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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.

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PROCESSED
JAN 11 2005
THOMSON FINANCIAL

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DATE RECEIVED		

FORM D

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

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

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

SCOTT LABORATORIES, INC. 2004 OFFER TO EXCHANGE

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

Type of Filing: [x] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

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

Scott Laboratories, Inc.

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

2804 North Loop 289, Lubbock, Texas 79416 (806) 785-0077



A. BASIC IDENTIFICATION DATA

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

Brief Description of Business

Scott Laboratories, Inc. is a research and development company formed for the purpose of developing technology for use in the field of medical sedation and analgesia. The business focuses on software development and electrical and mechanical engineering in connection with development of a prototype sedation system.

Type of Business

Organization

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

Actual or Estimated Date of Incorporation or Month Year
Organization: [0][5] [9][7] Actual Estimated
tion: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [T][X]

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 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 in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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

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

Full Name (Last name first, if individual)

Hickle, M.D., Randall S.

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

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

Full Name (Last name first, if individual)

Johnson & Johnson Development Corporation

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

1 Johnson & Johnson Plaza, New Brunswick, New Jersey 08933

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

Full Name (Last name first, if individual)

Andrews, Clayton C.

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

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

Full Name (Last name first, if individual)

Joseph, M.D., David M.

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

A. BASIC IDENTIFICATION DATA

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

Full Name (Last name first, if individual)
Perkinson, M.D., Bradley R.

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

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

Full Name (Last name first, if individual)
Reasoner, Vanessa R.

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

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

Full Name (Last name first, if individual)
Scott, W. Tate

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

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

Full Name (Last name first, if individual)
Derouen, Jason

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

c/o Scott Laboratories, Inc., 2804 North Loop 289, Lubbock, Texas 79416

(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? \$ NONE
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. NONE

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]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OR 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	Total Shares Offered for Share Exchange	Number of Shares Exchanged
Debt	<u>0</u>	<u>0</u>
Equity	<u>0</u>	<u>0</u>
Convertible Securities:	<u>0</u>	<u>0</u>
Partnership Interests	<u>0</u>	<u>0</u>

Other: Grant of a "contingent right" to payment in the form of a percentage interest, or "pro rata amount", in certain net proceeds upon tender of exchangeable shares of common stock held by certain stockholders of record. As of the date hereof, 240,800 exchangeable shares were exchanged. 1/

Total	<u>7,144,945 Shares</u>	<u>240,800 Shares</u>
Answer also in Appendix, Column 3, if filing under ULOE.	<u>7,144,945 Shares</u>	<u>240,800 Shares</u>

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 of Investors	Number of Exchangeable Shares Exchanged
Accredited Investors	<u>2</u>	<u>237,600 Shares</u>
Non-accredited Investors	<u>2</u>	<u>3,200 Shares</u>
Total (for filings under Rule 504 only)	<u>N/A</u>	<u>N/A</u>
Answer also in Appendix, Column 4, if filing under ULOE.		

1/ The transaction is an offer to all stockholders of record of the Issuer (but to no more than 35 non-accredited stockholders) to tender all shares of common stock of the Issuer outstanding, issuable upon conversion of Series A Preferred Stock and upon exercise of stock options (each an "exchangeable share"). Upon tender of each "exchangeable share" in the offer, in addition to the payment of cash consideration, a stockholder will be granted a "contingent payment right" that would entitle such stockholder to participate in certain adjusted proceeds, if any, received by the Issuer in connection with a particular services agreement unrelated to this transaction, based on the number of exchangeable shares tendered in relation to the total number of exchangeable shares.

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

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, 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	<u>N/A</u>	<u>N/A</u>
<u>Regulation A</u>	<u>N/A</u>	<u>N/A</u>
Rule 504	<u>N/A</u>	<u>N/A</u>
Total	<u>N/A</u>	<u>N/A</u>

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	[] \$ <u>0</u>
Printing and Engraving Costs	<input checked="" type="checkbox"/> \$ <u>2,000</u>
Legal Fees	<input checked="" type="checkbox"/> \$ <u>150,000</u>
Accounting Fees	<input checked="" type="checkbox"/> \$ <u>5,000</u>
Engineering Fees.....	[] \$ <u>0</u>
Sales Commissions (specify finders' fees separately)	[] \$ <u>0</u>
Other Expenses (identify)	[] \$ <u>0</u>
Total	<input checked="" type="checkbox"/> \$ <u>157,000</u>

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."

There are no proceeds to the issuer in a share exchange

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

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

	Shares Exchanged with Officers, Directors & Affiliates	Shares Exchanged with Others
Salaries and fees.....	[] 0_____	[] 0_____
Purchase of real estate.....	[] 0_____	[] 0_____
Purchase, rental or leasing and installation of machinery and equipment	[] 0_____	[] 0_____
Construction or leasing of plant buildings and facilities	[] 0_____	[] 0_____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) ...	[] 0_____	[] 0_____
Repayment of indebtedness	[] 0_____	[] 0_____
Working capital.....	[] 0_____	[] 0_____
Other (specify): Exchange of exchangeable shares with stockholders of record _____	[] <u>7,144,945</u> Shares	[] 0_____
Column Totals	[] <u>7,144,945</u> Shares	[] 0_____
Total Payments Listed (column totals added).....	[] <u>7,144,945</u> Shares	

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) SCOTT LABORATORIES, INC.	Signature <i>Randall Hickle</i>	Date January 4, 2005
Name of Signer (Print or Type) Randall Hickle	Title of Signer (Print or Type) President	

ATTENTION

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