

1219159



FORM D

OMB APPROVAL

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hours per response 1.00

Potential persons who are to respond to the collection of information required to respond unless the form displays a currently valid OMB

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.

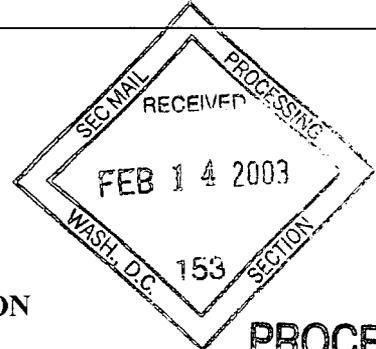
SEC USE ONLY

Prefix _____ Serial _____
DATE RECEIVED _____

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**



PROCESSED

Name of Offering (☐ check if this is an amendment and name has changed, and indicate change.)
Atlantis Health Systems, Inc. Private Offering

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

Type of Filing: New Filing ☐ Amendment

FEB 21 2003
THOMSON
FINANCIAL

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.)
Atlantis Health Systems, Inc.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
39 Broadway, Suite 1240, New York, New York, 10006 (212) 747-0877

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

Brief Description of Business: **Holding Company for Health Maintenance Organization**

Type of Business Organization

- corporation
- limited partnership, already formed
- other (please specify): Limited Liability Company
- business trust
- limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: April 1995 Actual ☐ Estimated

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

CREDIT

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

Anand, Sury

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

2080 Ocean Avenue, Brooklyn, New York 11230

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

Full Name (Last name first, if individual)

Lemoine, Jean Claude

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

121 Dekalb Avenue, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Muney, John

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

142 Joralemon Street, Suite 12A, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Meyer, Sidney

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

169 Bergen Street, Brooklyn, New York 11217

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

Full Name (Last name first, if individual)

Dwyer, Thomas

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

39 Atlantic Avenue, Aberdeen, New Jersey 07747

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

Full Name (Last name first, if individual)

Acinapura, Anthony J.

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

924 52nd Street, Brooklyn, New York, 11219

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

Full Name (Last name first, if individual)

Ali, Niaz

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

48 Crest Drive, Englishtown, New Jersey, 07726

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

Full Name (Last name first, if individual)

Alwani, Abdulla

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

217 73rd Street, Brooklyn, New York, 11209

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

Full Name (Last name first, if individual)

Arya, Yash Pal

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

372 Stanhope Street, Brooklyn, New York 11237

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

Full Name (Last name first, if individual)

Azar, Anthony

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

157 Spring Street, New York, New York 10012

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

Full Name (Last name first, if individual)

Babb, John

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

1 Hanson Place, Suite 1612, Brooklyn, New York 11243

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

Full Name (Last name first, if individual)

Badawy, Ahmed

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

475 61st Street, Brooklyn, New York 11220

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

Full Name (Last name first, if individual)

Barbera, Jude T.

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

2519 Avenue U, Brooklyn, New York 11229

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

Full Name (Last name first, if individual)

Bhat, Ganesh J.

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

208-11 26th Avenue, Bayside, New York 11360

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

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

Full Name (Last name first, if individual)

Bistricher, Joseph Y.

Business or Residence Address (Number and Street, City, State, Zip Code)
795 Lexington Avenue, New York, New York 10021

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

Full Name (Last name first, if individual)

Briggs, Haydn

Business or Residence Address (Number and Street, City, State, Zip Code)
136 Linden Blvd., Brooklyn, New York 11226

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

Full Name (Last name first, if individual)

Cayton, Alberto

Business or Residence Address (Number and Street, City, State, Zip Code)
203 Avenue P, Brooklyn, New York 11204

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

Full Name (Last name first, if individual)

Chandramohan, Kunjuraman

Business or Residence Address (Number and Street, City, State, Zip Code)
1545 Atlantic Avenue, Brooklyn, New York 11213

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

Full Name (Last name first, if individual)

Chang, Kok-Chung

Business or Residence Address (Number and Street, City, State, Zip Code)
320 Central Park West, New York, New York 10025

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

Full Name (Last name first, if individual)

Chaudhry, Rashid

Business or Residence Address (Number and Street, City, State, Zip Code)
1 Brookdale Plaza, Brooklyn, New York 11212

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

Full Name (Last name first, if individual)

Chaudhry, Rafique

Business or Residence Address (Number and Street, City, State, Zip Code)
2525 Kings Highway, Brooklyn, New York 11229

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

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

Full Name (Last name first, if individual)

Chipeco, Zayda

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

37 8th Avenue, Brooklyn, New York 11217

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

Full Name (Last name first, if individual)

Cunningham, Joseph

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

4802 10th Avenue, Brooklyn, New York 11219

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

Full Name (Last name first, if individual)

Das, Tara S.

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

2601 Ocean Parkway, Brooklyn, New York 11235

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

Full Name (Last name first, if individual)

De Vito, Francis

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

8061 Harborview Terrace, Brooklyn, New York 11209

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

Full Name (Last name first, if individual)

Deniz, Yamo

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

4442 Bangor, Dublin , California, 94568

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

Full Name (Last name first, if individual)

Doshi, Leena

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

43-55 147th Street, Flushing, New York 11355

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

Full Name (Last name first, if individual)

Duddempudi, Babu

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

580 Fifth Avenue, Brooklyn, New York 11215

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

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

Full Name (Last name first, if individual)

Duncan, Albert O.

Business or Residence Address (Number and Street, City, State, Zip Code)
50 East 40th Street, Brooklyn, New York 11203

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

Full Name (Last name first, if individual)

Friedman, Philip

Business or Residence Address (Number and Street, City, State, Zip Code)
148 Smith Street, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Gilani, Tajammal H.

Business or Residence Address (Number and Street, City, State, Zip Code)
5713 5th Avenue, Brooklyn, New York 11220

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

Full Name (Last name first, if individual)

Goel, Prem

Business or Residence Address (Number and Street, City, State, Zip Code)
1390 Pennsylvania Avenue, Brooklyn, New York 11239

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

Full Name (Last name first, if individual)

Haque, Muhammad

Business or Residence Address (Number and Street, City, State, Zip Code)
3418 Broadway, New York, New York 10031

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

Full Name (Last name first, if individual)

Hashmat, Aizid

Business or Residence Address (Number and Street, City, State, Zip Code)
121 Dekalb Avenue, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Hassan, Syed

Business or Residence Address (Number and Street, City, State, Zip Code)
739 Knickerbocker Avenue, Brooklyn, New York 11221

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

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

Full Name (Last name first, if individual)

Hegde, Dayanand

Business or Residence Address (Number and Street, City, State, Zip Code)
451 Clarkson Avenue, Brooklyn, New York 11203

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

Full Name (Last name first, if individual)

Izquierdo, Thomas

Business or Residence Address (Number and Street, City, State, Zip Code)
40-50 Junction Blvd., Corona, New York 11368

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

Full Name (Last name first, if individual)

Jan., M. Rafiq.

Business or Residence Address (Number and Street, City, State, Zip Code)
137 West 96th Street, New York, New York 10025

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

Full Name (Last name first, if individual)

Kaufman, Mark

Business or Residence Address (Number and Street, City, State, Zip Code)
1805 Avenue J, Brooklyn, New York 11230

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

Full Name (Last name first, if individual)

Khan, Muhammad J.

Business or Residence Address (Number and Street, City, State, Zip Code)
89-05 Elmhurst Avenue, Elmhurst, New York 11373

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

Full Name (Last name first, if individual)

Kopelowitz, Natie

Business or Residence Address (Number and Street, City, State, Zip Code)
33 Hickory Drive, Great Neck, New York 11021

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

Full Name (Last name first, if individual)

Kukar, Narinder

Business or Residence Address (Number and Street, City, State, Zip Code)
6815 Central Avenue, Glendale, New York 11385

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

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

Full Name (Last name first, if individual)

Lagmay, Manuel R.

Business or Residence Address (Number and Street, City, State, Zip Code)
2601 Ocean Parkway, Brooklyn, New York 11235

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

Full Name (Last name first, if individual)

Luft, Richard

Business or Residence Address (Number and Street, City, State, Zip Code)
2813 Ocean Avenue, Brooklyn, New York 11235

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

Full Name (Last name first, if individual)

Lutchman, Gordon D.

Business or Residence Address (Number and Street, City, State, Zip Code)
1616 B. Vorhies Avenue, Brooklyn, New York 11235

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

Full Name (Last name first, if individual)

Malhotra, Subhash

Business or Residence Address (Number and Street, City, State, Zip Code)
622 Schenectady Avenue, Brooklyn, New York 11203

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

Full Name (Last name first, if individual)

Mooppan, Unni M.

Business or Residence Address (Number and Street, City, State, Zip Code)
1 Brookdale Plaza, Brooklyn, New York 11212

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

Full Name (Last name first, if individual)

Okeke, Theophilus

Business or Residence Address (Number and Street, City, State, Zip Code)
5 Hunt Court, Jericho, New York 11753

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

Full Name (Last name first, if individual)

Olsen, Eleanor

Business or Residence Address (Number and Street, City, State, Zip Code)
4546 Hylan Blvd., Staten Island, New York 10312

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

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

Full Name (Last name first, if individual)

Pathy, Venkatachala

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

18-74 Penham Parkway South, Bronx, New York 10461

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

Full Name (Last name first, if individual)

Pevsner, Paul H.

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

367 East 62nd Street, New York, New York 10021

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

Full Name (Last name first, if individual)

Ponnappalli, Sarma V.

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

121 Dekalb Avenue, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Rai, Dinker

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

370 9th Street, Brooklyn, New York 11215

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

Full Name (Last name first, if individual)

Reddy, Gaddam D.

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

93-06 35th Avenue, Apt. 1B, Jackson Heights, New York 11372

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

Full Name (Last name first, if individual)

Reich, J. Douglas

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

121 Dekalb Avenue, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Rosenkranz, Leon

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

150 55th Street, Brooklyn, New York 11220

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

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

Full Name (Last name first, if individual)

Raju, Ramanathan

Business or Residence Address (Number and Street, City, State, Zip Code)
7517 6th Avenue, Brooklyn, New York 11209

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

Full Name (Last name first, if individual)

Rosenthal, Jerome

Business or Residence Address (Number and Street, City, State, Zip Code)
74-11 37th Avenue, Jackson Heights, New York 11372

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

Full Name (Last name first, if individual)

Schwartz, Kenneth

Business or Residence Address (Number and Street, City, State, Zip Code)
254 West 31st Street, New York, New York 10001

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

Full Name (Last name first, if individual)

Senderoff, Elliot

Business or Residence Address (Number and Street, City, State, Zip Code)
26 Country Club Road, Eastchester, New York 10707

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

Full Name (Last name first, if individual)

Sheka, Kedambady

Business or Residence Address (Number and Street, City, State, Zip Code)
2601 Ocean Parkway, Brooklyn, New York 11235

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

Full Name (Last name first, if individual)

Staton, Frederick

Business or Residence Address (Number and Street, City, State, Zip Code)
196 Maple Street, Brooklyn, New York 11225

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

Full Name (Last name first, if individual)

Sussman, David

Business or Residence Address (Number and Street, City, State, Zip Code)
1 Hanson Place, Suite 1315., Brooklyn, New York 11243

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

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

Full Name (Last name first, if individual)

Thakur, Jagdish

Business or Residence Address (Number and Street, City, State, Zip Code)
121 Dekalb Avenue, Brooklyn, New York 11201

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

Full Name (Last name first, if individual)

Towner, Robert A.

Business or Residence Address (Number and Street, City, State, Zip Code)
74-11 34th Avenue, Jackson Heights, New York 11372

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

Full Name (Last name first, if individual)

Wong, Yoke

Business or Residence Address (Number and Street, City, State, Zip Code)
P.O. Box 1083, New York, New York 10002

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

Full Name (Last name first, if individual)

Zaman, Mohammad

Business or Residence Address (Number and Street, City, State, Zip Code)
1 Brookdale Plaza, Room 107A, Brooklyn, New York 11212

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

Full Name (Last name first, if individual)

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

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

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$ 10,000

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

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

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

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

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

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

Name of Associated Broker or Dealer

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

(Check "All States" or check individual States)..... All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

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

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

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

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$ 0	\$ 0
Equity (Class A)	\$ 2,000,000	\$ 0
<input checked="" type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants).....	\$ 0	\$ 0
Partnership Interests.....	\$ 0	\$ 0
Other (Specify:)	\$ 0	\$ 0
Total	\$ 0	\$ 0

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

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

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	20	\$2,000,000
Non-accredited Investors.....	0	\$ 0
Total (for filings under Rule 504 only)	_____	_____

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

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

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

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

Transfer Agent's Fees	<input type="checkbox"/>	\$ N/A
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ 0
Legal Fees	<input checked="" type="checkbox"/>	\$17,000
Accounting Fees	<input type="checkbox"/>	\$ 0
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ 0
Other Expenses (identify) <u>Blue sky filing fees</u>		\$985
<input checked="" type="checkbox"/>		
TOTAL		\$ 17,985
<input checked="" type="checkbox"/>		

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

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

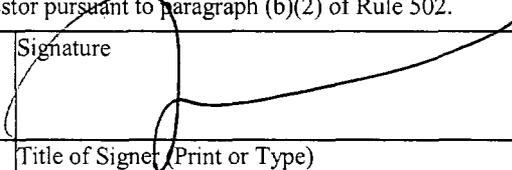
\$ 1,982,015

5. Indicate below the amount of the adjusted gross proceeds to the issuer or proposed to be used for each of the purposes shown. If the amount of any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Questions 4.b above.

	Payments to Officers, Directors, & Affiliates		Payments To Others	
Salaries and fees	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase of real estate	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Construction or leasing of plant buildings and facilities	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Repayment of indebtedness	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Working capital	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 1,982,015
Other (specify):	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
.....	<input type="checkbox"/>	\$ _____	<input type="checkbox"/>	\$ _____
Column Totals	<input type="checkbox"/>	\$ _____	<input checked="" type="checkbox"/>	\$ 1,982,015
Total Payments Listed (column totals added)			<input checked="" type="checkbox"/>	\$ 1,982,015

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) Atlantis Health Systems, Inc.	Signature 	Date February 13, 2003
Name of Signer (Print or Type) Sury Anand	Title of Signer (Print or Type) Chief Executive Officer	

ATTENTION

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