**

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

Full Name (Last name first, if individual)

**Jack Olshansky**

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

**78305 Sunrise Canyon Avenue, Palm Desert, CA 92211-2601**

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

Full Name (Last name first, if individual)

**Paul Buckman**

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

**6354 Oxbow Bend, Chanhassen, MN 55341**

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

Full Name (Last name first, if individual)

**Stacy Enxing-Seng**

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

**1041 Calle Trepadora, San Clemente, CA 92673**

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

Full Name (Last name first, if individual)

**BVP Investors III, LLC**

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

**303 W. Madison Street, Suite 1110, Chicago, IL 60606-3309**

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

Full Name (Last name first, if individual)

**AEOW 96, LLC**

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

**909 Montgomery Street, #600, San Francisco, CA 94133**

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

**A. BASIC IDENTIFICATION DATA – CONT.**

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

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

Full Name (Last name first, if individual)

**The Investment Enterprise Partnership YNED**

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

**1010 El Camino Real, #350, Menlo Park, CA 94025**

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

Full Name (Last name first, if individual)

**Windward Ventures, L.P.**

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

**550 W. "C" Street, #2030, San Diego, CA 92101**

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

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

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

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ <u>0</u>
Equity .....	\$ _____	\$ <u>0</u>
<input type="checkbox"/> Common <input checked="" type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ <u>7,800,000.00</u>
Partnership Interests .....	\$ _____	\$ _____
Other (Specify _____) .....	\$ _____	\$ _____
Total .....	\$ _____	\$ <u>7,800,000.00</u>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Aggregate Number Investors	Dollar Amount of Purchases
Accredited Investors .....	<u>10</u>	\$ <u>7,800,000.00</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	_____	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the user, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
Regulation A .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

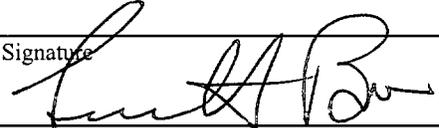
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$ _____
Printing and Engraving Costs .....	<input type="checkbox"/>	\$ _____
Legal Fees .....	<input checked="" type="checkbox"/>	\$ <u>20,000.00</u>
Accounting Fees .....	<input type="checkbox"/>	\$ _____
Engineering Fees .....	<input type="checkbox"/>	\$ _____
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$ _____
Other Expenses (Identify) _____ .....	<input type="checkbox"/>	\$ _____
Total .....	<input checked="" type="checkbox"/>	\$ <u>20,000.00</u>

**E. STATE SIGNATURE**

1. Is any party described in 17CFR 230.262 presently subject to any of the disqualification provisions of such rule? ..... Yes  No   
See Appendix, Column 5 for state response.
2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrator, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

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

Issuer (Print or Type)	Signature 	Date
<b>EndiCOR Medical, Incorporated</b>		<b>January 2, 2002</b>
Name (Print or Type)	Title (Print or Type)	
<b>Louis H. Bunn</b>	<b>Chief Financial Officer</b>	

*Instruction:*

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

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and Amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH									
NJ		X	Series F Preferred Stock (\$695,000.00)	1	\$695,000.00	0	0		X
NM									
NY		X	Series F Preferred Stock (\$6,256,800.00)	1	\$6,256,800.00	0	0		X
NC									
ND									
OH									
OK									
OR									
PA									
RI									
SC									
SD									
TN									
TX									
UT									
VT									
VA									
WA									
WV									
WI									
WY									
PR									