

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

1327698
OMB APPROVAL
Barcode: 05054553

Table with columns: Prefix, Serial, DATE RECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
DYNAMIC IMAGING LLC: 12% Senior Subordinated Secured Notes and Class B Limited Liability Company Shares of Interest
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.)
DYNAMIC IMAGING LLC
Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
110 Commerce Drive, Allendale, NJ 07401 (201) 934-8644
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
(if different from Executive Offices Same as Executive Offices) (201) 934-8644
Brief Description of Business: Sale and service of medical imaging equipment

PROCESSED
MAY 20 2005
THOMSON FINANCIAL
B

Type of Business Organization
corporate, 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: Month 06 Year 2004
Actual, Estimated

Jurisdiction of Incorporation or 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.
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.
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.
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.

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.

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 Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Jurovitsky, Alex

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

110 Commerce Drive, Allendale, NJ 07401

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Shochat, Jacob

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

110 Commerce Drive, Allendale, NJ 07401

Check Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Dynamic Imaging, Inc.

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

110 Commerce Drive, Allendale, NJ 07401

Check Boxes 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 Boxes that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Check Boxes 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)

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

2. What is the minimum investment that will be accepted from any individual? Not applicable
*The Company may, in its discretion, accept subscriptions for a lesser amount.

3. Does the offering permit joint ownership of a single unit? Yes X 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.

(a) Dr. Mark Cooper (32 Clwyd Road, Bala Cynwyd PA 19004) received as a finder's fee, options to purchase 10,000 Class B Shares of Limited Liability Interest in the Issuer, which are valued at \$149,900.

(b) Fairmount Capital (200 Four Falls Corporate Center, Suite 660, West Conshohocken, PA 19428) received as a fee for certain services rendered in connection with structuring the transaction and other financial services provided in connection with the sale of securities to the two Massachusetts investors, options to purchase 2,337 Class B Shares of Limited Liability Interest in the Issuer, valued at \$35,031 plus a cash payment of \$250,000.

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers **Massachusetts**
(Check "All States" or check individual States) All States

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 column below the amounts of the securities offered for exchange and already exchanged.

| Type of Security | Aggregate Offering Price | Amount Already Sold |
|---|--------------------------|------------------------|
| Debt: 12% Senior Subordinated Secured Notes, due 2011, the original aggregate amount of \$7,000,000 | \$ <u>7,000,000.00</u> | \$ <u>5,000,000.00</u> |
| Equity..... | \$ <u>0.00</u> | \$ <u>0.00</u> |
| <input type="checkbox"/> Common Stock <input type="checkbox"/> referred | | |
| | \$ <u>0.00</u> | \$ <u>0.00</u> |
| Partnership Interests | \$ <u>0.00</u> | \$ <u>0.00</u> |
| Other - Class B Limited Liability Company Shares of Interest | \$ <u>1,000.00</u> | \$ <u>1,000.00</u> |
| Total | \$ <u>7,001,000.00</u> | \$ <u>5,001,000.00</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."

| | Number Investors | Aggregate Dollar Amount of Purchases |
|--|------------------|--------------------------------------|
| Accredited Investors..... | <u>2</u> | \$ <u>5,001,000.00</u> |
| Non-accredited Investors..... | <u>0</u> | \$ <u>0.00</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 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.

Not Applicable

| 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"/> | \$ <u>0.00</u> |
| Printing and Engraving Costs..... | <input type="checkbox"/> | \$ <u>0.00</u> |
| Legal Fees | <input checked="" type="checkbox"/> | \$ <u>129,500.00</u> |
| Accounting Fees..... | <input checked="" type="checkbox"/> | \$ <u>35,500.00</u> |
| Engineering Fees..... | <input type="checkbox"/> | \$ <u>0.00</u> |
| Sales Commissions (specify finders' fees separately) Includes Options to purchase shares of interest of the Issuer valued at \$35,031, plus a cash payment of \$250,000..... | <input checked="" type="checkbox"/> | \$ <u>288,000.00</u> |
| Other Expense (Identify) | | |
| (1) Finder's Fee consisting of Options to purchase shares of interest of the Issuer valued at \$149,900, plus | | |
| (2) Research and consulting fees, plus | <input checked="" type="checkbox"/> | \$ <u>188,000.00</u> |
| (3) Miscellaneous offering expenses and blue sky filing fee of \$500..... | <input checked="" type="checkbox"/> | \$ _____ |
| Total | <input checked="" type="checkbox"/> | \$ <u>641,000.00</u> |

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”.....

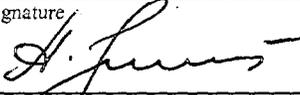
\$ 6,360,000.00

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.

| | Payment to Officers, Directors, & Affiliates | Payment To Others |
|---|---|--|
| Salaries and fees – Consulting fees..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Purchase of real estate | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Purchase, rental or leasing and installation of machinery and equipment | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Construction or leasing of plant buildings and facilities..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</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)..... | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Repayment of indebtedness | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Working capital and Capital Expenditures | <input type="checkbox"/> \$ <u>0.00</u> | <input checked="" type="checkbox"/> \$ <u>6,360,000.00</u> |
| Other (specify): | <input type="checkbox"/> \$ <u>0.00</u> | <input type="checkbox"/> \$ <u>0.00</u> |
| Column Totals | <input type="checkbox"/> \$ <u>0.00</u> | <input checked="" type="checkbox"/> \$ <u>6,360,000.00</u> |
| Total Payments Listed (column totals added)..... | | <input checked="" type="checkbox"/> \$ <u>6,360,000.00</u> |

D. FEDERAL SIGNATURE

The issuer had 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) Dynamic Imaging LLC | Signature  | Date 4-30-2005 |
| Name of Signer (Print or Type) Alex Jurovitsky | 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.)