

CompuMed, Inc.

June 30, 2016 – Q3 Quarterly Report

1) Name of the issuer and its predecessors (if any)

In answering this item, please also provide any names used by predecessor entities in the past five years and the dates of the name changes.

CompuMed, Inc.

2) Address of the issuer's principal executive offices

Company Headquarters

Address 1: **5777 West Century Blvd.**

Address 2: **Suite 360**

Address 3: **Los Angeles, CA, 90045**

Phone: **(310) 258-5000**

Email: learroll@compumedinc.com

Website(s): www.compumedinc.com

IR Contact: CompuMed, Inc.

Address 1: **5777 West Century Blvd.**

Address 2: **Suite 360**

Address 3: **Los Angeles, CA, 90045**

Phone: **(310) 258-5000**

Email: investorrelations@compumedinc.com

Website(s): <http://www.compumedinc.com>

3) Security Information

Trading Symbol: CMPD

Exact title and class of securities outstanding: Common Stock

CUSIP: 204914 40 2

Par or Stated Value: .01

Total shares authorized: **50,000,000** as of: **7/21/1986**

Additional class of securities (if necessary):

Trading Symbol: _____

Exact title and class of securities outstanding: ___ CUSIP: _____

Par or Stated Value: _____

Total shares authorized: _____ as of: _____ Total shares outstanding: _____ as of: _____

Transfer Agent Name: Computershare

Address 1: 350 Indiana Street

Address 2: Suite 750

Address 3: Golden, CO 80401

Phone: (303) 262-0678

Is the Transfer Agent registered under the Exchange Act? * **YES** **NO**

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

Restricted securities may only be sold pursuant to exemptions under the Securities Act of 1933 and accompanying regulation

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

None

4) Share Outstanding:

Common Stock *	
Period End Date	June 30, 2016
Authorized	50,000,000
Issued and Outstanding	31,586,984
Preferred Stock *	
Period End Date	June 30, 2016
Authorized	1,000,000
Class	A
Issued and Outstanding	8,400
Class*	B
Issued and Outstanding	300
Class	D
Issued and Outstanding	4,167

*See Note B - Stockholder's Equity

5) Issuance History

List below any events, in chronological order, that resulted in changes in total shares outstanding by the issuer in the past two fiscal years and any interim period. The list shall include all offerings of securities, whether private or public, and all shares or any other securities or options to acquire such securities issued for services, describing (1) the securities, (2) the persons or entities to whom such securities were issued and (3) the services provided by such persons or entities. The list shall indicate:

- A. The nature of each offering (e.g., Securities Act Rule 504, intrastate, etc.);
Below
- B. Any jurisdictions where the offering was registered or qualified;
Below
- C. The number of shares offered;
Below
- D. The number of shares sold;
Below
- E. The price at which the shares were offered, and the amount actually paid to the issuer;
Below
- F. The trading status of the shares;
Below
- G. Whether the certificates or other documents that evidence the shares contain a legend (1) stating that the shares have not been registered under the Securities Act and (2) setting forth or referring to the restrictions on transferability and sale of the shares under the Securities Act;
Below

List of Relevant Transactions for this Section: No relevant transactions as of June 30 2016.

6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. Description of the issuer's business operations;

CompuMed, Inc. Enterprise Telemedicine Solutions provide patients with the highest level of clinical care at reduced costs. Our telecardiology and teleradiology offerings provide real-time access to U.S. Board-Certified specialists through cloud-based technology and integrated medical devices to medical facilities anywhere in the world. Our solutions primarily support the diagnosis and treatment of several costly, high incidence diseases, particularly cardiovascular disease.

B. Date and State (or Jurisdiction) of Incorporation:

The Company was incorporated in the State of Delaware on July 21, 1986

C. The issuer's primary and secondary SIC Codes: 5045 and 5047

D. The issuer's fiscal year end date: September 30

E. Principal products or services, and their markets;

Telemedicine Products

CompuMed, Inc. Enterprise Telemedicine Solutions provide patients with the highest level of clinical care at reduced costs. Our telecardiology and teleradiology offerings provide direct access to U.S. Board-Certified specialists through cloud-based technology and integrated medical devices. The company services over 1,000 clinical settings. We have established one of the nation's largest networks for remote electronic processing of electrocardiograms (“ECGs”), echocardiograms (“Echos”), ultrasound studies and X-rays. We provide ECG equipment and cardiology services to our clients and perform tens of thousands of ECG interpretations/overreads annually. CompuMed has created an electronic telemedicine infrastructure to link clinical diagnostic equipment data collected at the patient’s point of care with top specialists through our call center. We also provide real-time access to specialists for consultations. The equipment that we rent and sell consist primarily of 12-lead ECG devices. CompuMed also provides mobile imaging services, including the administration of radiology and cardiology diagnostic exams. We are providing single lead ECG interpretations for the consumer market through a handheld device. One of our innovations is the workflow technology being used to manage the inflow of data to our servers, and the routing of that data to specialists through technology such as Picture Archiving and Communication Systems (PACS).

Our services are available twenty-four hours a day, seven days per week. We have expertise in electronic workflow, telemonitoring, imaging and analysis. Additionally, we contract with certain partners to develop diagnostic systems, which support our telemedicine workflow. We provide these solutions to our customers either through sale, rental and lease to own arrangements. The value proposition for our clients is top clinical care at a lower cost, while minimizing risk.

CompuMed is seeking to expand its telemedicine offerings beyond telecardiology and teleradiology in order to better serve our customer’s needs.

During the quarter ended December 31, 2016, CompuMed wrote-off the assets held on the balance sheet related to the OsteoGram. Subsequently, CompuMed did receive a small order for this product; however, at June 30, 2016 the Company believes that revenue from the Osteogram will be modest and unpredictable going forward.

F. Describe the Issuer’s Facilities

The Company has capital leases for machinery and equipment that expires between now and 2018. On January 1, 2016, the Company entered into a new lease in the existing office location expiring on February 28, 2017. Under the new lease, the Company occupies 2,318 square feet of space at \$4,358 per month.

G. Officers, Directors, and Control Persons

A. Names of Officers, Directors, and Control Persons.

NAME	DIRECTORS AND OFFICERS as of 6/30/2016
David W. Pointer	Chairman of the Board
Lee Keddie	Chief Executive Officer, President and Director
Benjamin Large	Director
Laura Carroll	Chief Financial Officer and Corporate Secretary

CONTROL PERSONS

David W. Pointer

VI Capital Management, LLC

PO Box 402, Newman Lake, Washington 99025

4,167 Series D Preferred shares (convertible to 8,334,000 common shares) and 2,161,065 common shares

B. Legal/Disciplinary History. None.

C. Beneficial Shareholders.

VI Capital Management, LLC

PO Box 402, Newman Lake, Washington 99025

4,167 Series D Preferred shares (convertible to 8,334,000 common shares) and 2,161,065 common shares

David W. Pointer, as the sole manager VI Capital Management LLC (VI Capital" may be deemed to be an indirect beneficial owner of the shares of Common Stock held directly by VI Capital. Mr. Pointer does not own any shares of Common Stock directly and disclaims beneficial ownership of the shares of Common Stock beneficially owned by VI Capital.

D. Third Party Providers

Legal Counsel

Name: John Myer

Firm: Myer Law PLLC

Address 1: 2101 Fourth Avenue Suite 1900

Address 2: Seattle, Washington 98121

Phone: 206-651-5563

Email: john@myercorplaw.com

Accountants

Name: Alan Kazden, CPA

Firm: Rose, Snyder & Jacobs

Address 1: 15821 Ventura Blvd., Suite 490

Address 2: Encino, CA 91436

Phone: (818) 461-0600

Email: akazden@rsjcpa.com

Investor Relations

Name: CompuMed, Inc.

Firm: CompuMed, Inc.

Address 1: 5777 W. Century Blvd., Suite 360

Address 2: Los Angeles, CA 90045

Phone: (310) 258-5000 x117 **Email:** investorrelations@compumedinc.com

E. Issuer Certification

I, Lee Keddie, CEO certify that:

1. I have reviewed this quarterly report of CompuMed, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

June 30, 2016



/s/ Lee Keddie [Signature]

Chief Executive Officer I, Laura Carroll, Chief Financial Officer certify that:

1. I have reviewed this quarterly report of CompuMed, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

June 30, 2016



/s/ Laura Carroll [Signature]

Chief Financial Officer

Quarterly update and letter from CompuMed, Inc. leadership team:

Dear CompuMed Shareholders,

During the third quarter ended June 30, 2016, we continued to have interactions with CompuMed shareholders and we appreciated those opportunities.

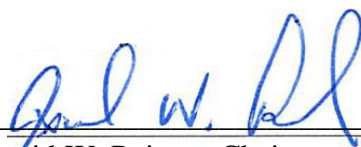
We anticipate that quite often we will have ‘nothing to report’ beyond the following financial statements which demonstrate the progress of the Company in financial terms. This quarter we have the following items to disclose:

1. We are pleased to announce that on June 30, 2016, CompuMed entered into an employment agreement with Lee Keddie, the current President and CEO. In addition to an annual base salary and eligibility for a performance related cash bonus, Mr. Keddie received a restricted stock award of 1,000,000 shares vesting ratably on September 30, 2016, 2017 and 2018.
2. During the quarter CompuMed is proud to announce that the Company paid down the outstanding line of credit balance of \$30,000. We believe this is the first time the Company has been debt-free in nearly a decade. CompuMed has \$200,000 in liquidity available under this credit facility which we expect will renew annually.
3. This quarter’s report has changes to the text and more changes will follow:
 - a. We have eliminated much of the text that described the guidelines for disclosure.
 - b. Certain footnotes (*Financial Activities* for example) have typically described events from prior periods. In the future, these quarterly filings will report events that occurred during the current quarter only.
 - c. This will be the last quarter we report segmented revenue. Going forward, revenue will be reported as a single line, and the MD&A discussion will disclose significant events for that quarter.

Thank you for your continued support of the Company.



Lee D. Keddie, CEO



David W. Pointer, Chairman

COMPUMED, INC.
FINANCIAL STATEMENTS

Item 3. Interim Financial Statements

CONDENSED BALANCE SHEETS COMPUMED, INC.

	June 30, 2016	September 30, 2015
ASSETS		
CURRENT ASSETS		
Cash and cash equivalents	103,631	117,782
Accounts receivable, net of allowance of \$21,730 (June 2016) and \$32,364 (September 2015)	238,127	307,043
Inventory	29,146	62,064
Prepaid expenses and other current assets	21,385	24,235
TOTAL CURRENT ASSETS	392,289	511,124
PROPERTY AND EQUIPMENT, AT COST		
Machinery and equipment	322,345	1,809,255
Furniture, fixtures and leasehold improvements	16,835	56,532
Equipment under capital leases	371,332	371,332
	710,512	2,237,119
Accumulated depreciation and amortization	(505,236)	(1,953,720)
TOTAL PROPERTY AND EQUIPMENT	205,276	283,399
OTHER ASSETS		
Patents, net of accumulated amortization of \$0 (June 2016) and \$107,727 (September 2015)	-	90,181
Other assets	3,864	25,488
TOTAL OTHER ASSETS	3,864	115,669
TOTAL ASSETS	601,429	910,192
LIABILITIES AND STOCKHOLDERS' EQUITY		
CURRENT LIABILITIES		
Accounts payable	123,334	223,811
Notes Payable	0	-
Accrued Liabilities	77,780	126,758
Current portion of capital lease obligations	46,468	115,302
TOTAL CURRENT LIABILITIES	247,762	465,871
Capital lease obligations	15,476	38,192
Revolving line of credit - non current	0	100,000
TOTAL LIABILITIES	263,238	604,063
STOCKHOLDERS' EQUITY		
Preferred Stock, \$0.10 par value - authorized 1,000,000 shares		
Preferred Stock- Class A \$3.50 cumulative convertible voting - issued and outstanding - 8,400 shares	870	870

Preferred Stock- Class B \$3.50 cumulative convertible voting - issued and outstanding - 300 shares	417	417
Preferred Stock- Class D 2% convertible - issued and outstanding - 4,167 shares	-	-
Common Stock, \$0.01 par value - authorized 50,000,000 shares, issued and outstanding – 29,971,195,471,195 and 29,971,195 (June 2016 and September 2015)	315,870	304, 712
Additional paid-in capital	37,167,913	37,065,831
Accumulated deficit	(37,146,879)	(37,065,701)
TOTAL STOCKHOLDERS' EQUITY	338,191	306,129
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	601,429	910,192

See notes to financial statements

**CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)**

	Three Months Ended Jun 30,		Nine Months Ended Jun 30,	
	2016	2015	2016	2015
<u>Revenue From Operations</u>				
Telecardiology Services	457,578	507,744	1,446,950	1,411,332
Teleradiology Services	13,441	16,426	40,258	43,070
ECG Products and Supplies Sales	22,368	76,114	96,662	185,836
OsteoGram and Osteometer sales and svcs	45,325	12,000	45,325	48,000
TOTAL REVENUE	538,712	612,284	1,629,195	1,688,238
<u>OPERATING EXPENSES</u>				
Costs of ECG Services	260,557	285,074	806,451	758,265
Cost of Goods Sold ECG	5,882	33,185	36,951	88,330
Cost of Goods Sold OsteoGram and OsteoMeter	0	0	0	0
Selling Expenses	49,283	51,760	119,264	135,509
General and Administrative	165,707	174,416	521,175	516,961
Depreciation and amortization	26,285	32,545	213,082	90,159
TOTAL OPERATING EXPENSES	507,714	576,980	1,696,923	1,589,224
OPERATING PROFIT/(LOSS)	30,998	35,304	(67,728)	99,014
Other Income	0	4,424	7,365	4,424
Taxes	0	0	800	800
Interest Expense	4,101	8,680	20,015	27,058
NET PROFIT/(LOSS)	26,897	31,048	(81,178)	75,580
Weighted average number of common shares outstanding	31,586,984	29,971,195	31,586,984	29,971,195

COMPUMED, INC.
STATEMENTS OF STOCKHOLDER'S EQUITY

	Series A Stock		Series D Stock		Common Stock		Additional Paid In Capital	Accumulated Deficit	Total
	Shares	Amount	Shares	Amount	Shares	Amount			
Balances at June 30, 2015	8,400	\$870	4,167	\$416.70	29,971,195	\$304,032.44	\$37,049,636.51	(\$37,063,948.43)	\$2,91,007.22
Shares Issued					500,000				
Stock Based compensation							\$16,875.00		\$16,875.00
Net Profit								(\$1,752.94)	(\$1,752.94)
Balances at September 30, 2015	8,400	\$870	4,167	\$416.70	30,471,195	\$304,712.39	\$37,065,831.56	(\$37,065,701.37)	\$306,129.28
Shares Issued									
Stock Based compensation							\$3,057.00		\$3,057.00
Net Profit								(\$109,059.51)	(\$109,059.51)
Balances at December 31, 2015	8,400	\$870	4,167	\$416.70	30,471,195	\$304,712.39	\$37,068,888.56	(\$37,174,760.88)	\$200,126.77
Shares Issued					1,115,789	\$11,157.89	\$94,842.11		\$106,000.00
Stock Based compensation							\$2,091.00		\$2,091.00
Net Profit								\$985.03	\$985.03
Balances at March 31, 2016	8,400	\$870	4,167	\$416.70	31,586,984	\$315,870.28	\$37,165,821.67	(\$37,173,775.85)	\$309,202.80
Shares Issued									
Stock Based compensation							\$2,091.00		\$2,091.00
Net Profit								\$26,896.80	\$26,896.80
Balances at June 30, 2016	8,400	\$870	4,167	\$416.70	31,586,984	\$315,870.28	\$37,167,912.67	(\$37,146,879.05)	\$338,190.60

A- CONDENSED STATEMENTS OF CASH FLOWS

	Nine Months Ending June 30,	
	2016	2015
CASH FLOW FROM OPERATING ACTIVITIES: Net Profit/(Loss)	(81,178)	75,580
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock Based Compensation	7,239	38,644
Bad Debts	-	-
Depreciation and write-offs	208,638	90,160
(Increase)/Decrease in accounts receivable	68,917	(48,463)
(Increase)/Decrease in inventories, prepaid expenses and other assets	57,392	(11,416)
Increase/(Decrease) in accounts payable and other liabilities	(143,455)	8,000
NET CASH USED IN OPERATING ACTIVITIES	117,553	152,505
(Purchase)/ Sale of Patents		(2,010)
(Purchase)/ Sale of property and Equipment	(40,335)	(122,785)
NET CASH USED IN INVESTING ACTIVITIES	(40,335)	(124,795)
CASH FLOW FROM FINANCING ACTIVITIES:		
Payment on capital lease obligation	(91,369)	(40,653)
Equity proceeds	-	-
Proceeds from Notes Payable	-	-
NET CASH PROVIDED BY/ (USED IN) FINANCING ACTIVITIES	(91,369)	(40,653)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	(14,151)	(12,943)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	117,782	117,442
CASH AND CASH EQUIVALENTS AT END OF PERIOD	\$ 103,631	\$ 104,499

See notes to financial statements

COMPUMED, INC.
NOTES TO CONDENSED FINANCIAL STATEMENTS

Note A- Basis of Presentation and Accounting Policies

The accompanying unaudited condensed financial statements have been prepared in accordance with accounting principles generally accepted in the United States for financial information. Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation have been included. For further information, refer to the financial statements for the year ended September 30, 2013 and the notes thereto included in the Company's Annual Report posted at www.otcmarkets.com.

On March 25, 2011, the Company filed a Form-15 with the SEC to deregister its common stock and suspend its reporting obligations under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company believes that the deregistering its common stock will reduce significant expenses associated with regulatory compliance and that will be able to reallocate our resources towards improving growth and profitability. Our stock is currently traded on the OTC Pink operated by OTCMarkets.

Note B: Stockholder's Equity

CLASS A \$3.50 CUMULATIVE CONVERTIBLE VOTING PREFERRED STOCK:

The holders of Class A Preferred Stock are entitled to receive, when and as declared by the Board of Directors, dividends at an annual rate of \$0.35 per share, payable quarterly. Dividends are cumulative from the date of issuance. Every two (2) shares of the Class A Preferred Stock are presently convertible, subject to adjustment, into one (1) share of Common Stock. In the event of any liquidation, the holders of the Class A Preferred Stock are entitled to receive \$2.00 in cash per share plus accumulated and unpaid dividends out of assets available for distribution to stockholders, prior to any distribution to holders of Common Stock or any other stock ranking junior to the Class A Preferred Stock. The Class A Preferred Stock may be redeemed by the Company, upon 30-days' written notice, at a redemption price of \$3.85 per share. Class A Preferred Stock stockholders have the right to convert their shares into Common Stock during such 30-day period. Shares of Class A Preferred Stock have one vote each. Shares of Class A Preferred Stock vote along with shares of Common Stock and shares of Class B Preferred Stock as a single class on all matters presented to the stockholders for action except as follows: Without the affirmative vote of the holder of a majority of the Class A Preferred Stock then outstanding, voting as a separate class, the Company may not (i) amend, alter or repeal any of the preferences or rights of the Class A Preferred Stock, (ii) authorize any reclassification of the Class A Preferred Stock, (iii) increase the authorized number of shares of Class A Preferred Stock or (iv) create any class or series of shares ranking prior to the Class A Preferred Stock as to dividends or upon liquidation. A total of 4,200 shares of Common Stock are currently issuable upon conversion of the remaining 8,400 shares of the Class A Preferred Stock.

CLASS B \$3.50 CONVERTIBLE VOTING PREFERRED STOCK:

In August 1994, the Company issued 52,333 shares of Class B \$3.50 Convertible Preferred Stock ("Class B Preferred Stock") in connection with the acquisition of certain property. The holders of Class B Preferred Stock are entitled to receive dividends only, when and as declared by the Board of Directors. Each share of Class B Preferred Stock is convertible, subject to adjustment, into ten (10) shares of Common Stock. In the event of any liquidation, the holders of the Class B Preferred Stock are entitled to receive \$3.50 in cash per share plus accumulated and unpaid dividends out of assets available for distribution to stockholders, prior to any distribution to holders of Common Stock or any other stock ranking junior to the Class B Preferred Stock. Each share of Class B Preferred Stock may be redeemed by the Company, upon 30-days' written notice, at a redemption price of \$3.85 per share. Class B Preferred Stock stockholders have the right to convert their shares into Common Stock during this 30-day period.

Shares of Class B Preferred Stock are entitled to one vote each. Shares of Class B Preferred Stock vote as a single class on all matters presented to the stockholders for action except as follows: Without the affirmative vote of the holder of a majority of the Class B Preferred Stock then outstanding, voting as a separate class, the Company may not (i) amend, alter or repeal any of the preferences or rights of the Class B Preferred Stock, (ii) authorize any reclassification of the Class B Preferred Stock, (iii) increase the authorized number of shares of Class B Preferred Stock or (iv) create any class or series of shares ranking prior to the Class B Preferred Stock as to dividends or upon liquidation. A total of 3,000 shares of Common Stock are currently issuable upon conversion of the remaining 300 shares of Class B Preferred Stock.

CLASS D VOTING PREFERRED STOCK:

On March 14, 2007, the Company closed a private placement of its securities to an institutional investor pursuant to the Securities Purchase Agreement. The Company sold to the investor 4,167 Units at a price of \$480 per Unit resulting in total proceeds of \$2,000,000. Each Unit consisted of one (1) share of the Company's Class D Preferred Stock as well as 1,000 Common Stock Purchase Warrants with an exercise price of \$0.30 per share. Pursuant to the Agreement, the Company issued all 4,167 shares of the authorized Class D Preferred Stock. Each share of Class D Preferred Stock is convertible at any time into 2,000 shares of the Company's common stock. The holder of each issued and outstanding share of Class D Preferred Stock will be entitled to receive a dividend in respect of each such share at the rate per share of \$9.60 per annum, payable on each of the first, second, third, and fourth anniversaries of March 12, 2007, commencing March 12, 2008. Dividend payments to each holder will be made in shares of the Company's common stock valued at the average Market Price over 20 trading days, as defined in the Certificate of Designation. In the event the dividends may not lawfully be paid by the issuance of the Company's common stock and may be lawfully paid in cash, the dividends will be paid in cash. In the event of any liquidation, dissolution or winding-up, either voluntarily or involuntarily, the holders of shares of the Class D Preferred Stock then issued and outstanding will be entitled to be paid out of the Company's assets available for distribution to its stockholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of the Company's common stock or upon any other series of the Company's Preferred Stock with a liquidation preference subordinate to the liquidation preference of Class D Preferred Stock, an amount per share equal to \$480 plus the dollar amount equal to all unpaid and accrued dividends and interest thereon. In addition, a merger or consolidation with or into any other corporation, or a sale, lease, exchange, or transfer of all or

any part of the Company's assets will be deemed a liquidation event unless no assets are distributed in respect of any class of the Company's capital stock in connection with, or as a result of, such merger or consolidation. The Class D Preferred Stock has the same voting rights as the Company's common stock except that each share of Class D Preferred Stock is entitled to 2,000 votes for vote allowed a share of the Company's common stock, however such amount will be proportionally adjusted in the event of a reverse or forward split of the Company's common stock.

Note C- Stock-Based Compensation

The Company accounts for stock options in accordance with FASB ASC Topic 718 using the modified prospective method. Under this method, compensation cost recognized includes: (a) compensation cost for all share-based payments granted prior to, but not yet vested as of October 1, 2006, based on the grant-date fair value estimated in accordance with guidance issued by the FASB amortized over the options' vesting period, and (b) compensation cost for all share-based payments granted subsequent to October 1, 2006, based on the grant-date fair value estimated in accordance with guidance issued by the FASB amortized over the options' vesting period.

	June 30, 2016	
	Shares	Weighted- Average Exercise Price
Options outstanding, beginning of period	6,285,000	0.24
Options exercised	-	-
Options granted	100,000	-
Options forfeited/canceled	15,000	-
Options outstanding, end of period	6,370,000	0.24
Options exercisable, end of period	6,370,000	0.24

Note D- Earnings Per Share

The Company reports its earnings (loss) per share in accordance with FASB ASC Topic 260. Basic loss per share is calculated using the net loss divided by the weighted average common shares outstanding. Shares from the assumed conversion of outstanding warrants, options and the effect of the conversion of the Class A Preferred Stock and Class B Preferred Stock are omitted from the computations of diluted loss per share because the effect would be anti-dilutive.

Nine months ended June 30, 2016

Net Profit/(Loss)	\$ (81,178)
Less: preferred stock dividends	
Net Profit/(Loss) available to common stockholders	\$ (81,178)

Note E- Fair Value

The Company measures its financial assets and liabilities at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., exit price) in an orderly transaction between market participants at the measurement date. Additionally, the Company is required to provide disclosure and categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation. Level I provides the most reliable measure of fair value while Level III generally requires significant management judgment. Financial assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. The fair value hierarchy is defined as follows:

Level Input	Input Definition:
Level I	Inputs are adjusted, quoted prices for identical assets or liabilities in active markets at the measurement date
Level II	Inputs, other than quoted prices included in Level 1, that are observable for the asset or liability through collaboration with market data or measurement
Level III	Unobservable inputs that reflect management's best estimate of what market participants would use in pricing the asset or liability at the measurement date.

The following table summarizes fair value measurements by level at June 30, 2016 for assets and liabilities measured at fair value on a recurring basis:

	Level I	Level II	Level III	Total
Cash and cash equivalents	\$103,631	\$ -	\$ -	\$103,631
Total assets	\$103,631	\$ -	\$ -	\$103,631

For certain of the Company's financial instruments, including accounts receivable, accounts payable and accrued liabilities, the carrying amounts approximate fair value due to their short maturities.

Note G- Commitments and Contingencies

The Company has capital leases for machinery and equipment that expires between now and 2018. On January 1, 2016, the Company entered into a new lease in the existing office location expiring on February 28, 2017. Under the new lease, the Company occupies 2,318 square feet of space at \$4,358 per month.

<u>Fiscal Year Ending</u>	<u>Capital Lease</u>	<u>Operating Leases</u>
2016	26,797	24,657
2017	32,884	25,413
2018	11,402	-
2019	-	-
	<u>71,083</u>	<u>50,070</u>
Less amount representing interest	<u>8,959</u>	
Net minimum lease payment	<u>62,124</u>	
Less current portion	<u>46,648</u>	
Present value of net minimum payment, less current portion	<u>15,476</u>	

The range of interest rates on capital lease outstanding as of June 30, 2016 was 11.91% to 24.57%.

Rental expenses under operating leases for the three months ended June 30, 2016 and 2015 were \$13,554 and \$29,097 respectively.

Management's Discussion and Analysis or Plan of Operation

Safe Harbor for Forward -Looking Statements

This report contains forward-looking statements, including, without limitation, statements concerning our possible or assumed future results of operations. These statements are preceded by, followed by or include the words "believes," "could," "expects," "intends," "anticipates," or similar expressions. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons including, but not limited to, product and service demand and acceptance, changes in technology, ability to raise capital, the availability of appropriate acquisition candidates and/or business partnerships, economic conditions, the impact of competition and pricing, capacity and supply constraints or difficulties, government regulation and other risks described in our annual report files with the OTC Pink operated by OTCMarkets. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and

our future results, levels of activity, performance or achievements may not meet these expectations. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

Statements contained in this report, such as statements about revenue, operations, and earnings growth and other financial results are forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All such forward-looking statements including statements concerning the Company's plans, objectives, expectations and intentions are based largely on management's expectations and are subject to and qualified by risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statements. These statements are subject to uncertainties and risks including, without limitation, product and service demand and acceptance, changes in technology, ability to raise capital, the availability of appropriate acquisition candidates and/or business partnerships, economic conditions, the impact of competition and pricing, capacity and supply constraints or difficulties, government regulation and other risks identified in the Company's filings with the Securities and Exchange Commission and OTCPink operated by OTCMarkets. These cautionary statements expressly qualify all such forward-looking statements. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect events, conditions or circumstances on which any such statement is based after the date hereof, except as required by law.

Results of Operations For The Quarter Ended June 30, 2016 Compared To Quarter Ended June 30, 2015

CompuMed finished the third quarter FY 2016 with \$26,897 in net profit compared to a net profit of \$31,048 in the same quarter a year ago. The Company had an operating profit of \$30,998 for the third quarter 2016 compared to an operating profit of \$35,304 for the same quarter of 2015. The Earnings Before Interest Taxes Depreciation and Amortization (EBITDA) for the third quarter of 2016 was \$57,283 compared to \$67,849 for the same quarter in 2015. For the nine months ended June 30, 2016, EBTIDA was \$145,354 compared to \$189,173 for the nine months ended June 30, 2015.

Total Revenue for the third quarter of 2016 decreased by 12% to \$538,712 from \$612,284 for the same quarter of fiscal 2015 and for the nine months ended June 30, 2016 it decreased by 3% to \$1,629,195 from \$1,688,238 for the same period of 2015. The decrease in revenue for the current quarter compared to same quarter a year ago is primarily due to decreased revenue related to end of certain contracts for managed care department of corrections, decrease in volume in various mobile ultrasound customers and lower equipment revenue as compared to prior year quarter. This is offset by increase in revenue from newer products and channels and OsteoGram sales. The timing of sales for both OsteoGram and equipment historically has not been predictable.

Telecardiology Services Revenue consists of ECG processing/overreads, equipment rentals, and ultrasound interpretations. During the third quarter of 2016 telecardiology services decreased by 10% to \$457,578 from \$507,744 for the same quarter of fiscal 2015 and for the nine months

ended June 30, 2016 it increased by 3% to \$1,446,950 from \$1,411,322 for the same period of 2015. The decrease is due to lower volume of ECG processing and Overreads directly related to the end of various contracts. These contracts were through managed care companies with department of corrections and were either terminated by the managed care company or up for renewal and CompuMed was included in the bid which was not awarded. There was also a decrease in ultrasound revenue due to decreases in some mobile ultrasound customers' business which is not predictable. These decreases were offset by slight increase in equipment rental revenue, which is a monthly recurring revenue; new customers, existing customers increased volume and using new services.

Teleradiology Revenue for the third quarter of 2016 decreased by 18% to \$13,441 from \$16,426 for the same period in 2015 and for the nine months ended June 30, 2016 it decreased by 7% to \$40,258 from \$43,070 for the same period of 2015. The decrease is primarily due to decrease in our mobile ultrasound customers' businesses.

ECG Product and Supplies Revenue for the third quarter of 2016 decreased by 71% to \$22,368 from \$76,114 for the same period of 2015 and for the nine months ended June 30, 2016 it decreased by 48% to \$96,662 from \$185,836 for the same period of 2015. The decrease is due to in the prior year a higher number of ECG units sold. Sales of ECG machines historically is not predictable.

OsteoGram Products & Services Revenue consists primarily of OsteoGram software sales. During the third quarter of 2016 Osteogram products revenue increased by 278% to \$45,325 from \$12,000 for the same period of 2015 and for the nine months ended June 30, 2016 it decreased by 3% to \$45,325 from \$48,000 for the same period in 2015. Although the assets related to the OsteoGram were written off in the quarter ended December 31, 2015, the product is still available for distribution internationally and one distributor purchased multiple units. We continue to believe that sales of OsteoGram software is not predictable.

Cost of Telecardiology Services for the Third quarter ended 2016 decreased by 9% to \$260,557 from \$285,074 for the same quarter of 2015 and for the nine months ended June 30, 2016 it increased by 6% to \$806,451 from \$758,265 for the same period in 2015. The decrease is primarily related to the decrease in physician interpretation variable costs, directly related to the decrease in ECG services and ultrasound diagnostic study interpretations revenue.

Cost of Goods Sold of ECG Product & Supplies for the third quarter of 2016 decreased by 82% to \$5,882 from \$33,185 for the same period of 2015 and for the nine months ended June 30, 2016 it decreased by 58% to \$36,951 from \$88,330 for the same period in 2015. The decrease is directly related to the fewer ECG machines sold as compared to prior year.

Selling Expenses for the third quarter ended 2016 decreased by 5% to \$49,283 from \$51,760 for the same period of 2015 and for the nine months ended June 30, 2016 it decreased by 12% to \$119,264 from \$135,509 for the same period in 2015. The decrease is related to higher

commissions in prior year for equipment sales and higher marketing costs in the prior year.

General & Administrative Expenses for the third quarter ended 2016 decreased by 5% to \$165,707 from \$174,416 for the same period of 2015 and for the nine months ended June 30, 2016 it increased by 1% to \$521,175 from \$516,961 for the same period in 2015. The decrease is primarily related to lower office space lease cost and revised CEO compensation structure more favorable to the current business structure. This was offset by services for IT consultants to scale systems and virtualize infrastructure; related technology non capitalized expenditures; travel expense. The slight decrease for the nine months ended 2016 compared to prior year is directly related to lower office space costs and revised CEO compensation structure. This is offset by the cost associated with additional executive compensation during the transition period of CEO's and onetime expense for office move and furniture. All other ongoing operating expenses are relatively stable or decreased from prior periods.

Interest Expense for the third quarter ended 2016 decreased by 53% to \$4,101 from \$8,680 for the same period of 2015 and for the nine months ended June 30, 2016 it decreased by 26% to \$20,015 from \$27,058 for the same period in 2015. The decrease is primarily related to capital leases nearing the end of life where the payment is primarily principle; in addition, two leases were retired. The medical device rental business provides an ongoing revenue stream that improves free cash flow, especially as the leases are retired.

Financial Condition, Liquidity and Capital Resources

Operations

At June 30, 2016, we had \$103,631 in cash compared to a balance of \$117,782 at September 30, 2015, a net decrease of \$14,150.

The Company's cash used in operating activities for the nine months ended June 30, 2016 was \$117,553. This was primarily the result of a net loss of \$81,178, which, when adjusted for non-cash expense items, such as depreciation and amortization and stock-based compensation expense, resulted in the use of cash of approximately \$17,146. The negative cash flows from operating activities were decreased from the prior period ending June 30, 2015 by \$34,733 mainly due to improvement in accounts receivable collections and offset by decrease in accounts payable due to paying current item timely and paying older amounts from prior years.

Cash used in investing activities was \$40,335 for the nine months ended June 30, 2016. This was primarily related to assets purchase towards technology upgrade.

Cash used in financing activities was \$91,369 for the nine months ended June 30, 2016. This was related to payments towards capital lease obligations.

The Company anticipates that its cash flow from operations and available cash will be sufficient to meet its anticipated financial needs for at least the next 12 months assuming that no significant

downturn in its business occurs. There can be no guarantee that the Company will achieve this result, however, resulting in the Company needing to raise additional capital in the future or draw down on its available credit line. Such sources of financing might not be available on reasonable terms or at all. Failure to raise capital when needed could adversely impact the Company's business, operating results and liquidity. Additionally, the Company may find it desirable to raise additional equity capital to accelerate its strategic objectives. However, there can be no guarantees that the Company will be able to do so or that such capital will be available. If additional funds were raised through the issuance of equity securities, the percentage of ownership of existing stockholders would be reduced. Furthermore, these equity securities might have rights, preferences or privileges senior to the Company's Common Stock. The Company's Common stock is currently quoted on OTC Pink operated by OTC Markets, which may make it more difficult to raise funds through the issuance of equity securities. These additional sources of financing may not be available on acceptable terms, if at all. Additionally, we are exploring joint ventures, acquisitions and other forms of strategic transactions, which might cause us to require additional capital. The Company plans to make use of its existing credit facility for such transactions. However, there is no guarantee that the Company will be able to enter in such a transaction or that it would be at terms consistent with the available credit facility.

Capital Commitments

Our primary capital resource commitments at June 30, 2016 consist of capital and operating lease commitments, primarily for ECG equipment and our corporate office facility.

Financing Activities

During the quarter the Company paid down the outstanding line of credit balance of \$30,000 and related interest.

Material Trends and Uncertainties

The marketplace acceptance of peripheral densitometry equipment is still limited, and subject to complex scientific, clinical, reimbursement and policy-making factors which are constantly evolving. It is difficult to predict if any of these factors will create material barriers to our ability to expand the Skeletal Health business. Additionally, these factors are different in various foreign markets. The overall business is also competitive and a number of competitive technologies are emerging that may hinder the acceptance of our product in the marketplace. We have invested heavily to help our channel partners develop the expertise to position and sell our products effectively, however, we have not yet seen material results from that effort and there are no guarantees that we will be successful.

The telemedicine business is very competitive and we rely significantly on certain contracts with individual state governments. While we have a good track record of renewing contracts, many customers reserve the rights to cancel such contracts under a broad base of options. We experience some declines of customer usage of our services at various times for a variety of reasons. A loss of some of these contracts could be material for the Company. Additionally, it is possible that competitive pressures may force us to lower our prices, which could adversely affect our overall revenues as well as our gross profits.

We are also vulnerable to potential state government budget constraints. The Company receives significant revenues from state correctional contracts and any significant decreases in the amounts allocated to the annual healthcare budgets in various state governments could adversely affect us.

Many policies relating to telemedicine regulatory and licensing oversight are evolving often on a state-by-state basis. We might be forced to change or cease offering certain services if some of the regulatory or licensing landscape changes. This could have a material effect on our business.

If our revenues should be impacted materially by some of these negative trends, we might have to draw on our credit line or seek equity capital to meet short-term liquidity needs. Both of those events might be dilutive to our shareholders. Additionally, we might not meet all of the conditions and criteria to affect a drawdown on the credit facility or to be able to secure suitable equity funding from an investor. In such an event, the Company might be forced to significantly reduce its operations or abandon some or all of its activities.

Off-Balance Sheet Arrangements

None.

Critical Accounting Policies

Our discussion and analysis of our financial condition and results of operations, including the discussion on liquidity and capital resources, are based upon our financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an ongoing basis, we re-evaluate our estimates and judgments, particularly those related to the determination of the estimated recoverable amounts of trade accounts receivable, impairment of long-lived assets and deferred tax valuation allowance. We believe the following critical accounting policies require our more significant judgment and estimates used in the preparation of the financial statements:

We maintain an allowance for doubtful accounts for estimated losses that may arise if any of our customers are unable to make required payments. Management specifically analyzes the age of customer balances, historical bad debt experience, customer credit-worthiness, and changes in customer payment terms when making estimates of the collectability of our trade accounts receivable balances. If we determine that the financial conditions of any of our customers deteriorated, whether due to customer specific or general economic issues, increases in the allowance may be made. Accounts receivable are written off when all collection attempts have failed.

We review our long-lived assets and certain identifiable intangibles for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset or asset group may not be recoverable. Recoverability of long-lived and amortizable intangible assets to be held and used is measured by a comparison of the carrying amount of an asset to the future

operating cash flows expected to be generated by the asset. If these assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds their fair value.

ECG sales and services revenue is recognized as the following criteria have been met: (1) persuasive evidence of an arrangement exists, (2) the product has been delivered or the services have been rendered, (3) the fee is fixed or determinable, and (4) collectability of the fee is reasonably assured.

Cardiology Services are comprised of primarily ECG processing/overreads, Echo/ultrasound interpretations, and rental fees. ECG processing and overread revenue is recognized monthly on a per-usage basis after the services are performed. Equipment rental revenue is recognized monthly over the terms of the customer's agreement.

ECG product and supplies sales revenue is recognized upon shipment of the products and passage of title to the customer.

Income taxes are accounted for under the asset and liability method. Under this method, to the extent that we believe that the deferred tax asset is not likely to be recovered, a valuation allowance is provided. In making this determination, we consider estimated future taxable income and taxable timing differences expected to reverse in the future. Actual results may differ from those estimates.

Other Information

June 30, 2016, CompuMed entered into an employment agreement with Lee Keddie, the current President and CEO. In addition to an annual base salary and eligibility for a performance related cash bonus, Mr. Keddie received a restricted stock award of 1,000,000 shares vesting ratably on September 30, 2016, 2017 and 2018.

Subsequent Events

None.