CONFIDENTIAL PRIVATE PLACEMENT MEMORANDUM

BERMAN MEDICAL, INC.

A Florida corporation

TOPICAL MRSA BACETERICIDAL GEL

Offering of up to $5,000,000 of shares of common stock
price per share to be determined

Proprietary and Confidential

This Private Placement Memorandum is confidential and contains proprietary, non-public information. This Private Placement Memorandum is the sole property of Berman Medical, Inc. (the "Company" or "Berman Medical"), and should be returned to the Company upon request. This version has been furnished to you solely for the purpose of evaluating a potential investment in the Company, and it should not be made available to any person other than the recipient or a professional adviser employed by that person. This Private Placement Memorandum shall not be copied or otherwise duplicated by the recipient.

amended March 21, 2017

Prepared for:_____

Dated: _____

INVESTOR NOTICES AND WARNINGS

Independent Investigation Required

In making an investment decision with respect to the Shares, you must rely on your own examination and evaluation of the Company, the business proposed to be conducted by the Company, and the terms of the offering, including the merits and risks involved. This Private Placement Memorandum may not contain all of the information you believe is important about the Company or the Shares.

Additional Information

You should assume that the information contained in this Private Placement Memorandum is accurate only as of the date hereof The Company has agreed to make available to you or your representative(s), or both, upon your request, the opportunity to ask questions of, and receive answers from, the Company concerning the terms and conditions of this offering, and to obtain any additional information about the Company you desire, to the extent the Company possesses the information or can acquire it without unreasonable effort or expense.

Offering Jurisdictions

The Company is offering to sell, and seeking offers to buy, the Shares only under circumstances and in jurisdictions in which its offers and sales are permitted pursuant to exemptions from registration. Neither the delivery of this Private Placement Memorandum nor any other information shall be deemed an offer to sell the Shares, or a solicitation of an offer to buy the Shares, in any jurisdiction where it would be unlawful do to so.

Forward Looking Statements

This Private Placement Memorandum contains certain statements and financial forecasts regarding the Company's anticipated future results, performance and achievements. These "forward-looking" statements are based on the beliefs of, assumptions made by, and information available to the Company's management. Where possible the Company has used words such as "may," "will," "believe," "anticipate," "intend," "estimate," "expect," "plan" and similar expressions to identify these forward-looking statements. The Company is subject to various substantial risks, uncertainties and other factors that could cause its actual results, performance and achievements to differ materially from those expressed in, or implied by, these statements. Certain of those risks, uncertainties and other factors include those discussed under "Risk Factors," beginning on page 11 of this Private Placement Memorandum.

Prior Information Superseded

This Private Placement Memorandum supersedes and replaces all prior information about the Company or the Shares that may have been provided to you and you should not rely on any such information.

Federal and State Securities Law Legends

NEITHER THE SECURITIES AND EXCHANGE COMMISSION, NOR ANY STATE SECURITIES COMMISSION, HAS APPROVED OR DISAPPROVED OF THE SHARES OR DETERMINED WHETHER THIS DOCUMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THE SHARES ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

FOR FLORIDA RESIDENTS: THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE FLORIDA SECURITIES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THE SHARES SECURITIES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS SUBSEQUENTLY REGISTERED UNDER THE ACT OR THE LAWS OF THIS STATE, IF SUCH REGISTRATION IS REQUIRED. THE FLORIDA SECURITIES ACT PROVIDES THAT, WHERE SALES ARE MADE TO FIVE OR MORE PERSONS IN FLORIDA, ANY SALE MADE PURSUANT TO SUBSECTION 517.061(11)(A)(5) OF THE FLORIDA SECURITIES ACT, SHALL BE VOIDABLE BY SUCH FLORIDA PURCHASER EITHER WITHIN TFIREE DAYS AFTER THE FIRST TENDER OF CONSIDERATION IS MADE BY SUCH PURCHASER TO THE. ISSUER, AN AGENT OF THE ISSUER, OR AN ESCROW AGENT, OR WITHIN THREE DAYS AFTER THE AVAILABILITY OF THAT PRIVILEGE IS COMMUNICATED TO SUCH PURCHASER, WHICHEVER OCCURRED LATER.

FOR NEW YORK RESIDENTS: THE SHARES HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEW YORK FRAUDULENT PRACTICES ACT, BY REASON OF SPECIFIC EXEMPTIONS THEREUNDER RELATING TO THE LIMITED AVAILABILITY OF THE OFFERING. THE SHARES CANNOT BE SOLD, TRANSFERRED, OR OTHERWISE DISPOSED OF TO ANY PERSON OR ENTITY UNLESS REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR THE NEW YORK FRAUDULENT PRACTICES ACT, IF SUCH REGISTRATION IS REQUIRED. THIS PRIVATE PLACEMENT MEMORANDUM HAS NOT BEEN FILED WITH OR REVIEWED BY THE ATTORNEY GENERAL OF THE STATE OR ANY OTHER STATE TO ITS ISSUANCE AND USE. THE ATTORNEY GENERAL OF ANY OTHER STATE HAS NOT PASSED ON OR ENDORSED THE MERITS OF THIS OFFERING, AND ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL.

OVERVIEW

Berman Medical, Inc., a Florida Corporation (the "Company" or "Berman Medical"), was established for the purpose of developing and commercializing a topical gel capable of delivering Vancomycin directly to the surface of Methicillin Resistant Staphylococcus Aureus ("MRSA") infected wounds. The gel ("Vancogel®") has been developed and tested with great success by its inventor, Robert Berman M.D. To date, every MRSA infected wound to which it has been applied has healed in short order. The MRSA bactericidal gel is effective for treatment of Complicated Skin and Skin Structure Infection ("cSSSI") as well as Complicated Skin and Soft Tissue Infection ("cSSTI") involving gram-positive organisms.

We believe Vancogel® will enjoy a very rapid market penetration as the only effective product for the rapid elimination of MRSA infected wounds. Furthermore, Vancogel® is a proprietary formula that enjoys protection from free competition under its recent patent issued by the United States Patent and Trademark office (issue and allowance dated 12/11/2015). Berman Medical will use its proprietary intellectual property to substantially reduce healthcare industry costs as well as mortality and morbidity rates attributed to MRSA infections. Berman Medical also believes Vancogel® will become the preferred method for the treatment of acne where the likelihood of serious and permanent skin structure damage is present and treatment of nasal carriers of MRSA as well.

MRSA

Staphylococcus is a common bacterium that resides on the skin and in nasal passages, it can cause serious infections if it enters the body by penetrating the skin or through a break in the skin, and these infections can be serious. In the event such bacterium is resistant to (see: cannot be killed by) Methicillin, the infection is MRSA. MRSA, sometimes referred to as the "Super Bug", was first reported in 1961 in hospitals in the UK. Within a few years MRSA was found in other European countries, Japan and Australia. The first isolate in the United States was discovered at Boston City Hospital. By the late 1980's, MRSA had become epidemic in many U.S. hospitals. By 2003 it was present in 59.5% of U.S. intensive care units. MRSA is also prevalent in other areas of the hospital. In 2003 the pooled mean was 46% in non-ICU and 48% in outpatient areas.[1] MRSA surface wounds and post-operative wounds account for 51% of MRSA infections and is probably greater at this time.

The most recent epidemiological change is the rapid emergence of MRSA in the community since the late 1990's. At first, community acquired MRSA (CA-MRSA) was limited to select populations such as prisoners, military personnel and members of athletic teams. However, they have become common in the general population.' Bacteria are spread from patient to patient in a hospital and, on a large scale of geography and time, between countries and entire continents.

According to the Center for Disease Control (CDC), 55% of all invasive MRSA infections were from healthcare facilities with patients contracting infections after their stay (two-thirds) and one-third while in the facility 14% of all infections occurred in the community with no exposure to healthcare and this number is continuing to grow. Community acquired strains of MRSA are entering healthcare facilities and co-mingling with hospital acquired MRSA strains (HA-MRSA).[2]

It is estimated that more than 70% if all skin and soft tissue infections that doctors treat are MRSA infections. The epidemic of HA-MRSA infections and other healthcare-acquired infections are not isolated to one particular region but are prevalent throughout the world. Every year in EU over 4 million patients acquire HA-infections. The number of deaths occurring as a direct consequence of these infections is estimated to be at least 37,000 and an additional 111,000 die as an indirect consequence of HA-infections. MRSA is now endemic, and even epidemic, in many U.S. hospitals, long-term care facilities and communities. Contrary to the generally accepted view, community-associated MRSA strains may be spreading into the healthcare system rather than the other way around.

The most recent estimates by the American Society for Microbiology, National Institutes for Health (NIH) are that infectious diseases cause approximately 26% of all deaths worldwide, more than 11 million people annually. The emergence of resistant microbial pathogens seriously complicates efforts to stop or minimize infectious disease. Ten percent of all hospitalized patients in this country have or develop resistant infections, adding $55 billion in annual healthcare costs. In 2008, a study of 120 hospitals and other healthcare facilities from all 50 states found 8,000 patients colonized with MRSA — 46 out of every 1000. That suggests that up to 1.2 million hospital patients across the country may be infected with MRSA every year. Importantly, because MRSA has become so prevalent, the current protocol is to presume that all Staph infections include MRSA.[3]

From a mortality perspective, comparing the death rate of MRSA to Methicillin Sensitive Staphylococcus Aureus (MSSA), the review of numerous studies have consistently shown that MRSA related deaths occur about twice as often as those related to MSSA infections. Similarly, morbidity and MRSA infections typically result in longer and more costly stays on a magnitude of 1.2 and 2.0 respectively.'

Vancomycin

Vancomycin became available more than 50 years ago, but fell out of favor as other anti-microbial agents were deemed to be more effective and less toxic. As gram-positive cocci developed resistance to other anti-microbial agents, Vancomycin regained popularity and became the standard treatment for patients with MRSA infections. Despite the fact it remains toxic, Vancomycin has regained its status as the gold standard for MRSA infections and accordingly, its use has increased drastically in the past decade due to the increase in the number of MRSA infections.[1]

Because Vancomycin does not affectively penetrate a person's stomach lining, in most instances it is administered intravenously. Because Vancomycin is predominantly administered intravenously, the cost of prolonged duration of hospitalization increases the cost of treatment and the risk of infection to other patients and healthcare providers. Studies show that Vancomycin use is increasing, that dosing is often inappropriate, that certain populations are more likely to receive Vancomycin, and that often, use is not consistent with CDC recommendations. The side effects caused by intravenous Vancomycin can be fatal. Few studies have assessed the cost of Vancomycin use; those that have; have shown it is costly. When it comes to treating MRSA infected surface wounds proper intravenous dosing is very difficult if not impossible because the drugs presence cannot be concentrated on or in the infected area.

State of the Art

There are no FDA approved products presently offered to treat MRSA topically. Applying Vancomycin alone directly to a surface infection is not effective because it will not adhere to the wound for a sufficient amount of time to kill the infection. Furthermore, other attempts to incorporate Vancomycin into a suitable topical compound have not been able to maintain potency or stability in a manner that would allow commercial viability. Presently, the method for treating open wound MRSA infections is the intravenous delivery of Vancomycin. Studies of a linezolid oral treatment have proved promising for invasive MRSA, but the results for the treatment of surface wounds still leave much to be desired. Simply put, and by way of example only, the amount of antibiotic ingested to treat a small infection on a person's big toe is substantial relative to the strength of the bacteria and all internal organs are exposed to the drug and thus subjected to its side effects.

As such, treating physicians are required to closely monitor the treatment and to constantly make judgment calls on how aggressively to treat each infection. Much of the expense associated with the work and risk involved with the current protocol will be eliminated.

Currently, the best defense against the spread of MRSA is thorough and frequent hand washing. Despite this, MRSA is highly contagious and a patient commonly spreads the disease to other parts of their own body and to others. Health care providers are at substantial risk of becoming infected and have been known to spread MRSA from patient to patient. Continuing to rely on hospital administration and intravenous treatments for wound care is inconsistent with the need to minimize risk and exposure.

Vancogel ®

Vancogel® resolves many of the problems associated with the present method of treatment. Because Vancogel® is topical, the antibiotic is delivered in much smaller doses but much higher concentration without significant exposure to any internal organs and without the need or expense of intravenous administration. The end result is a substantially higher infection kill rate, reduced hospital admissions, lower morbidity rates, lower mortality rates, and lower healthcare industry costs. By effectively killing the MRSA bacterium before the infection becomes systemic, lives and money are saved and the effects associated with higher dosed intravenous Vancomycin are eliminated.

An additional benefit of Vancogel® is the fact that by dressing MRSA infected wounds topically and quickly, the infection is controlled by the gel thus reducing the chance of exposure to others while creating a moist environment to promote healing.

Vancogel® is able to succeed where others have failed due to its proprietary formula that is able to maintain the stability and potency of the Vancomycin in excess of two and a half years at room temperature. As such, a sterile packet of Vancogel® can easily be distributed worldwide and used to dress any infected surface wound. Berman Medical believes the best method of stemming this spread of the infection is to kill it quickly and directly. Vancogel® makes this possible. By covering the wound with Vancogel®, the infection is encased in a

formula that kills the germ, prevents it from spreading and dresses the wound in a manner that accelerates healing.

Market Considerations

The Cost of MRSA

The impact of MRSA on the cost of healthcare depends on the perspective taken from which to evaluate costs. The results differ when considering the cost to whom. Most analysis available is from the perspective of hospitals or third-party-payers. Analysis from these two perspectives do not take into account the costs associated with isolation and/or the loss of work by patients and/or other family members due to prolonged hospitalization, recovery period or other long term consequences.

Inadequate and delayed anti-microbial treatment is one of the biggest cost drivers for MRSA. Moreover, delayed and/or inadequate anti-microbial treatment is associated with increased mortality and morbidity in patients with MRSA.

Presently the CDC estimates that MRSA is directly responsible for over 20,000 fatalities in the United States each year.[4] Other organizations estimate the true numbers of MRSA infections in the U.S. to be over 1,000,000 each year and that it contributes to more than 100,000 deaths.[5] [6] [7] The large number of MRSA infections takes a vast toll on our healthcare system and ineffective treatments only exacerbate the problem. Estimates in 2005 of the excess cost of an infection with MRSA compared with an infection with Methicillin-Sensitive Staphylococcus Aureus (MSSA) range from $3,000 to $35,000. This suggests that at that time MRSA cost the healthcare system (patients and hospitals) an extra $830 million- $9.7 billion even without taking into account indirect costs related to patient pain, illness, and time spent in the hospital. Recent data reports that MRSA in the USA costs up to $ 34 billion a year and accounts for over 8 million additional hospital days. MRSA alone kills more people than homicide, HIV/AIDS, Parkinson’s disease and emphysema combined.

Studies indicate the median cost of medicine per patient of home care intravenous Vancomycin therapy (drug acquisition, management and administration of therapy) is substantially lower than hospitalized administration. Outpatient costs ranged from $1,350 per patient compared to the average cost per hospitalized patient, depending on the type of MRSA infection, ranged from $22,493 to $48,925.[8] According to a Duke University study, "the impact of MRSA on surgical patients is substantial and that preventing a single case of surgical site infection due to MRSA can save hospitals as much as $60,000."[9] A sample of third-party health care payers in the United States has concluded that on average, payers are presently reimbursing patients $300 per day for outpatient Vancomycin.[8]

Presently in the United States alone, the most conservative estimates suggest a MRSA related death occurs more than twice every hour. The U.S. Healthcare Industry's expenditures caused by MRSA are in excess of ten billion dollars annually. This includes sums spent for treatment and money spent to help prevent the spread of MRSA. While the exact facts and figures for the World Wide cost in lives or dollars related to MRSA infections is unknown, we

do know that roughly 95% of the world's population lives outside the United States and the infection is globally manifested.

Although the fatal cases of MRSA are typically related to infection of internal organs, a great number of MRSA victims initially contract the infections through the skin, open surface wounds and/or the nasal passages. By killing MRSA at this stage, internal MRSA infections can be avoided, the spread of MRSA can be curtailed and the death toll substantially diminished. Chronic MRSA infected wounds will be eliminated with Vancogel®.

Because so many staph infections begin in wounds treatable by Vancogel®, the vast majority of people with such wounds fall within Berman Medical's target market_ In light of the trend to presume a staph infected wound is MRSA, the target market for Vancogel® is in excess of 11 million people annually in the USA. Berman Medical believes that even with better care, it is conservative to conclude Vancogel® will be used by more than 3 million patients each year and that each person using it will consume between 3 and 7 doses.

Sales, Revenues and Market Potential

In the United States, Berman Medical anticipates marketing its product under its own name and/or through a larger pharmaceutical company with a global presence. In either event, the Company will seek partners with established global distribution channels.

Pricing is currently unknown, but it is anticipated that pricing will fluctuate geographically. As such, the pricing of Vancogel® is anticipated to be highest in the United States where it enjoys patent protection, somewhat lower pricing will be used in other developed nations where Vancogel® does not enjoy patent protection and lowest in underdeveloped nations. In developed nations where billions of dollars are presently being expended to treat, prevent and cope with MRSA, Berman Medical believes sales revenues in excess of $2,000 per patient is reasonably attainable. Thus, even though the profit margin will be substantial, the overall cost of MRSA to the Healthcare industry will be considerably lower.

Based on the most conservative estimate of MRSA infections reported each year in the United States, revenues for sales of Vancogel® is anticipated to exceed $200 million. If, as other studies suggest, more than 1,000,000 people contract MRSA, projected U.S. sales review is in excess of $2 Billion annually. Globally, annual revenues in excess of $2 billion are believed to be conservative.

INTELLECTUAL PROPERTY

The Company's initially contemplated products will all be based upon the newly acquired patent titled MRSA Bactericidal Topical Gel and the research and technology related thereto.

Dr. Berman submitted the application as the inventor and it along with his intellectual property rights for the benefit of the Company, which now owns the exclusive license to manufacture, distribute, sell and sublicense Vancogel® and all other products derived from the Vancogel®. Additionally, the Company has the right to sub-license third parties to manufacture, distribute and sell Vancogel®. Although the Company has the authority to sublicense it is not currently in negotiations to sublicense this patent to a third party.

Where appropriate the Company will seek to expand the breath of its protection around the core technology by developing additional formulations that deal with overall improvement of wound care and the effective treatment of infections.

GOVERNMENT REGULATION

In the United States, the FDA will regulate Berman Medical's products. Presently, Vancogel® is in the midst of Phase II Clinical Trials that must be completed before it will be known whether a Phase III Study will be required. Once the Phase II clinical trial is complete, the Company will then proceed with a New Drug Application (NDA) or a Phase III study. The decision of which path is dependent on the FDA's review of the Phase II trial results. Even though the trials have demonstrated a 100% success rate to date, the prudent expectation is that a Phase III trial may be required. Nonetheless, the Company will attempt to take full advantage of the new rules that allow for expedited approval by the FDA. However, the Company believes it is significant that Vancomycin is presently approved for internal use and that all other ingredients are currently approved for topical use. As such, the Company believes the approval of Vancomycin for topical use is highly likely.

When all clinical trials have been completed, the Company will proceed directly with the NDA and an application for approval of the proposed manufacturing process and facility. A number of existing drug manufacturers with FDA approval will be approached to do this work once clinical trials have been completed. Upon approval, Berman Medical can begin to market and sell Vancogel® and other derivative products.

THE COMPANY

Berman Medical, Inc. was formed as a Florida corporation on November 17, 2011. The Company's operations will be managed by the Company officers which currently consist of three members, Dr. Robert Berman as Chairman and President, Barbara Berman, the company vice president and treasurer, and Katherine English, the company secretary. Several other persons have provided substantial contributions to Dr. Berman's effort to date who have been issued shares in return for their effort. The Company has not elected to be treated as a Small Business Corporation (or S-Corporation) under the Internal Revenue Code of 1986, as amended, or any state tax laws.

Capitalization of the Company

The Company's Certificate of Incorporation authorizes 80,000,000 total shares, all of which are designated as shares of common stock. As of the date of this Private Placement Memorandum, 3,725,001 shares are issued and outstanding. Of the 3,725,001 outstanding shares of common stock, 2,500,001 shares are owned by Dr. and Mrs. Robert Berman. The remaining 1,225,000 issued shares are owned by Edward Rowsey, Paul Garen, M.D., Katherine English, Alex English, Joann Scuderi and David J. Fairfax, Ph.D., John Jorgensen, all of whom have, or will be assisting Dr. Berman in his effort on this project. Shares issued to Edward Rowsey have been negotiated to be returned to the company as incentive to partnering with a pharmaceutical company.

If this offering is fully subscribed, an additional 500,000 common shares will be issued and outstanding, bringing the total number of issued and outstanding common shares to

4,225,001. The Company has also provided for a stock option pool of up to 999,999 shares of common stock, which will be issued to officers, directors and key employees in the future. Beyond that, the Company Shareholder Agreement prevents any form of dilution not caused by a direct increase in corporate capitalization. Furthermore, all shareholders do have pre-emptive rights so they may avoid dilution by acquiring additional shares if desired.

Management of the Company

Robert Berman, M.D. is the inventor of Vancogel® and the Company founder. He graduated from the University Of Kansas Medical School in 1959 and has been practicing medicine every day since. He is presently on the staff of Jupiter Medical Center in Jupiter, Florida. His Curriculum Vitae can be requested. Dr. Berman has many years of business experience from his work with and for numerous hospitals as well as his private practice. Dr. Berman is the Chairman of the Board of Directors and the President of the Company.

David J. Fairfax, Ph.D. received his doctorate in Synthetic Organic Chemistry from Imperial College, University of London, U.K., in 1991. In 1998 he received an additional degree, B.Sc. (Hon.), Upper Second, Chemistry from Imperial College. He has been published numerous times and holds numerous patents for innovations in medicine. His Curriculum Vitae is attached. Dr. Fairfax has agreed to be a member of the Board of Directors and to support Dr. Berman in his work on the clinical trials as well as the FDA approval process.

Barbara Berman is Dr. Berman's wife and for more than twenty years has managed all aspects of his private practice as well as the financial and staffing aspects of his efforts to develop Vancogel®. Prior she had more than twenty five years of experience in all aspects of business administration for various companies involved in the manufacturing and hospitality industries. As a Director and Treasurer of the Company, she provides substantial experience with all aspects of business administration, quality control and logistics.

Description of the Shares

The holders of the Shares have one vote per Share and do not have cumulative voting rights. Shares are not redeemable, do not have any conversion rights, and are not liable for any future assessments by the Company. The Shares are entitled to dividends when and as declared by the Board of Directors from legally available funds. The Company does not anticipate paying any dividends in respect of its Shares in the foreseeable future. Upon liquidation of the Company, each share of common stock (including the Shares) is entitled to a pro rata share of any distributions to shareholders.

The shareholders of the Company are entitled to elect the directors of the Company every four years and to vote on any other matters that properly come before them.

Rights of the holders of the shares of common stock of the Company (including the Shares) are established by Florida law and pursuant to the Certificate of Incorporation of the Company as well as its Bylaws, copies of which are available to shareholders without charge upon request. The Articles of Incorporation is subject to amendment from time to time by a majority vote of the directors and shareholders of the Company. Although the Bylaws may be amended by majority vote of the directors, the ability to amend is limited to assure preservation of all vested economic interests each shareholder may have.

CORPORATE STRATEGY

At the present time, Berman Medical's corporate strategy includes a combination of direct sales, partnering, and out-licensing. Because Berman Medical's product is presently its only product, the Company intends to identify marketing partners for the Americas, Europe and Asia. In addition, the Company intends to do the following:

- **Rapidly Bring Significant Awareness of Vancogel® to the Market.** The Company believes that the best way to achieve market penetration is by providing free samples in regions of notoriety for poor health care and where FDA approval is not required. e.g., Haiti, India, North Africa and some Central and/or South American countries, coupled with strategic press releases, including testimonials from doctors, patients and hospital administrators. The goal is to use the buzz about the new super bug super hero to create brand and local recognition.

- **Establish a Dominant Track Record for Killing the Super Bug.** We believe that as doctors, patients, hospital and prison administrators, and third party healthcare payers experience the benefits Vancogel® will have substantial opportunity to exposure and notoriety. Berman Medical believes it is important to be prepared to capitalize on this opportunity by coordinated brand development and distribution efforts.

- **Build a Balanced and Integrated Organization.** Berman Medical believes that a broadly-skilled team comprised of proven business and financial managers, together with scientists who have demonstrated expertise in discovering, developing, and bringing new products to the market, is essential to achieving its goals. The Company is working to build such a team.

- **Forge Multiple Strategic Alliances.** The Company believes one key to Berman Medical's success will be its ability to engage in a variety of strategic alliances with existing pharmaceutical partners, and potentially with other research or manufacturing partners to achieve global commercialization of its products when the time is right.

- **Leverage the Company's FDA Lead Time.** By making sure the product is ready to go to market upon approval thus minimizing the inherent risks of competition. Although the Company has confidence in the propriety of its present issued patent, there is always the risk others may develop products capable of competing with Vancogel®.

CAPITAL REQUIREMENTS AND USE OF PROCEEDS

The current projected expense budget for the next 24 months of the Company is approximately $10 million. We anticipate raising all of these monies in two rounds of financing with the first round of financing being approximately $5,000,000 (represented by this Offering) followed by a second round to raise the remaining $5,000,000 after completion of the Phase ll clinical trial.

Milestones First 12-24 Months

- Complete the ongoing Phase II Clinical Trial.

- Identify and contract with existing pharmaceutical and/or manufacturing companies capable of meeting and fulfilling the market needs.
- Develop a management team capable of maximizing Company's market presence.

Berman Medical believes that however unlikely it is; it will be permitted to proceed with the NDA without first being required to complete a Phase III study, Berman Medical does believe that outstanding Phase II clinical trial results, coupled with public support from reputable sources for expediting the availability of Vancogel® in the United States may help streamline the approval process.

The application of proceeds from this Offering during the first 12-24 months is anticipated to be:

• Salaries/benefits for 2.5 employees and consultants:	$460,000
• Administrative/legal/accounting/patent prosecution/ and license fees:	$ 340,000
• Research expenses:	$600,000
• Fees and Advertising for Clinical Trial participants.	$450,000
• Manufacturing and Distribution of free samples.	$300,000
• Foreign market regulatory study	$200,000

The follow-on round of approximately $5 million will fund further operations and development activities that will include addressing additional research, regulatory, and clinical milestones, including the milestones set forth below. The timing to achieve each milestone will be a function of available capital. During this period of operations, the Company will continue to look for non-dilutive forms of capital such as government grants and donations.

Milestones Months 12 - 18

- Meeting with FDA to determine whether a Phase III Clinical Trial will be required.
- Implementation of Phase III Clinical Trial if required.
- Explore partnership opportunities in the United States and Europe for initial marketing efforts (a large partner may also have Asian marketing capabilities) and/or an entity that has complementary products.

Completion of the above milestones is anticipated to create significant shareholder value, and any subsequent capital raise will be impacted by the status of FDA approval of Vancogel®. Sufficient progress toward marketability would support a capital raise sufficient to support a product launch and sales if the Company deems it prudent. If the correct partnership is available, the Company will consider a buy out of the Company by the Partner in whole or in part depending on what the Company believes to be in the best interest of all shareholders at that time.

Amount of Offering

The Company is offering (the **"Offering")** for sale up to 5,000,000 shares of its common stock, $.0001 par value, (the **"Shares")** at a purchase price of (to be determined) per share to investors depending on the number sold if they meet the Company's suitability standards which shall be determined in the sole and absolute discretion of the Company.

Each Investor, unless otherwise permitted by the Company in its sole discretion, is required to purchase a minimum of 12,500 Shares for an aggregate purchase price to be determined. No fractional Shares will be sold in the Offering unless it meets the aggregate number of shares of 12,500.

Duration of the Offering

The Company commenced the Offering on March 10, 2012, and intends to leave the Offering open until December 31, 2018 if Subscription Agreements for $5,000,000 are not received and accepted by the Company by that date, or the date on which the Offering is fully subscribed; unless the Company elects to earlier terminate or extend the Offering.

The Company reserves the right to terminate or modify the Offering or to reject any subscription, in whole or in part, prior to acceptance at any time in its sole discretion and without advance notice. If the Company has not raised the full $5,000,000 by December 31, 2018, the Company also reserves the right to extend the Offering for periods of up to 120 days without advance notice.

Acceptance of Subscriptions

The Company will reject or accept Subscription Agreements as received and will commence using subscription proceeds immediately. Subscription proceeds will not be held until an aggregate minimum is achieved, and this increases the risk of this investment. See "Risk Factors" beginning on page 12.

Investors will become shareholders of the Company on the date their Subscription Agreement is accepted by the Company. Certificates evidencing the Investor's Shares will be issued shortly thereafter.

Investor Qualifications

The purchase of Shares of the Company is suitable only for persons of adequate financial means who have no need for liquidity in their investment. The Shares will be offered and sold only to persons who meet these and other requirements and who can represent that they are "accredited investors" within the meaning of the Securities Act of 1933. Various states may require suitability standards for individual investors and subsequent transferees different from those set by the Company.

By executing the Subscription Agreement, each Investor represents to the Company that he or she meets the foregoing applicable suitability standards. The Company also has the unconditional right to accept or reject any subscription, in whole or in part, for any reason or no reason.

Plan of Distribution

The CEO of the Company is selling the Shares without the assistance of a broker-dealer or other placement agent pursuant to exemptions from registration under the federal and applicable state laws regulating the registration of brokers and dealers. No other person has been authorized to provide information about the Company or to make representations concerning this Offering or the Company, and if given or made, such other information or representations must not be relied upon as having been authorized by the Company.

RISK FACTORS

As with any business venture, there are certain significant risks associated with the success and long-term viability of the Company. While the Company has attempted to identify all the material risks associated with its proposed business, it must also be understood that certain risks, especially those related to the regulatory process and the development of new biomedical products are often unforeseeable. While the Company has attempted to predict the types of issues that may arise, there are certain limitations in the amount of planning that may be done, particularly given the start-up nature of the Company.

We have no operating history.

The Company was formed in November, 2011, as a Florida corporation. Since its formation, the Company has been engaged solely in start-up activities but the research and development have been going on for at least 18 years. Accordingly, the Company has virtually no operating history or other financial results upon which an evaluation of the Company and its prospects may be based in light of the risks, expenses, and difficulties frequently encountered by newly formed companies. The lack of an operating history of the Company makes the prediction of future results of operations difficult or impossible.

The Company is subject to all the risks inherent in establishing a new enterprise and its possibility of success must be considered in light of the problems, expenses, difficulties, complications, and delays encountered in connection with the formation of any new business and the competitive environment in which the Company will operate. As a result, no assurance can be given as to when or whether the Company will be able to obtain the necessary government approvals, which form the basis for its products or when or whether it will be able to develop and commercialize its intended products. Even if the Company is able to achieve these initial goals, there can be no assurance that the Company will be able to operate at a profit. As a result, an investment in the Company is highly speculative and involves a substantial degree of risk.

We may be unable to develop or commercialize any of our proposed products.

We intend to research and develop multiple products and devote considerable resources to research and development, including clinical trials. Before we can commercialize our products, we will need to:

- complete clinical trials;
- pursue regulatory approvals;
- develop and scale-up manufacturing processes.

This process involves a high degree of risk and could take several years. Our product development efforts may fail for many reasons, including:

- difficulty enrolling patients in clinical trials;
- patients exhibiting adverse reactions to the products or indications or other safety concerns;
- failure of the product in clinical trials;
- clinical trial data insufficient to support the effectiveness of the product;
- inability to manufacture sufficient quantities of product for development or commercialization activities in a timely and cost-efficient manner; or
- failure to obtain the required regulatory approvals for the product or the facilities in which it is manufactured.

Few research and development projects result in commercial products, and success in pre-clinical studies or early clinical trials often is not replicated in later studies. At any point, we may determine to abandon development of a product or we may be required to expend considerable resources repeating clinical trials or conducting additional trials, which will materially and adversely impact the timing for generating possible revenue from those products.

Government regulation will impose significant costs and restrictions on the development and commercialization of our proposed products.

Our success, at least in North America and Europe (two huge markets) will depend on our ability to satisfy regulatory requirements. We may not receive required regulatory approvals on a timely basis or at all. Government agencies heavily regulate the production and sale of healthcare products and the provision of healthcare services. In particular, the FDA and comparable agencies in many foreign countries must approve products, as well as the facilities in which they are made before they are marketed. This approval process can involve lengthy and detailed laboratory and clinical testing, sampling activities and other costly and time consuming procedures. Several pharmaceutical companies have failed to obtain regulatory approvals because regulatory agencies were not satisfied with the structure or conduct of clinical trials or the ability to interpret the data from the trials; similar problems could delay or prevent us from obtaining approvals. If we do not obtain regulatory approvals in a timely manner, our business will likely be materially and adversely affected, and we may not be able to continue operations. If we discontinue operations, your entire investment may be lost.

We may fail to acquire or adequately protect our intellectual property.

Our long-term success largely depends on our ability to develop and market competitive products. We did not fail to obtain adequate intellectual property protection, but we may not be able to prevent third parties from using our proprietary technologies or otherwise competing with us. Our initial business concept is based on intellectual property contained in the issued patent and the Company's proprietary trade secrets.

Furthermore, although we believe the coverage of the patent is broad enough to permit us to develop and market our proposed products, we have not performed an independent evaluation of the patent regarding its breadth of coverage. If the patent is too narrow, others

may be able to develop the same (or substantially similar) products to ours, which will decrease the value of our products and therefore, the Company as a whole.

Also, patent claims are often not black and white and can be subject to substantial interpretation. If a third party initiates litigation regarding the patent and is successful, a court could declare the patent invalid or unenforceable or limit the scope of its coverage.

If we fail to initiate sales of our products, we will not meet our financial goals.

If we successfully develop our products and pass all of our regulatory hurdles, our success will depend substantially on our ability to initiate sales of our products. Our ability to initiate sales will depend on a number of factors, including:

- acceptance by the medical community of the product;
- the availability of competing treatments that are deemed more efficacious, more convenient to use, or more cost effective;
- the effectiveness of our sales force (or our marketing partners sales force);
- the availability of reimbursement from third-party payers;
- the size of the patient population for each product.

Furthermore, sales capacity will depend largely on our ability and/or the ability of our collaborators, to efficiently manufacture sufficient quantities of each product to meet demand and to do it in a cost efficient manner. These processes are dependent on a variety of factors including:

- regulation by the FDA and other government authorities;
- the excess capacity of existing facilities with the tools needed to produce the Company's products.
- The cost of the ingredients contained in the products.

Part of our product development strategy may involve conducting clinical trials to support approval of our products. However, the success of this component of our product development strategy will depend on the content and timing of our submissions to regulatory authorities and whether and when those authorities determine to grant approvals. Because the healthcare industry is competitive and regulatory requirements rigorous, we will spend substantial funds attempting to obtain these approvals and launching our products. These expenditures depress near-term profitability, with no assurance that the expenditures will generate future profits that justify the expenditures.

If we fail to obtain adequate levels of reimbursement for our products from third-party payers, the commercial potential of our products may be significantly limited

A portion of our revenue will likely come from payments by third-party payers, including government health administration authorities and private health insurers. As a result of the trend toward managed healthcare in the United States, as well as governmental actions and proposals to reduce payments under government insurance programs, third-party payers are increasingly attempting to contain healthcare costs by:

- challenging the prices charged for healthcare products and services;

- limiting both coverage and the amount of reimbursement for new products;
- shifting payments for products and services through co-payments, coinsurance and other risk sharing arrangements;
- denying or limiting coverage for products that are approved by the FDA but are considered experimental or investigational by third-party payers; and
- refusing in some cases to provide coverage when an approved product is used for disease indications in a way that has not received FDA marketing approval.

Government and other third-party payers may not provide adequate insurance coverage or reimbursement for our products and services, which would impair our financial results. In addition, third-party payers may not reimburse patients for newly approved healthcare products, which could decrease demand for our products. If third party reimbursement is further constrained, our profitability and financial condition will suffer.

If our strategic alliances are unsuccessful, our operating results will be negatively impacted

Several of our strategic initiatives involve alliances with other companies, including the licensing of all of the initial intellectual property we will utilize. The success of these and similar arrangements is largely dependent on the resources, efforts, actions, and skills of our partners. Disputes and difficulties in such relationships are common, often due to conflicting priorities or conflicts of interest. Merger and acquisition activity may exacerbate these conflicts. The benefits of these alliances are reduced or eliminated when strategic partners:

- terminate the agreements or limit our access to the underlying intellectual property;
- fail to devote financial or other resources to the alliances and thereby hinder or delay development, manufacturing or commercialization activities;
- fail to successfully develop, manufacture or commercialize any products; Or
- fail to maintain the financial resources necessary to continue financing their portion of the development, manufacturing, or commercialization costs or their own operations.

In addition, under some of our strategic alliances, we may be required to make milestone payments well in advance of commercialization of products with no assurance that we will ever recoup these payments.

We will need substantial additional capital in the near future.

All of the proceeds from this Offering will be used to acquire the necessary government approvals for the Company's initial product and to fund working capital requirements. After this Offering, the Company will continue to require substantial amounts of additional capital for further product development, testing and commercialization and for working capital purposes. The Company believes it will need to raise an additional $5,000,000 through the sale of its securities during the second half of 2018 and will require substantial additional amounts of capital thereafter. However, at this time, there is no way to predict exactly when these additional offerings will actually occur, whether the Company will be able to raise additional funds through the sale of its securities and what the results of such an offering might be.

We will likely engage in future offerings of our securities, and any additional offerings will dilute your ownership of the Company.

The Board of Directors of the Company has the exclusive right to issue additional securities of the Company on such terms and for such consideration as it determines. It is contemplated that the Company will raise an additional $5,000,000 through the sale of its securities by the second half of 2018. However, it is almost certain that this additional offering will not be the only additional offering the Company will engage in to meet its financial projections and otherwise achieve its goals.

Notably, the Investors in this Offering will have preemptive rights to purchase their pro rata share of these additional securities if and when they are to be sold, however these additional offerings, if and when they occur, will have the effect of diluting your ownership percentage of the Company, if you do not elect to purchase more shares. At this point, the amount of such dilution cannot be predicted, but it will likely be significant.

The Company's actual financial results will differ from the financial projections included in this Private Placement Memorandum.

The financial projections included in this Private Placement Memorandum were prepared internally by management of the Company. While the projections represent management's best estimate of the potential future financial results of the Company, projections, by their nature, are speculative, and there can be no assurance that the projections will be, in any respect, reliable or accurate predictors of the future financial results of the Company. Additionally, although the Company utilized its best efforts to identify the most appropriate assumptions for its business model and proposed future operations, there may be other assumptions and factors that were not considered.

Our manufacturing will be subject to extensive government regulation.

Regulatory authorities must approve the facilities in which human healthcare products are produced. In addition, facilities are subject to ongoing inspections and minor changes in manufacturing processes may require additional regulatory approvals, either of which could cause us to incur significant additional costs and lose revenue.

The manufacturing processes we employ to produce small quantities of material for research and development activities and clinical trials may not be successfully scaled up for production of commercial quantities at a reasonable cost or at all.

We anticipate that some of our products will be difficult to manufacture. We will likely be required to employ multiple steps to attempt to control the manufacturing processes. Minor deviations in these manufacturing processes could result in unacceptable changes in the products that result in lot failures, product recalls, or product liability.

We may encounter substantial difficulties managing our growth.

Several risks are inherent to our plans to grow our business. Achieving our goals will require substantial investments in research and development, clinical trials, manufacturing, and sales and marketing alliances. If we are able to grow sales of our products, we may have difficulty managing inventory levels. Marketing new products is a complicated process. Gauging future demand is difficult. Similarly, we may encounter difficulties in forecasting revenue trends for our products, particularly during market introduction.

Manufacturing issues may cause clinical trial and/or product launch delays, inventory shortages, excess capacity and unanticipated costs. In order to generate revenue from our approved products, we must be able to produce sufficient quantities at approved sites.

Since the Company expects to experience a period of rapid growth, that could place a significant strain on the Company's financial, management and other resources. The Company's future performance will depend, in part, on its ability to manage such growth and the inherent changes in its operations which will be necessitated by such growth. The Company's ability to manage its growth effectively will require it to continue to improve its operational and financial control systems and infrastructure, and to attract, train, motivate, manage and retain key employees.

We will also need to hire and retain highly-qualified employees in several key areas, including a Director of Manufacturing and a Director of Product Development. Competition for well-qualified candidates for these positions will be intense, and there is no guarantee we will be able to fill these positions with the type of person we desire. If we are unable to attract and retain qualified personnel or if the Company's management is unable to manage growth effectively, the Company's business, financial condition and results of operations could be materially adversely affected.

If the Company does not keep pace with rapid technological changes, its products may become less competitive or obsolete.

The pharmaceutical industry generally, and clinical research specifically, are subject to increasingly rapid technological changes. The Company's competitors or others might develop technologies, products or services that are more effective or commercially attractive than the Company's products or render our products less competitive or obsolete. If competitors introduce superior products or services and the Company cannot make enhancements to its products necessary to remain competitive, its competitive position will be harmed. If the Company is unable to compete successfully, it may lose customers or be unable to attract new customers, which could lead to a decrease in projected revenue.

If any of the Company's management personnel left, our business would be significantly harmed

The Company currently relies on the expertise of its founder Robert Berman, M.D. If Dr. Berman left the Company or died, it would be difficult and expensive to find a qualified replacement with the level of specialized knowledge of the Company's technology and the bio/pharmaceutical services industry. Nonetheless, because the formula is subject only to formula modification implemented in light of test results, the Company believes it and Vancogel® will remain viable, especially now with the patent approved, and the existing board members input.

The Company has no employment agreements with any of the current employees that would restrain them from leaving the employment of the Company or from competing with the Company after they leave and has no life insurance on these individuals. The loss of any employees could have a material adverse effect on the Company.

We will not escrow proceeds of the offering.

The Company will begin using the proceeds received in this offering immediately and will not escrow or otherwise set aside any of the proceeds until a certain minimum amount of Shares are sold or monies raised. The Company has indicated in the "Capital Requirements and Use of Proceeds" section on page 9 and elsewhere in this Private Placement Memorandum that it

intends to achieve certain goals with the proceeds from this Offering. If less than the full amount of the proceeds are raised in this Offering, the Company will not be able to achieve some or all of its intended goals which further increases the risk of an investment in the Shares because investors will not be able to determine, at the time of their investment, whether enough money will ultimately be raised to achieve those goals. Also, investors electing to invest earlier in the Offering will bear an increased risk (compared to those who elect to invest later) since the Company will begin using the proceeds before the Company knows how much will ultimately be raised.

The offering price of the Shares was determined primarily upon the projected future value of the Company.

The offering price of the Shares will be determined by the Company's management based primarily on the projected future value of the Company with input from companies and individuals with experience in the life sciences investment community and others, and without regard to traditional measures of value such as current net asset value, book value, net worth, or capitalization of current earnings. Given the complete lack of an operating history of the Company and all of the variables that can affect the value of the Company in the short-term, the offering price of the Shares is likely not an indication of their actual fair market value or the value of the Company. No assurance is or can be given that the Shares, if transferable, could be sold for the offering price or for any other similar amount or that the Company will ever achieve the valuation upon which the Share price was loosely based.

Investors will have little to no control over the Company.

Three shareholders currently own the majority of all of the outstanding shares of common stock of the Company and will continue to own the majority of all of the outstanding common stock after the Offering. As a result, these shareholders will control all decisions to be voted on by the Board of Directors and the holders of the common stock of the Company, including the election of directors and officers and when and whether to issue additional securities of the Company in the future.

There is no existing trading market for the Shares.

There is currently no public market for the Shares, and it is not anticipated that one will develop in the foreseeable future. The Shares have not been registered under the Securities Act of 1933, as amended (the **"Securities Act"),** or the securities laws of any state or jurisdiction in reliance on exemptions from such registration requirements. As a result, the Shares may not be resold or otherwise transferred only if such transfer is registered under the Securities Act and the securities laws of all other applicable jurisdictions, or if exemptions from such registration requirements are available.

The Company will have broad discretion in the use of proceeds.

The Company anticipates applying most of the net proceeds of this Offering to cover the costs associated with FDA approval, research and development and start-up costs. The remainder of the proceeds will be used to pay the on-going expenses of the Company as they arise, many of which are unknown at this time. As a result, the Board of Directors has substantial discretion in using the proceeds of this Offering, and you may not agree with how such proceeds are used and such uses may not produce value for the Company.

There is no obligation to purchase your Shares.

Neither the Company nor any officer, director or other shareholder has any obligation to repurchase any of the Shares purchased in this Offering at any time in the future, however the company will have first right of refusal to repurchase shares. When coupled with a lack of a public market for the Shares and the other restrictions on transfer, you may not be able to sell your Shares when you desire to do so or at all.

In conclusion, you should be aware that an investment in the Company involves significant risk, and no assurance can be given that any return will be achieved on sums invested or that you will not lose your entire investment. You are cautioned to read this entire Private Placement Memorandum and to seek consultation with appropriate advisors prior to making any investment decision.

[1] **International Society of Microbial Resistance.** Volume 1, Number 2, July 2006 Burden of Methecillin-resistant Staphylococcus aureus on Healthcare Cost and Resource Utilization.
[2] **Centers for Disease Control and Prevention Volume 13, Number 1**2, December 2007 Hospitalization and Deaths Caused by Methecillin Resistant Staphylococcus aureus, United States 1999-2005.
[3] **American Society for Microbiology Report** to the National Institute of Health FY 2012.
[4] **Scientific Blogging- Tracking MRSA through Hospitals and Aerues Continents**, January 25, 2010.
[5] **Statistics**, MRSA survivors network, Brendan Hannah, October 1, 2010.
[6, 7] **Med Express, MRSA Infection Statistics**, Mark Stibich Ph.D., March 23, 2009.
Natural News U.S. Hospitals Plagued by Ten Times More MRSA Superbug Infections than previously thought, David Guiterrez, January 15, 2008.
MRSA Remedies, Cost of Treatment, January 23, 2009.
[8, 9] **Duke Health Org**., MRSA Leads to Worse Outcomes, Staggering Expenses for Surgical Patients, December 15, 2009.