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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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THOMSON  
FINANCIAL

OMB APPROVAL		
OMB Number: 3235-0076		
Expires: May 31, 2005		
Estimated average burden hours per response... 1		
SEC USE ONLY		
Prefix		Serial
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)

MOBILE MEDICAL INDUSTRIES, INC.: Debt and Equity Offering (Alliance Care, Inc. Merger)

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

Type of Filing: [✓] 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.)

Mobile Medical Industries, Inc.

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

2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426

561/244-0222

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)

Description of Business

**Mobile Medical Industries, Inc. provides nursing and medical care and related diagnostic services and treatment to individuals and any similar health care related services.**

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 Organization: Month Year \*  
[ 0 ][ 8 ][ 0 ][ 2 ]  Actual  Estimated

State of Origination: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction) [ D ][ E ]

**\*Pursuant to a conversion and exchange agreement, Mobile Medical Industries, LLC converted from a limited liability company (organized 12/99) into a corporation under §265 of the Delaware General Corporation Law, effective August 1, 2002.**

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.

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A. BASIC IDENTIFICATION DATA

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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.

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

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Full Name (Last name first, if individual)

Bellomy, Greg

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Business or Residence Address (Number and Street, City, State, Zip Code)  
Mobile Medical Industries, Inc., 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426

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

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Full Name (Last name first, if individual)

Douthitt, James

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Business or Residence Address (Number and Street, City, State, Zip Code)  
Mobile Medical Industries, Inc., 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426

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

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Full Name (Last name first, if individual)

Boshart, Joseph

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Business or Residence Address (Number and Street, City, State, Zip Code)  
Mobile Medical Industries, Inc., 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426

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

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Full Name (Last name first, if individual)

Warner, Steve

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Business or Residence Address (Number and Street, City, State, Zip Code)  
Mobile Medical Industries, Inc., 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426

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

---

Full Name (Last name first, if individual)

Bellomy, Greg

---

Business or Residence Address (Number and Street, City, State, Zip Code)  
Mobile Medical Industries, Inc., 2500 Quantum Lakes Drive, Suite 108, Boynton Beach, FL 33426

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A. BASIC IDENTIFICATION DATA

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

Full Name (Last name first, if individual)  
Kaplan, Michael

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Three Arch Capital, L.P., 2800 San Hill Road, Suite 270, Menlo Park, California 94025

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

Full Name (Last name first, if individual)  
Harrington, William

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Three Arch Capital, L.P., 2800 San Hill Road, Suite 270, Menlo Park, California 94025

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

Full Name (Last name first, if individual)  
Tatum, Lisa Skeet

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o CHP II, L.P., 221 Nassau Street, Princeton, NJ 08542

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

Full Name (Last name first, if individual)  
Galant, Paul

Business or Residence Address (Number and Street, City, State, Zip Code)  
400 East 84<sup>th</sup> Street, Apt. 33-B, New York, New York, 10028

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

Full Name (Last name first, if individual)  
Three Arch Capital, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
2800 Sand Hill Road, Suite 270, Menlo Park, California, 94025

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

Full Name (Last name first, if individual)  
CHP II, L.P.

Business or Residence Address (Number and Street, City, State, Zip Code)  
221 Nassau Street, Princeton, NJ 08542

**A. BASIC IDENTIFICATION DATA**

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

Full Name (Last name first, if individual)  
GE Capital Equity Investments, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
120 Long Ridge Road, Stamford, Connecticut 06927

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

Full Name (Last name first, if individual)  
Mobile MD, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Roger Brown, 3265 St. James Drive, Boca Raton, FL 33434

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

Full Name (Last name first, if individual)  
Millennium Capital Holdings, L.L.C.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Paul Galant, Salomon Smith Barney, 388 Greenwich Street, 39th Floor, New York, New York 10013

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

Full Name (Last name first, if individual)  
Accredited Health Care, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Kim Myrick, 1664 Flagler Manor Circle, West Palm Beach, FL 33411

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

Full Name (Last name first, if individual)  
Ten-Mill of Palm Beach County, Inc.

Business or Residence Address (Number and Street, City, State, Zip Code)  
c/o Kim Myrick, 1664 Flagler Manor Circle, West Palm Beach, FL 33411

(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	Aggregate Offering Price	Amount Already Sold
Debt: <u>12.5% Senior Subordinated Note Due 2011 (the "\$11,000,000 Note")</u> .....	<u>\$11,000,000</u>	<u>\$11,000,000</u>
Equity .....	\$ <u>0</u>	\$ <u>0</u>

Common Stock: shares issuable upon conversion of Series C Stock and Series D Stock

Preferred Stock: Series C and Series D

Convertible Securities: .....

(1) 500,000 shares of Series C Convertible Preferred Stock ("Series C Stock") for purchase price of \$10.00 per preferred share ( <u>\$5,000,000</u> )		
(2) <u>615,125</u> shares of Series D Convertible Preferred Stock ("Series D Stock") issued in connection with \$11,000,000 Note	<u>\$5,000,000</u> 1/	<u>\$5,000,000</u> 1/
(3) Warrants ("Warrants") to purchase an additional 149,994 shares of Series C Stock ("Warrant Shares"), with per share exercise price of \$10.00 ( <u>\$1,499,940</u> )		
Partnership Interests .....	\$ <u>0</u>	\$ <u>0</u>
Other .....	\$ <u>0</u>	\$ <u>0</u>
(Specify _____).		
Total .....	<u>\$16,000,000</u> 1/	<u>\$16,000,000</u> 1/

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 of Investors	Aggregate Dollar Amount Paid
Accredited Investors .....	<u>15</u>	<u>\$16,000,000</u>
Non-accredited Investors .....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only) .....	<u>0</u>	\$ <u>0</u>

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

1/ Aggregate amount includes offering amount and purchase price of Series C Stock and Series D Stock, and \$11,000,000 Note only; excludes total consideration of Warrant Shares upon exercise of Warrants (\$1,499,940).

**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 .....	<input type="checkbox"/> \$ <u>          0</u>
Printing and Engraving Costs .....	<input type="checkbox"/> \$ <u>          0</u>
Legal Fees .....	<input checked="" type="checkbox"/> \$ <u>100,000</u>
Accounting Fees .....	<input type="checkbox"/> \$ <u>          0</u>
Engineering Fees.....	<input type="checkbox"/> \$ <u>          0</u>
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/> \$ <u>          0</u>
Other Expenses (identify) .....	<input type="checkbox"/> \$ <u>          0</u>
Total .....	<input checked="" type="checkbox"/> \$ <u>100,000</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."  
 .....

\$15,900,000

**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.

	Payments to Officers, Directors & Affiliates	Payments To Others
Salaries and fees.....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Purchase of real estate.....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Purchase, rental or leasing and installation of machinery and equipment	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Construction or leasing of plant buildings and facilities .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
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) ...	[ ] \$ <u>    o    </u>	[✓] \$ <u>5,092,274.19</u>
Repayment of indebtedness .....	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Working capital.....	[ ] \$ <u>    o    </u>	[✓] \$ <u>10,807,725.81</u>
Other (specify): _____	[ ] \$ <u>    o    </u>	[ ] \$ <u>    o    </u>
Column Totals.....	[ ] \$ <u>    o    </u>	[✓] \$ <u>15,900,000</u>
Total Payments Listed (column totals added).....		[✓] \$ <u>15,900,000</u>

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) MOBILE MEDICAL INDUSTRIES, INC.	Signature 	Date February 4, 2005
Name of Signer (Print or Type) James Douthitt	Title of Signer (Print or Type) Chief Financial Officer	

ATTENTION

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