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The following is a transcript of a teleconference and webcast held on November 15, 2004 by representatives of Perrigo Company and Agis Industries (1983) Ltd. with members of the financial analyst community and the public.

GOLDMAN SACHS & COMPANY

Moderator: Doug Schrank
November 15, 2004
8:00 a.m. CT

Operator: Good morning, everyone, and welcome to this conference call presentation for Perrigo Company and Agis Industries. This call is being recorded. If you would like to ask a question during today s presentation, please press the star key followed by the digit one on your touch-tone telephone.

We ask that you limit yourself to one question and one follow-up question. At this time I would like to turn the conference over to Mr. Doug Schrank, Chief Financial Officer of Perrigo Company. Doug, please go ahead.

Doug Schrank: Thanks, Cynthia. And thank each of you for joining us on such short notice. We appreciate your interest in Perrigo, and in learning more about this unique acquisition with Agis Industries. First let me discuss what the SEC Safe Harbor language. This conference includes our views of other businesses going, we will make forward-looking statements we believe to be reasonable, but we can give no assurance that those statements will prove to be correct.

We have prepared a detailed discussion of the many factors we believe may have a material effect on our business on an ongoing basis, and have included this discussion on pages 27 to 33

on our Form 10-K for the year ended June 26th, 2004. Now I would like to introduce to the call David Gibbons, Chairman, President, and Chief Executive Officer of Perrigo. Dave?

David Gibbons: Thanks, Doug. This morning we announced the definitive agreement to join two leading companies in healthcare, Perrigo and Agis Industries. This combination brings us talent, technology, and exciting new growth opportunities. We re putting together the best of consumer healthcare and the best of pharmaceuticals.

I m proud to have with me this morning, Mori Arkin, Chairman of Agis; and Doug Schrank, Perrigo s Chief Financial Officer. Also in the room is Refael Lebel, the President of Agis, who along with the rest of us will be available to answer your questions. We will walk you through a detailed description of the transaction, and the benefits we see, and then we will take your questions.

If you have not seen a copy of the press release, it is available on our Web site at www.perrigo.com. It s hard to imagine a more complimentary combination of companies in our industry. This transaction joins Perrigo s leadership in store brand OTC pharmaceutical and nutritional products, and our outstanding customer relationships and distribution network, with Agis strong position in topical generics, and their growing EPI business.

Together, we will have these enhanced strengths, plus excellent R&D, and an experienced global management team. The combination joins two companies with track records of growth. Both companies have consistently grown at the top and bottom line.

On a standalone basis, both Perrigo and Agis have grown at a strong pace. Perrigo s operating income has grown at 41 percent compound growth rate over the past four years, while Agis has grown at 33 percent, and on a pro forma combined basis, the growth rate is 39 percent.

This growth in our operations has driven significant shareholder value for both companies shareholders. And the benefits to shareholders of both companies have been measurable. Since May 2000, both Perrigo s and Agis market caps have more than tripled.

Looking at a summary of the offer, Agis shareholders will receive .8011 Perrigo shares, and $14.93 in cash for each Agis share they currently own. At our closing price on Friday, this represents an offer price of $20 million and 87 cents, a 21.4 percent premium to Agis closing price in the Tel Aviv Stock Exchange last night. The total transaction is valued at $818 million, and Agis shareholders will own 23 percent of the combined density following completion of the transaction.

The new company will keep the Perrigo name, and remain headquartered in Allegan, Michigan. Our stock will be listed both on NASDAQ and in Tel Aviv. We will expand the board to 11 seats with Mori Arkin joining the board as Vice Chairman, and having the right to nominate one additional director. He will also have the right to nominate one more director upon the next vacancy.

The transaction is subject to the shareholder approval of both companies, and also the customary regulatory approvals. We expect the transaction to close during the second calendar quarter of 2005. At this point, it s my pleasure to turn this over to Mori Arkin.

Mori Arkin: Thank you, Dave. It is a pleasure to be here with you today. I know that I speak on behalf of everyone on the Agis team as we are excited about this transaction, and looking forward to working with you and the entire Perrigo organization.

In the recent (stock), both managements have spent regular time working together, both here in the United States, and in Israel, and we have discovered breakthrough (liabilities) in our companies and in our culture. We have found that our businesses complement one another very well.

We both share a rich heritage of commitment to quality, a commitment to our employees and customers. I am confident that the integration of these companies will be smooth. For those of you just learning about Agis, let me tell you that we were founded in 1961 by my late father. I have been running the company since 1972.

Agis develops, manufactures and markets, genetic pharmaceuticals, (active) pharmaceutical ingredients and other dermatological products, and consumer products. We are a publicly traded company on the Tel Aviv Stock Exchange, and are the second largest pharmaceutical company based in Israel.

We re also a global company. In addition to our extensive operations in Israel, we have manufacturing clients in both the United States and in Germany, and we sell our products in 26 countries around the world. As you can see on slide nine, we have a strong business portfolio. Our (global) facility in New York, for example, manufactures generic prescription drug, and OTC pharmaceuticals for the United States market.

We have also a global API business, which focuses on developing and manufacturing, specialized and higher margin (in each) pharmaceutical compound. And finally we have a pharmaceutical and consumer businesses in Israel.

We take particular pride in our R&D capabilities. Over the past four years, we have invested over $100 million in research and development. Our research professionals have established a rich pipeline. It is this pipeline that is in the heart of our company, and will be a key ingredient of the future growth of our combined company.

The diversity of our portfolio is highlighted on slide 10. It is clear to see here why our business mix is (important to) Perrigo. Agis told me, as it has told all of you, that their risk strategy is to grow in generic pharmaceuticals. We both believe that if you are in that business, it is a

competitive advantage to be a player the API area, and have the option of (pat) integration when it makes sense.

Now you can see that there is an excellent strategic feat between Perrigo and those two parts of our business. In addition, it is a good strategic feat in the OTC area where we see significant opportunity to sell our highly complementary product through Perrigo s established sales infrastructure.

In summary, I believe this combination (proceeds) many of our previously stated strategic goals. This combination with Perrigo allows Agis to accelerate in generics and API, and leverage Perrigo s (OTC) abilities to grow our OTC franchise. This is this is the combination that we believe will provide a great shareholder value for all our shareholders, and we look confidently to the future as part of a combined Perrigo. Thank you. Dave.

David Gibbons: Thanks, Mori. And for those of you who are not familiar with Perrigo, Perrigo is the store brand, over-the-counter market leader. We have 65 percent market share today, and in fact Perrigo invented the category back in the 1980s. We supply many of the leading retailers, people like Wal-Mart, CVS, Kroger, et cetera, in the food, drug, and mass channels.

We re the world s largest manufacturer of store brand healthcare products. We have a very strong U.S. presence, in fact there s a good chance our products are in your medicine cabinet in several places, but you probably don t even know it because our name is not on our products.

As many of you already know, those who have followed us, our stated strategy since 2003 has been to enter the generic marketplace. It s a logical extension of our existing business. Generics over the past five years have been growing at 10 percent or more per year average.

This is a great opportunity for us to leverage our core capabilities in a category that is growing at a faster rate than Perrigo s existing categories. And we can leverage those R&D capabilities, we

can leverage our low-cost manufacturing, and mass customize packaging expertise. We can leverage our strong retailer relationships, and pull it together to drive growth in the years to come.

I personally spent a great deal of time with Mori and Refael, as Mori and Refael have spent a good bit of time lately with me and my team. This is the launch into generics that we have been looking for and talking about, and the API business is a wonderful compliment to it.

You can see, as we do, how putting these two companies together makes excellent strategic sense, and positions us well to grow in the future. You heard me just talk about how important generics is to our strategy. You see on this slide, Agis also brings huge benefits through their presence in API, OTC portfolios, and differentiated pharma technologies.

The new company will be a unique and powerful combination. It gives us a generics platform with a broad (capital) portfolio, and really jump-starts Perrigo s entry into generics.

Gives us an API business with specialized capabilities, and opportunities for back integration where appropriate. Gives us a complimentary OTC portfolio without much overlap. Gives us a very strong global management team, one of the most important things to us in this deal as well. Gives us synergy opportunities, and it gives us strong financials right out of the gate.

We get a generics platform with a broad topical portfolio that accelerates Perrigo s current strategy for generics entry, with a strong position in topical generics through Clay-Park, Agis U.S. subsidiary. The combined company has 36 marketed generic Rx products, with over $100 million in sales, 17 (Andes) approved by FDA in the last three years, and three approved EU registration in the last three years.

And as we look to the future, we see an expanding product line with 12 (Andes) pending with the FDA, and 35 products under development. It s also important to us to look at the API business that is coming together in this transaction.

It gives us the ability to focus on complex to develop and manufacture compounds, to make strategic R&D investments, as have been made in the past number of years by the Agis team. We get a terrific intellectual property portfolio, manufacturing facilities that meet all FDA and EU requirements, vertical integration opportunities in API, as well as a global customer base for API, which is also very important to us on a continuing basis.

The complimentary OTC portfolio, as I mentioned before, has limited overlap, and will give us a terrific opportunity to leverage Agis product portfolio through Perrigo s infrastructure, and from Perrigo s standpoint to leverage Agis creams and ointments expertise to help us develop new products.

This just gives you an example of the extensive dosage form technologies that are available to the two companies as we come together. And finally, we re certainly pleased that we that we put together such a great strong global management team.

We re pleased that the Agis team is every bit as excited as the Perrigo team about this combination, and is every bit as committed to driving growth to the future as the Perrigo team is, and we really look forward to pulling this team together over the next few months, finishing with the integration process, and then really driving growth the growth opportunities which we see in this combined company. At this point, I d like to turn this discussion over to Doug Schrank, our CFO, and he is going to go through the financials, starting with a look at synergy opportunities.

Doug Schrank: Thanks, Dave. We have identified several areas where we will be able to generate synergies. On the cost savings side, we are planning to consolidate our distribution networks in the U.S.A. We also believe there will be benefits from having our two R&D organizations work together, and also from increasing efficiencies in the combined companies manufacturing facilities.

In addition to cost savings, we see good opportunity to enhance our combined revenue, primarily through leveraging Perrigo s infrastructure and customer relationships to drive increased performance from Agis generic and OTC product portfolio.

We also believe our unique capabilities in Rx to OTC switching will provide huge opportunities over the medium and longer term. What is more, we believe that Agis will provide a solid platform to gain access to the European market.

Now let s look at the pro forma combined financial results. Combining these two companies also has a benefit of creating a powerful organization from a financial standpoint. The combined Perrigo and Agis would have historical sales of 1.3 billion, over 400 million of gross profit, and almost $200 million of EBITDA. What is more, the combined company will also have strong pro forma margins.

In terms of financing the acquisition, the total cash consideration would be about $409 million. We expect that by the time the transaction closes, Perrigo will have around 200 million of cash on its balance sheet. We intend to use this to partially finance the acquisition, and the balance of the cash that s required will be financed using bank debt. We also intend to put a revolving credit facility in place to fund any seasonal, working capital requirements.

We expect that Agis will have approximately $15 million of net debt on its balance sheet at closing, and we will assume this. But also expect to be able to pay down a significant amount of the new debt in the combined company due to strong cash flows that will be generated.

With regard to the impact on Perrigo s earnings per share, excluding synergies, we expect the transaction to be neutral to Perrigo s GAAP earnings per share for the fiscal year ending June 2006, and accretive thereafter. With even modest synergies, we expect the transaction to be accretive in 2006.

Excluding the non-cash charges creating by this created by this type of combination, mainly intangible amortization, the transaction is accretive to earnings per share cash earnings per share immediately, again excluding the positive impact of the synergies. Now let me turn it back over to Dave.

David Gibbons: Thanks, Doug. This is truly a very powerful combination. It s based on the growth that we can create together, not on synergies and cost cutting. The transaction will immediately establish Perrigo as a true generic company, while adding to the strength we currently have in over-the-counter and nutritional businesses.

Mori, I and our management teams have spent considerable time here in the U.S. and in Israel. We re convinced there s no better combination of two companies, and we look forward to a very bright future. Thank you all very much. And at this point we will open it up for questions.

Operator: I would like to remind everyone, if you would like to ask a question, please press the star key followed by the digit one on your touch-tone telephone. Again if you would like to ask a question, please press star one. And we will pause for just a moment to give everyone an opportunity to signal. We will take our first question from Derek Leckow with Barrington Research. Please go ahead, sir.

Derek Leckow: Thank you. Good morning, and congratulations on reaching this important milestone in your long-term growth strategy. My first question deals with the excess manufacturing capacity that you currently have, can you talk a little bit about your opportunities to combine some manufacturing facilities perhaps?

David Gibbons: This is this is Dave Gibbons. And what we really see with this is an opportunity to drive the growth. And as we said, we re not looking the rationale behind the deal is the synergies we can generate to drive that growth, not cost cutting synergies.

So we are not coming out of the gate in any way coming out with the expectation of closing facilities. We see opportunities for bringing some of Perrigo s manufacturing and packaging expertise and optimizing Agis manufacturing facilities in the U.S. We also see opportunities with the distribution network for getting cost savings. So certainly opportunities there, but that is not the driver behind this deal. We see this as a terrific growth vehicle.

Derek Leckow: OK, so it sounds like you re going to be leveraging your existing distribution, which or your existing manufacturing, which had been a key part of your strategy to all along. As it relates to bringing products into the U.S. market, can you discuss any key product lines that you might be able to enhance on the distribution side?

David Gibbons: I would I ll comment, just the fact that we ve been talking for a while now about the opportunity for Perrigo to expand into the generic space. And we have also for more than a year now said that we were going to be actively looking for the right opportunity in generics, and that s what this is all about.

We have just jump-started our generic prescription drug business in a very big way with this combination. In fact I turn it over maybe to Mori for a couple of minutes, and let Mori tell you about their generics business, which will be combining with Perrigo.

Mori Arkin: Thank you, Dave. First of all I would like to highlight that the nature of Agis is we are providing Perrigo with, that other than $400 million in sales, $200 million in the United States. So and just out of 65 percent of business is going to national.

So $200 million we are now providing Perrigo is divided into API business. Into and generic finished product generics, mainly the topical field. Now in the topical field we are one of the three leading providers in the United States, along side with (Carro), and (Peugotana). We re very a large part of our R&D effort has been directed toward the topical area.

The topical area is very difficult to manufacture, and to formulate, and difficult to show (bio-equivalents) area in the generic field. So typically it is not very competitive, and because a lot of barriers to entry, both in the manufacturing side, the regulatory side, and then clinical (bio-equivalents), et cetera, et cetera. Now the field of the field of topicals is an expanding field.

The main the core business is dermatological products, where as we said we are one of the leading companies. But we explained this topical field to other areas, such as again everyone difficult in its own way suppositories, nasal sprays, (foam) technology. We are going to be, I guess, the leading player of generics in this in new topical area of product dermatological products that are developed and formulated in (foam) technology.

Thanks to our topical infrastructure, we have developed a very state of the art (foam) business that we have combined will compete, as we are guess pioneered generic in the field of the (foam) technology. That is another very important area, this is (transdermal) hormone delivery system.

You see today a switch in hormone therapy from patches to (transhormonal) gels that are becoming more and more important, both for treatment of hormone replacement therapy in females and men and males. We have a very large portfolio of sophisticated products that will compete in this difficult to develop (transdermal) business.

So all together we ll be providing Perrigo a comprehensive expertise and product lines, and product launches, and consistent product launches in the next year in this expanded topical field. In addition to that, the option to make back integrations for the API, and specialized (Solidose foam)s that we are today selling in Europe, and we will now sell through Perrigo also in the United States.

Operator: We will take our next question from Joe Norton with Banc of America Securities. Please go ahead.

Joe Norton: Yes, good morning, everyone.

Male: Hey, Joe.

Male: Morning.

Male: Morning.

Joe Norton: Can you can you give me a little bit more I m a I m a little unclear on what you re saying about the accretion in the various years, and whether that s before or after the charges. Can you just try to clear that up a little bit, Doug?

Doug Schrank: Yes, Joe. Let s we expect this to close in our fourth quarter of fiscal 2005, so the second quarter of calendar 2005. The first full year after that, 2006, which would be ending in June of 2006, we would expect this transaction to be relatively neutral on a GAAP EPS basis without including any synergies.

Joe Norton: OK.

Doug Schrank: If you added the synergies in, we think it would be slightly accretive. And if you go to the cash basis, and you know that s where I d rather go ...

Joe Norton: Right.

Doug Schrank: ... it is definitely accretive without synergies in the first year. The intangibles that you end up creating in this transaction are sizeable, and they deduct from GAAP, but obviously on a cash basis would be very strong.

Joe Norton: OK. And you but you can t quantify what those would be at this point?

Doug Schrank: At this point, we have we re in the process of looking at those, we have an idea of the range. And as we need to work together with the Agis people to really fine tune that before we d really go to market with a with a number. But there s many questions because these are complicated products, they re very they re obviously generic topical products, and we need their assistance to help us define those numbers.

Joe Norton: OK. And is this the kind of thing where this is this is going to be a is this like an inventory write-up, or something related to the goodwill that just kind of goes away in a couple of quarters? Or what exactly are we you know, what s the timeframe of the intangibles ...

Doug Schrank: Well in this ...

Joe Norton: ... being written off?

Doug Schrank: Well in this sort of an acquisition, you have the normal things that you would have in a consumer products acquisition where you would write up inventory. But also in this one you have a pipeline of products that have not yet been approved by the FDA, which go on the books as intangibles rather than goodwill. And those products would be written off over the expected life of those products, which is typically 15 years on average, you could use that as a as a typical number.

And we re in the process of putting together an integration team working hand in hand members of the Agis team, members of Perrigo to really understand those kinds of processes or amounts as we develop the integration plan to really combine these businesses once we close, and really hit the floor running at the closing date. So all of this is sort of tied up in the integration planning that we have to do.

Joe Norton: OK. And then in terms of synergies and integration, is it too soon to really have a timeline laid out for that? Or is that something you re going to set over the next, you know, six, seven months? I mean...

Doug Schrank: I would say that we re starting on the integration planning. We ve got people identified, we have some of the key milestones identified. This transaction would close somewhere between the end of March and the end of April, just depending on the (S4) process. So we will be working very hard in that timeframe to have a very clear process going forward once it closes.

Joe Norton: OK. Good, thanks, that s all I ve got right now.

Operator: We will take our next question from Linda Bolton-Weiser with Oppenheimer. Please go ahead.

Linda Bolton-Weiser: Thanks. Can I ask this of Mr. Arkin why he is selling out, and what this what does his company sort of get from Perrigo strategically? And also, what does this mean for your other agreements with Bentley Pharmaceuticals and with the other development that you have going on with another third party company?

Mori Arkin: Well the decision to look for a merger candidate in the United States has been the product of our strategic plan formulated a few years ago when we identified that the main market that we would like to concentrate is the American market. We felt that we would be able to provide very important product for sale in the American market where we made the plan two years ago.

But we also at that time forecasted that the consolidation trend that will take place in the American market, it will be right for the company to assure critical mass, and at all times to join with a stronger player in the American market in order to combine the bigger companies. That was the cornerstone of our strategy through the last five years.

And when the idea was to reach a certain size which is approximately the size that we ve reached today, and then try to actually look for a partner. And when we singled out the most appropriate partners, and most competitive partners with us, Perrigo was singled out as one of those most competitive companies.

One because of their interests into the pharmaceutical generic prescription product, plus the fact that we have a strong and growing topical OTC line, so naturally we started to look for the company that could extract value and synergy from that part of the business to hear the (complementarity) of not only our prescription product strategy, but also our topical (strong) and OTC made Perrigo particularly attractive partner.

Male: And the other part of your question was about Bentley, another agreement, there will be no change that I foresee in any of that work. We will continue with that, as you know, in the generics industry there s a lot of companies that do work together, and as we continue to move down the path of becoming a larger generic prescription drug company in the years to come, we would we would continue also to get part of our growth from those types of agreements.

Linda Bolton-Weiser: OK. Thanks a lot.

Male: Thanks, Linda.

Operator: We will take our next question from Doug Lane with Avondale Partners. Please go ahead.

Doug Lane: Thank you. Good morning. Those (things that) (know) what do you see would be the impact, if any, of your existing relations with other suppliers, like (Andrex) or Teva, now that you re fully in the generic drug business?

Male: I will Doug, I don t think it s going to have any negative impact at all. Companies in this in the generics arena both work with each other and compete with each other many, many different times on many different products.

I would I would also point out that while we will continue the work that we are doing in the some of the agreements we have in (Solidose) and products like that, we we re also keep in mind, we re really focused with this acquisition in an entry position coming in with a platform that s based on the topical area, which doesn t have as much direct competition with many of these other players.

And the other thing I would point out is that today Teva is a customer and supplier of Agis already, and Perrigo also works with Teva, and both Perrigo and Agis have good relations with Teva, and other generic pharmaceutical companies.

Doug Lane: OK, that makes sense. And just not being familiar with Agis, of the $200 million that they do in the U.S., how much of that is generic, and how much of that is OTC?

Mori Arkin: There are three factors, if you will. There s the API business.

Doug Lane: Right.

Mori Arkin: And there is the finished product business. Within the API sales in the United States, about $40 million, this is to third parties. The Rx generics is about 100 million, and their OTCs between 60 or 70 million.

Doug Lane: Is there any overlap on the OTC as it stands today?

Mori Arkin: Also that s part of the beauty I guess that there is very little overlap, because Agis specializes in the topical area of OTC like first aid and similar products, which is I guess the only part of the

OTC product line that Perrigo is not present in its typical strengths in the marketplace. So joining these two businesses will be almost highly complimentary, and will make the line of the offer by Perrigo in the OTC business as complete as possible.

Doug Lane: Makes sense. OK, thank you.

Operator: We will take our next question from David Maris with Banc of America Securities. Please go ahead.

David Maris: Good morning. Two questions, first one of your for Perrigo, one of your core strengths is the custom packaging. How do you think this will play a role in the generics area going forward? And then separately, for either party, what s the status of the trade discussions of the U.S. and Israel?

And what do you think the potential for Israel to be on the U.S. TR priority watch list when that becomes public in April of next year? And do you think that Israel will implement five-year data exclusivity for filings in Israel?

Male: I ll take the first part of that, David. I think there s a tremendous opportunity for Perrigo and for the combined new company with custom packaging. Perrigo has both the store brand over the counter franchise on its capability to do a very good job of running lots of different products, very you know, moving them along through our line, and changing over in packaging, customizing that packaging customer by customer.

We see lots of opportunities in the generic prescription drug space to bring our custom packaging capabilities to bear. On generic Rx I think there s going to be even more opportunities as we look at the aging population.

And the fact that by some estimates probably 80 to 90 percent of prescription products, pills that are picked up at the pharmacy go unused because the consumer the patient does not take the pills when they re supposed to. I think that Perrigo has some great opportunities for customized packaging here. For the other part of your question, I ll toss that over to Mori.

Mori Arkin: Well regarding the risk of the threat of the watch list, and intellectual property aspects, I think that is and I can speak for the pharmaceutical part where I m more informed, the Israeli government is totally committed to resolve all intellectual property issues, and to establish in Israel intellectual IP protection that is comparable to Europe and United States, I would say slightly better from Canada and other markets.

In five years the government has already agreed in principle to establish a five-year exclusivity period to extend (patents) along the same lines. Now there are some differences between what the Israeli administration (says), and possibly some elements in the American system.

But (I tend to think) to say, and from good knowledge, that the differences are small and frankly speaking exaggerated and amplified more by the big pharma than by people in the administration. So I think the gap today between the intellectual property policy of Israel and United States is very small, and will be definitely resolved within the next month.

David Maris: But you don t see if it is implemented as you think it will be with five years, that it would have any change to your business process, or for that matter for the other Israeli generic company, Teva?

Mori Arkin: No, the five-year exclusivity, which is reasonable, affects mainly the ability of local, generic Israeli companies to enter the market for products that are not (patent) protected in a very short time after the launch of the brand.

This is basically not a big factor at all because most products have a patent that outlives the five-year protection, outlives the five years exclusivity period. But from our perspective, our company has not been engaged in this type of generic exclusivity, and also the effect of these changes for our business particular business is completely negligible.

David Maris: Thank you very much.

Operator: We will take our next question from Keith Markey with Value Line. Please go ahead.

Keith Markey: Hi, thank you for taking my question. Actually I have a couple. You broke down U.S. sales of the of Agis business. And I was wondering if you could do that on a worldwide basis firstly. And secondly, I was just sort of penciling in the impact of the deal on your balance sheet, and I was wondering if these numbers made sense, roughly 225 to 250 in debt, and maybe 775 million in equity at about the time shortly after closing?

Male: Keith, let me take the last part of that question first. When we look at the amount of money we have to borrow, the 225 to 250 is right in the ballpark. That when you combine that with the cash of 200 million that s on our balance sheet, and the net debt that s on Agis balance sheet, that s approximately where we re going to end up.

As it relates to shareholders equity, you have to remember that we have in process R&D in this in this transaction, and that number ranges from about 100 and what is it, 120 million to $240 million. When that number is solidified, and we will do that as we move forward on our integration process, that gets written off at the point of the combination. So that will reduce our shareholders equity. But other than that, your numbers are appropriate. And the in process R&D is not 120 to 250, it s really 250 to 300.

Keith Markey: OK, great. Thank you.

Mori Arkin: Regarding the breakdown of sales worldwide, it looks like 200 million (is on) the United States. Between 60 to 70 million additional 60 to 70 million are in the rest of the world, primarily in Europe, and within Europe, mainly Germany and the U.K. The rest remainder of about $130 million is domestic business, which is again divided more or less 50/50 between consumer products and OTC on the one side, and prescription products on the other side.

Operator: We ll take our next question from Andrea Bici with Schroeders. Please go ahead.

Andrea Bici: Hi. Two questions, first have you thought of denominating the debt to acquire this transaction in Israel? And can you explain how you ll handle maybe your kind of injecting some, you know, foreign currency exposure into your business?

Secondly, in reviewing acquisitions, how many Indian companies did you review and did you do due diligence on before you arrived at the decision on Agis? And then finally, I called you about this last week, now I know why I hadn t got a call back. Can you address this your maybe your vitamin business and this whole controversy surrounding Vitamin E and your exposure to that?

Male: I ll answer a couple of parts of that, Andrea. In terms of Indian companies, there are a lot of Indian companies that are in the generic space, and looking to expand into the U.S. market. While we have had some discussions with Indian companies as we look at the possibilities of partnering or aligning ourselves in any number of different ways with those companies, we have gone and talked to some of those companies.

But in terms of due diligence, the company that we selected to work on due diligence with was Agis for many of the reasons we talked about, we look at the fact that it is neutral, and even with modest synergies it will be accretive.

It gives us a great growth opportunity with the platform into generics that it gives us. So we had a pretty I won t say easy task because you always look very carefully at all the opportunities. But we certainly did not get anywhere down the road like this with any of the Indian companies.

And then you had a question on Vitamin E. And Vitamin E is not is not a major product in our line, it does show up, we do sell Vitamin E, we do have products with Vitamin E that are in combination with other products. But it is not material at all to our line, it will be a bigger part of many other vitamin supplier s lines than it is to Perrigo.

Andrea Bici: Great, thanks.

Male: And, Andrea, let me answer the debt question. We will likely finance this transaction with U.S. debt, obviously the most important thing in that transaction is the cost of that debt, and the U.S. market s probably one of the most efficient in the world. So that is probably where we would go to actually incur the debt.

As it relates to foreign currency exposure, we would handle that just like we do today. We have operations in both the U.K. and in Mexico, we have the exposure there with currencies that actually are going the going different ways at this point in time. We would manage we would look at the exposure in Israel, and would manage that in a in a similar fashion. And that is pretty generally how we think this will fall out over time.

Andrea Bici: OK, thanks.

Operator: We will take our next question from Michael Klahr with UBS. Please go ahead.

Michael Klahr: I caught my question was regarding the fine, and you ve already answered that. Thank you.

Operator: We will go next to Craig Naude with Shorewater Limited. Please go ahead.

Craig Naude: Thank you very much. Good morning, folks. Can I just ask you quickly, with regard to the potential for review by the various regulatory authorities that you may have to consider, I presume you ll be putting in an (HSR) application relatively soon.

Can I just ask though whether there s likely to be any complications arising at the office of the chief scientist in Israel? That s the first question. Then secondly, could you just clarify for me, am I right in thinking that there is no actual financing condition in the merger agreement? Thanks.

Doug Schrank: Craig, this is this is Doug. There is no financing condition I can t tell you for sure what s in that agreement. I mean the agreement will be filed shortly, and you ll be able to look up that up. But if you look at the strong balance sheets that both Agis has and Perrigo has, this transaction will not be difficult to finance at all. We have $200 million of cash on the balance sheet by the time this closes, we only need 400 plus to make that happen. So financing really is not an issue in this transaction.

Craig Naude: Yes.

Doug Schrank: As it relates to the chief scientist in Israel and I ll let Mori correct me here as I answer it. But that was a great significance as we looked at the transaction because of the very many of those that Agis has been or Agis has been able to or get into their portfolio. It obviously has a the ability to reduce their tax rate, we believe that all of that will be transferable upon closing, as long as we continue to follow the tenures of those agreements, which we would intend to do.

Craig Naude: OK, thanks very much, gentlemen. Good luck.

Operator: We will take our next question from Amit Yonay with ING Financial Markets. Please go ahead.

Amit Yonay: Hi, congratulations on this deal. Can you just elaborate a little bit more regarding the procedures needed to actually close the deal? I mean in terms of what kind of shareholder approval you need to get it through, a little bit more about the regulatory issues. And if you see any obstacles on the way. Thank you.

Doug Schrank: Yes, Amit, this is Doug again. From a shareholder perspective, this is this will require a vote by both sets of shareholders, both Agis and Perrigo. We will be putting together the appropriate SEC and or (S4) or documents in the U.S., there s a similar sort of document that s required in Israel, and it s just a process that we ll move down the path.

As it relates to regulatory, remember this is a very complimentary transaction. There s very little overlap of business between Agis and Perrigo as it relates to product portfolios. So I don t believe that the regulatory process will be substantial at all, and it just takes time to get through Hart-Scott-Rodino, but we don t see any problems with that.

Amit Yonay: OK, just I guess one more follow-up regarding just a little bit more elaboration on the actual vote of shareholders. How much do you need from both companies to actually approve it? Thanks.

Doug Schrank: I would have to admit, I m not a lawyer. I know in the U.S. that it requires a vote of the majority. I believe in Israel it requires a vote a different kind of vote because of the fact that Mori has significant ownership.

He has about 46 percent ownership, so I as I understand it and I would much rather have the lawyers answer that, and we don t have it in the room, but we believe it s about 75 percent, including the shares of Mori Arkin.

Amit Yonay: Thank you very much. Good luck.

Doug Schrank: Thank you.

Male: Thank you.

Operator: We will take our next question from Duane Kennemore with First Capital Alliance. Please go ahead.

Duane Kennemore: Gentlemen, congratulations on the on the transaction. I m sure it will work out well.

I just had a quick question. In terms of the, you know, background of how this transaction came together, what was the process by which Agis, you know, shopped itself around and ultimately found Perrigo as the best partner going forward?

David Gibbons: This is Dave Gibbons. We felt we found Agis. We have said we said oh probably almost a year and a half ago now, we had said that we wanted to enter the generic prescription drug business, and that we would have a three-prong strategy.

We would develop our own business internally, we would partner with partner with others, and very importantly we said we would we would look for the right acquisition partner. We have carefully been looking at possible acquisition partners as we have spent the last year and a half following this strategy.

And the reason for that strategy was that we see OTC and vitamin nutrition growth in the low single-digit range. And we have seen generic prescription drug growth in the 10 percent or more range, and even if you look at some estimates lately saying, oh it might slow down to seven percent, that still looks good to a company that s been actually quite successful in a market environment of only one or two percent market growth.

So that s what had us interested in generics. And we thought Agis was a terrific fit with us, so we started talking to them in the recent past, and as we have been over to Israel and they have spent time with us here in the U.S., we have become very comfortable with Agis as a partner for the future with Perrigo. And that s really how it s come about from our side.

Duane Kennemore: And from the Agis side?

Mori Arkin: On the Agis side, Agis a few ago, when we were well let s say the beginning of the (decays) when we have like 10 years ago, when we had started to build our systematically our international business, we first of all decided to focus on the American market.

And then we figured that we will reach a certain size, and a certain and an attractive portfolio, the next step would be then to team up with a stronger American company in order to ensure critical mass and the and the platform for further growth in the future.

So the this stage has arrived more or less as planned in the last year or so. And we are have been systematically surveying, first of all, the American partners in order to single out those partners where the compatibility will be optimal.

And among these companies, Perrigo was one very high on the list because of the fact that in addition to their production and operation strengths in the pharmaceutical business, and the and in the OTC business, and their commitment to enter the pharmaceutical business, and their they had also this complimentary unique situation also now private labels for the topical business, which was unique to Perrigo.

So we felt we felt our investment bankers that rather than offering ourselves to everyone, we would limit ourselves only to those companies that we felt (a priori) that (are) a good strategic (feat). And we approached and they approached a selected number, in fact three companies out of which we also singled out, Perrigo is the most compatible partner.

Duane Kennemore: OK. Thank you, gentlemen. And congratulations again. I have just one last quick question.

Male: This will this will have to be the last question, so we ll take this follow-up, but then we can t take any more questions, we are out of time. So if it s a quick question, go ahead.

Duane Kennemore: All right, it s a very quick one. You know, I know the merger agreement will be filed in coming days. But what kinds of breakout provisions are there that secure the deal?

Male: We feel very secure about the deal, but there is a $25 million break-up fee.

Duane Kennemore: OK, thank you, sir. And good luck again.

Male: OK, thank you all.

Male: Thank you.

Mori Arkin: Thank you.

Operator: Ladies and gentlemen, this will conclude today s conference call. We thank you for your participation and you may disconnect at this time.

END

Additional Information and Where You Can Find It

Perrigo intends to file with the SEC a Registration Statement on Form S-4, which will include a proxy statement/prospectus of Perrigo and other relevant materials in connection with the proposed transaction. The proxy statement/prospectus will be mailed to the stockholders of Perrigo. Investors and security holders of Perrigo are urged to read the proxy statement/prospectus and the other relevant materials

when they become available because they will contain important information about Agis, Perrigo and the proposed transaction. The proxy statement/prospectus and other relevant materials (when they become available), and any other documents filed by Perrigo with the SEC, may be obtained free of charge at the SEC s web site at www.sec.gov. Investors and security holders may obtain free copies of the documents filed with the SEC by Perrigo at www.perrigo.com. Investors and security holders are urged to read the proxy statement/prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the proposed transaction.

Perrigo and its respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Agis and Perrigo in favor of the proposed transaction. Information about the directors and executive officers of Perrigo and their respective interests in the proposed transaction will be available in the proxy statement/prospectus.

Agis and its respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Perrigo and Agis in favor of the proposed transaction. Information about the directors and executive officers of Agis and their respective interests in the proposed transaction will be available in the proxy statement/prospectus.

tary, Treasurer and Director Robert L. Cox, Chairman, President, Director, and Chief Executive Officer - Prior to joining CareDecision, Mr. Cox was the Chief Executive Officer, President and Director of Tower Realty Trust, Inc., a publicly traded Real Estate Investment Trust ("REIT"). Prior to holding the positions of CEO and President, since 1995 Mr. Cox served as the Executive Vice President and Chief Operating Officer of Tower Equities until October of 1997, when Tower Equities became a public company (Tower Realty Trust, Inc.). Prior to that, Mr. Cox served as Vice President of Development and Construction of Tower Equities from March 1987 to March 1995, where his main responsibilities included supervising all of Tower Equities' development and construction projects. Mr. Cox is a graduate of Florida State University. Committees of the Board We presently do not have any committees. [Balance of this page intentionally left blank] /23/ Executive Compensation The following table sets forth all compensation paid to our executive officers for the calendar years of 2001 & 2002: Annual Compensation Payouts -- Securi- Long- All ties Term Other Other Restri- Under- Incen- Comp- Name & Annual cted lying tive ensa- Principal Salary Bonus Compen- Stock Options Plan tion Position Year $ $ sation Award(s) (#) Payouts ($) --------- ------ -------- ------- ------- -------- ------ -------- ---- Robert Cox 2002 0 0 0 0 0 0 0 President, 2001 0 0 0 0 0 0 0 Secretary & Treasurer Executive Employment Agreements Currently, there are no employment agreements with executives. Certain Relationships And Related Transactions There have been no actual or proposed transactions that occurred over the past two years to which any person related to the issuer had or is to have a direct or indirect material interest as set forth in item 404 of Regulation S-B of the Securities and Exchange Act of 1933. Security Ownership of Certain Beneficial Owners and Management The following table presents certain information as of September 30, 2002, with respect to the beneficial ownership of our common stock by: (a) Each person who is known to be the beneficial owner of more than 5.0% of any outstanding share; (b) Each director and executive officer of our company; and (c) All executive officers and directors as a group. As of November 21, 2002 there are 73,864,137 shares issued and outstanding common stock. Please note that unless otherwise specified, the named beneficial owner has, to our knowledge, sole voting and investment power. Common Stock Name of Beneficial Number of % of Beneficial Owner1,2,3,4 Shares Ownership Anfel Trading 4,206,531 5.7 Barbara Asbell 5,483,057 7.4 Keith Berman 8,500,056 11.5 Robert Cox 653,625 .9 ---------- ------ All Directors and 18,843,269 25.5 Executive Officers as a group (1 person) 1. Anfel Trading can be contacted at 505 Park Avenue, New York, NY 10022. The president and principal of Anfel Trading areis: Jackie Bronner. 2 Barbara Asbell can be contacted at 7061 Los Coyotes, Camarillo, CA 93012. 3. Keith Berman can be contacted at 1623 Elmsford, Westlake, CA 91361. 4. Robert Cox can be contacted at 16 Wood Hollow Lane, Fort Salonga, NY 11768. /24/ Stock Option

Plan We currently do not have a formal employee stock option plan. Our Board of Directors may institute a formal stock option plan upon the successful conclusion of the offering. Description of Securities Our authorized capital stock is 200,000,000 shares of common stock, par value $0.001 per share and 5,000,000 shares of preferred Stock, par value $.001 per share. As of September 30, 2002, we had issued 73,864,137 of our shares of common stock and no shares of preferred stock. The following brief description of our common stock and preferred stock is subject in all respects to Nevada law and to the provisions of our Articles of Incorporation, as amended and our Bylaws, copies of which have been filed as exhibits to our initial 10-SB Registration Statement filed with the Securities and Exchange Commission on September 27, 2001. Common Stock As a holder of our common stock: (a) You have equal rights to dividends from funds legally available, ratably, when as and if declared by our Board of Directors; (b) You are entitled to share, ratably, in all of our assets available for distribution upon liquidation, dissolution, or winding up of our business affairs; (c) You do not have preemptive, subscription or conversion rights and there are no redemption or sinking fund provisions applicable; (d) You are entitled to 1 vote per share of common stock you own, on all matters that stockholders may vote, and at all meetings of shareholders; and (e) Your shares are fully paid and non-assessable. Additionally, there is no cumulative voting for the election of directors. Preferred Stock We are also authorized to issue up to 5,000,000 shares of preferred stock, $0.001 par value. Although, we have not issued any preferred stock to date, nor have we developed the descriptive attributes of these preferred shares, we can issue shares of preferred stock in series with such preferences and designations as our board of directors may determine. Our board can, without shareholder approval, issue preferred stock with voting, dividend, liquidation, and conversion rights. This could dilute the voting strength of the holders of common stock and may help our management impede a takeover or attempted change in control. Nevada Anti-Takeover Provisions The anti-takeover provisions of Sections 78.411 through 78.445 of the Nevada Corporation Law apply to CareDecision Corporation Section 78.438 of the Nevada law prohibits us from merging with or selling CareDecision Corporation or more than 5% of our assets or stock to any shareholder who owns or owned more than 10% of any stock or any entity related to a 10% shareholder for three years after the date on which the shareholder acquired the CareDecision Corporation shares, unless the transaction is approved by the Board of Directors of CareDecision Corporation. The provisions also prohibit us from completing any of the transactions described in the preceding sentence with a 10% shareholder who has held the shares more than three years and its related entities unless the transaction is approved by our Board of Directors or a majority of our shares, other than shares owned by that 10% shareholder or any related entity. These provisions could delay, defer or prevent a change in control of CareDecision Corporation. /25/ Anti-Dilution The shares of the CareDecision's preferred stock shall not be subject to dilution unless all the holders of the preferred stock vote to change this preference. In addition, the preferred stock shall maintain its status even if the common stock undertakes a reverse or forward split of its shares. The preferred stock cannot be diluted unless it is converted to common stock. The transfer agent and registrar for our common stock is Interstate Transfer Agent, 874 E. 5900 South, Salt Lake City, Utah 84107. Shares Eligible For Future Sale The outstanding shares of our common stock include shares of common stock outstanding that are "restricted securities," as that term is defined under Rule 144 of the Securities Act, because such shares were purchased or acquired by such stockholders of CareDecision in transactions not involving a public offering, and may only be sold if there is an effective registration statement filed with the Securities Act, in compliance with the exemption provisions of Rule 144, or if there is another exemption under the Securities Act. All the restricted shares of common stock that have been issued at least one year are eligible for sale under Rule 144, subject to certain volume limitations. The outstanding shares also include shares of common stock held by the Selling Security Holders. Such shares have been registered for resale in this document. In general, under Rule 144 as currently in effect, a shareholder, including an affiliate of CareDecision, may sell shares of common stock after at least one year has elapsed since such shares were acquired from CareDecision or an affiliate of CareDecision. The number of shares of common stock, which may be sold within any three-month period, is limited to the greater of 1% of the then outstanding common stock or the average weekly trading volume in the common stock during the four calendar weeks before the date on which notice of such sale was filed under Rule 144. Other requirements of Rule 144 concerning availability of public information, manner of sale and notice of sale must also be satisfied. In addition, a shareholder who is not an affiliate of CareDecision, and who has not been an affiliate of CareDecision for 90 days prior to the sale, and who has beneficially owned shares acquired from CareDecision or an affiliate of CareDecision for over two years may resell the shares of common stock without compliance with the foregoing requirements under Rule 144. No predictions can be made as to the effect, if any, that future sales of shares, or the availability of shares for future sale,

will have on the market price of our common stock prevailing from time to time. Nevertheless, sales of substantial amounts of our common stock, or the perception that such sales may occur, could cause the price of our common stock to decrease and could impair our ability to raise capital through the sale of our equity securities. [Balance of this page intentionally left blank] /26/ Security Holders and Recent Financing On June 28, 2002 we filed a report on Form 8-K with the Securities and Exchange Commission, incorporated herein by reference, whereby Medicius, Inc. ("Medicius"), a Nevada corporation, merged with and into ATR. Pursuant to the terms of the merger agreement, ATR obtained the operations of Medicius. As of June 28, 2002, the Effective Date of the merger, the capital stock of Medicius issued and outstanding immediately prior to the Effective Date was converted into ATR Common Stock as follows: (i) Each share of Medicius Series A Preferred Stock was converted into 3.5 common stock shares of ATR and ..75 ATR common stock purchase Warrants. (ii) Each share of Medicius common stock was converted into 3.0 common stock shares of ATR and .5 ATR common stock purchase Warrants. (iii) After the Effective Date, all Medicius common stock purchase warrants that remain unexercised as of the Effective Date and any Medicius Convertible Notes that remain unconverted or unpaid on the Effective Date remain exercisable for or convertible into the number of common stock shares of ATR based on the same conversion ratio outlined in paragraph (ii) above. The following table lists the shares that were distributed pursuant to the merger agreement. MAXIMUM AMOUNT TO BE OFFERED FOR AMOUNT OWNED AMOUNT OF SECURITY HOLDER'S AFTER OFFERING INVESTOR INVESTMENT 1 ACCOUNT 2 IS COMPLETED 3 --------- ------------ ----------------- --------------- Anfel Trading $168,261.24 4,206,531 4,206,531 Asbell, Barbara $81,322.28 2,033,057 5,483,057 Belcher, Michael $2,488.88 62,222 62,222 Berman, Keith $289,283.72 7,232,093 8,500,056 Binder, Alan $1,422.24 35,556 35,556 CareDecision .net $35,478.32 886,958 1,761,958 Cox, Robert $26,145.00 653,625 653,625 CRS, LLC $42,000.00 1,050,000 1,050,000 DeWitt, Catherine $29,040.00 726,000 726,000 Dobson, William F. $33,555.00 838,875 838,875 Drizin, Chaim $42,000.00 1,050,000 1,050,000 Ducat, Frank $9,300.00 232,500 232,500 Eiskowitz, Leon $4,522.80 113,070 113,070 Friedman, Allen Zev $18,890.04 472,251 472,251 Garber, John $110,782.44 2,769,561 2,769,561 Goldner, Ari $17,184.00 429,600 429,600 Jagunich, Robert $33,000.00 825,000 1,465,000 Kernochan, William $30,000.00 750,000 750,000 Kriger, Marlene $4,722.84 118,071 118,071 Lyons, William $111,688.96 2,792,224 2,792,224 Makowsky, Frady $5,393.40 134,835 134,835 Makowsky, Joseph $10,795.80 269,895 269,895 Maye,r Benjamin $39,831.48 995,787 995,787 Mendlowitz, Moshe $110,400.00 2,760,000 2,760,000 Mund, Sharon $7,555.52 188,888 188,888 NY Auto Mall $26,984.16 674,604 674,604 Patel, Bharat K. $1,500.00 37,500 37,500 /27/ Patel, Kiritkumar $3,000.00 75,000 75,000 Patel, Mafatbhai $3,000.00 75,000 75,000 Patel, Navin A. $1,500.00 37,500 37,500 Patel Sanjay, $45,381.44 1,134,536 1,134,536 Pazderik, Dennis $1,500.00 37,500 37,500 Petras, Michael $17,066.68 426,667 426,667 Poff, Tom $2,488.88 62,222 62,222 P. R. Diamonds $9,045.00 226,125 226,125 Schiffman, Jennifer $9,690.00 242,250 242,250 Schneierson, Daniel $15,831.48 395,787 395,787 Schwartz, David $32,400.00 810,000 810,000 Sharabi, Shabnam $1,422.24 35,556 35,556 Weinstein, David $20,790.00 519,750 669,750 Weiss, Morris $4,053.96 101,349 101,349 Williger, Moshe $10,795.80 269,895 269,895 Wolf, Leslie $4,266.68 106,667 106,667 -- TOTAL $1,475,780.28 36,894,507 44,217,044 (1) Consideration for Medicius shares at $0.04 per share. (2) The conversion has been calculated based on the maximum number of shares the investors can receive in accordance with the merger agreement. (3) Total amount of shares held by the investor. (4) The principals for the following corporations are as follows: Anfel Trading - Jackie Bronner; CareDecision.net - Keith Berman; CRS, LLC - Glen E. Greenfelder, Jr.; NY Auto Mall - Isaac Orzechowitz; Paradigm Partners - Gary Gordon; and P. R. Diamonds - Pincus Reisz. On September 2002, we entered into a consulting agreement with Robert Jagunich. Pursuant to the consulting agreement Mr. Jagunich is to receive 640,000 free trading shares of CareDecision Corporation for consideration of $25,600. On September 2002, for the consideration of 875,000 restricted shares of our Common Stock, we purchased the empower care software and the care.net web domain of CareDecision.net, Inc valued at $35,000. Keith Berman retired his CareDecision Corporation note on September 30, 2002, valued at $42,266.10, interest included, for 1,267,963 restricted shares of our Common Stock. In September 30, 2002, we issued 500,000 restricted shares of our Common Stock to Robert Kotch for consulting services valued at $20,000. In September 30, 2002, we issued 2,539,574 restricted shares of our Common Stock to Paradigm Partners for consulting services valued at $101,582.96. In September 30, 2002, we issued 1,500,000 restricted shares of our Common Stock to Barbara Asbell for consulting services valued at $60,000. The total number of shares to be registered through this SB-2 filing is 44,217,044. 28 Part F/S: CareDecision Corporation, Financial Statements CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Table of Contents Page Independent

Accountant's Review Report 31 Consolidated Balance Sheet September 30, 2002 32 (unaudited) Consolidated Statements of Operations For the Three 33 Months Ended September 30, 2002 and 2001 (unaudited) and For the Nine Months Ended September 30, 2002 and 2001 (unaudited) and For the Period July 6, 2000 (Inception) to September 30, 2002 (unaudited) Consolidated Statements of Cash Flows For the Nine 34 Months Ended September 30, 2002 and 2001 (unaudited) and For the Period July 6, 2000 (Inception) to September 30, 2002 (unaudited) Notes to Financial Statements 35 - 37 /29/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Consolidated Balance Sheet as of September 30, 2002 (unaudited) and Consolidated Statements of Operations for the Three and Nine Months Ended September 30, 2002 and 2001 (unaudited), and For the Period July 6, 2000 (Inception) to September 30, 2002 (unaudited) and Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2002 and 2001 (unaudited), and For the Period July 6, 2000 (Inception) to September 30, 2002 (unaudited) /30/ Beckstead and Watts, LLP Certified Public Accountants 3340 Wynn Road, Suite C Las Vegas, NV 89102 702.257.1984 702.362.0540 fax INDEPENDENT ACCOUNTANT'S REVIEW REPORT Board of Directors CareDecision Corporation (formerly ATR Search Corporation) (a Development Stage Company) New York, NY We have reviewed the accompanying balance sheet of CareDecision Corporation (former1y ATR Search Corporation) (a Nevada corporation) (a development stage company) as of September 30, 2002 and the related statements of operations for the three-months and nine-months ended September 30, 2002 and 2001 and for the period July 6, 2000 (Inception) to September 30, 2002, and statements of cash flows for the nine-months ended September 30, 2002 and 2001 and for the period July 6, 2000 (Inception) to September 30, 2002. These financial statements are the responsibility of the Company's management. We conducted our reviews in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with generally accepted auditing standards, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion. Based on our reviews, we are not aware of any material modifications that should be made to the accompanying financial statements referred to above for them to be in conformity with generally accepted accounting principles in the United States of America. The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has had limited operations and has not commenced planned principal operations. This raises substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. G. Brad Beckstead, CPA has previously audited, in accordance with generally accepted auditing standards, the balance sheet of CareDecision Corporation (former1y ATR Search Corporation) (a development stage company) as of December 31, 2001, and the related statements of operations, stockholders' equity, and cash flows for the year then ended (not presented herein) and in his report dated Apri1 15, 2002, he expressed an unqualified opinion on those financial statements. /s/ Beckstead and Watts, LLP November 8, 2002 /31/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Consolidated Balance Sheet (unaudited) September 30, Assets 2002 Current assets: ------------- Cash and equivalents $ 349,807 Notes receivable 15,850 ------------- Total current assets 365,657 ------------- Fixed assets, net 256,393 Intellectual property, net 1,113,615 ------------- $ 1,735,665 ============= Liabilities and Stockholders' Equity Current liabilities: Accounts payable $ 10,000 Notes payable 485,418 ------------- Total current liabilities 495,418 ------------- Stockholders' equity: Common stock, $0.001 par value; 100,000,000 shares 69,681 authorized, 73,864,137 shares issued and outstanding Additional paid-in capital 2,696,498 (Deficit) accumulated during development stage (1,525,932) ------------- 1,240,247 ------------- $ 1,735,665 ============= The accompanying notes are an integral part of these financial statements. /32/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Consolidated Statements of Operations (unaudited) For three months For nine months July 6, 2000 ended Sept 30, ended Sept 30, (inception) to ------------- --------------- Sept 30, 2002 2001 2002 2001 2002 ------ ------ ------- ------- ------------- Revenue $ 500 $ - $ 1,555 $ - $ 1,555 ------ ------ ------- ------- ------------- Expenses: General&administrative 159,028 - 751,323 4,974 766,514 expenses Consulting expense 276,056 - 276,056 - 601,056 Depreciation 1,363 - 2,756 - 71,756 ------ ------ ------- ------- ------------- Total expenses 436,447 - 1,030,135 4,974 1,439,326 ------ ------ ------- ------- ------------- Other income (expense): (Loss) on debt settlement(68,363) - (68,363) - (68,363) Interest income 1,885 - 2,852 - 2,852 Interest

(expenses) (14,399) - (22,650) - (22,650) ------ ------ ------- ------- ------------- Net (loss) $(516,824) $ -$(1,116,741) $(4,974) $ (1,525,932) ====== ====== ======= ======= ============= Weighted average number of common shares outstanding - basic and fully diluted 21,027,802 16,100,000 33,279,930 16,100,000 ========== ========== ========== ========== Net (loss) per share - basic & fully diluted $ (0.02) $ - $ (0.03) $ (0.00) ========= ====== ======= ======= The accompanying notes are an integral part of these financial statements. /33/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Consolidated Statements of Cash Flows (unaudited) For the nine months ended July 6, 2000 September 30, (inception) to ----------------------- September 30, 2002 2001 2002 ---------- ---------- ------------ Cash flows from operating activities Net (loss) $(1,116,741) $ - $ (1,525,932) Shares issued for services 276,056 - 601,056 Loss on debt settlement 68,363 - 68,363 Depreciation 2,756 - 71,756 Adjustments to reconcile net (loss) to net cash (used) by operating activities: (Increase) in notes receivable (15,850) - (15,850) Increase in accounts payable 10,000 - 10,000 ---------- ---------- ------------ Net cash (used) by operating activities (785,416) - (800,607) ---------- ---------- ------------ Cash flows from investing activities - - - ---------- ---------- ------------ Cash flows from financing activities Increase in notes payable 485,418 - 485,418 Issuance of common stock 649,801 - 664,996 ---------- ---------- ------------ Net cash provided by financing activities 1,135,219 - 1,150,414 ---------- ---------- ------------ Net increase in cash 349,803 - 349,807 Cash - beginning 4 - - ---------- ---------- ------------ Cash - ending $ 349,807 $ - $ 349,807 ========== ========== ============ Supplemental disclosures: Interest paid $ - $ - $ - ========== ========== ============ Income taxes paid $ - $ - $ - ========== ========== ============ Non-cash transactions: Shares issued for services provided $ 276,056 $ - $ 601,056 ========== ========== ============ The accompanying notes are an integral part of these financial statements. /34/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Notes Note 1 - Basis of presentation The consolidated interim financial statements included herein, presented in accordance with United States generally accepted accounting principles and stated in US dollars, have been prepared by the Company, without audit, pursuant to the rules and regulations of the Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. These statements reflect all adjustments, consisting of normal recurring adjustments, which, in the opinion of management, are necessary for fair presentation of the information contained therein. It is suggested that these consolidated interim financial statements be read in conjunction with the consolidated financial statements of the Company for the period ended December 31, 2001 and notes thereto included in the Company's Form 10-KSB. The Company follows the same accounting policies in the preparation of consolidated interim reports. Results of operations for the interim periods are not indicative of annual results. Note 2 - Going concern The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. As noted above, the Company is in the development stage and, accordingly, has not yet generated a proven history of operations. Since its inception, the Company has been engaged substantially in financing activities and developing its product line, incurring substantial costs and expenses. As a result, the Company incurred accumulated net losses from July 6, 2000 (inception) through the period ended September 30, 2002 of $(1,525,932). In addition, the Company's development activities since inception have been financially sustained by capital contributions. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock and, ultimately, the achievement of significant operating results. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to recover the value of its assets or satisfy its liabilities. Note 3 - Notes receivable On January 15, 2002, Medicius loaned an officer a total of $15,000, which is due in one year at an interest rate of 8% per annum. At the close of the merger this note was assumed by the Company. During the period ended June 30, 2002, the total interest income is $1,885. Note 4 - Fixed assets As of September 30, 2002, the Company received equipment in the amount of $27,857 from Keith Berman, a beneficial owner of the Company. As of September 30, 2002, the Company reclassified equipment in the amount of $229,899 from Investment in Subsidiary pursuant to its merger with Medicius, Inc. Depreciation expense totaled $2,756 for the nine-month period ended September 30, 2002. /35/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Notes Note 5 - Intellectual property During the period ended September 30, 2002, the Company acquired Intellectual Property from CareDecision.net, Inc, a private stockholder

owned corporation that completed several transactions the Company. As a result of the merger and the acquired intellectual property, two of the beneficial owners of CareDecision.net are now beneficial owners of the Company. Pursuant to the agreement, the Company paid CareDecision.net, Inc. the sum of $187,500 with 700,000 shares of the Company's $0.001 par value preferred stock. During the three-months ended September 20, 2002, CareDecision.net, Inc. converted its preferred stock into 1,725,000 shares of the Company's $0.001 par value common stock. Note 6 - Investment in Care Technologies, LLC On June 21, 2001, the Company entered into an agreement with Care Technologies, LLC whereby the Company sold all of the assets and liabilities of the Company in exchange for a 10% ownership of Care Technologies, LLC. The investment was recorded at $229,899, being the fair value of the Company's assets on the acquisition date (see Note 4 above). Note 7 - Notes payable On January 15, 2002, the Company received $40,000 from Keith Berman, a beneficial owner of the Company, which is due on December 31, 2003 and accrued interest at 8% per annum. The principal and accrued interest can be converted at a rate of $0.10 per share. During September 2002, Mr. Berman converted his $40,000 loan plus interest into 1,267,963 shares of the Company's $0.001 par value common stock. On April 23, 2002, the Company received $475,000 from M and E Equities, LLC, which is due in two years at an interest rate of 9% per annum. The principal and interest of the note can be converted into five shares of the Company's $0.001 par value common stock for each $1 of debt. This note is secured by all the assets of the Company to include accounts receivable, inventory, fixed assets, and intangible assets. During the nine-months ended September 30, 2002, the Company recorded a total of $62,573 from various entities and individuals, which is due upon demand, and accrued interest of $1,715 at a rate of 8%. During the three-months ended September 30, 2002, the note-holders converted their debt and accrued interest into 664,644 shares of the Company's $0.001 par value common stock During the nine-months ended September 30, 2002, the Company recorded interest expense of $22,650. Note 8 - Stockholder's equity During the nine-months ended September 30, 2002, the Company issued a total of 32,968,863 shares of its $0.001 par value common stock pursuant to its reverse merger with Medicius, Inc. whereby each shareholder received three Company shares for every one Medicius, Inc. share held. During the nine-months ended September 30, 2002, the Company issued 1,725,000 shares of its $0.001 par value common stock to CareDecision.net, Inc. pursuant to its election to convert 700,000 shares of the Company's $0.001 par value preferred stock into common stock. During the nine-months ended September 30, 2002, the Company issued 6,927,737 shares of its $0.001 par value common stock to various persons and entities and to note-holders pursuant to their election to convert $64,288 in convertible debt inclusive of accrued interest. During the nine-months ended September 30, 2002, the Company issued 6,340,000 shares of its $0.001 par value common stock to various individuals and entities for consulting services valued at $276,056, the fair market value of the underlying shares on the date of issuance. /36/ CareDecision Corporation [formerly ATR Search Corporation] (a Development Stage Company) Notes During the nine-months ended September 30, 2002, the Company issued 2,539,574 shares of its $0.001 par value common stock for cash totaling $200,000. There have been no other issuances of common stock. Note 9 - Related party transactions During the period ended September 30, 2002 the Company received equipment in the amount of $27,857 from Keith Berman, a beneficial owner of the Company. During the period ended September 30, 2002, the Company acquired Intellectual Property from CareDecision.net, Inc, a private stockholder owned corporation that completed several transactions the Company. As a result of the merger and the acquired intellectual property, two of the beneficial owners of CareDecision.net are now beneficial owners of the Company.. Pursuant to the agreement, the Company paid CareDecision.net, Inc. the sum of $187,500 with 700,000 shares of the Company's $0.001 par value preferred stock. CareDecision.net, Inc. then elected to convert its preferred shares into 5,075,000 shares of the Company's $0.001 par value common stock. On January 15, 2002, the Company received $40,000 from Keith Berman, a beneficial owner of the Company, which is due on December 31, 2003 and accrued interest at 8% per annum. During the three-months ended September 30, 2002, Mr. Berman elected to convert the note plus interest totaling $42,266 into 1,267,963 shares of the Company's $0.001 par value common stock. Note 10 - Warrants During the nine-months ended September 30, 2002, the Company has issued 5,540,795 Class A non-callable warrants to Medicius, Inc. shareholders pursuant to the merger agreement (see Note 11 below). Each Class A warrant unit is exercisable into one share of the Company's $0.001 par value common stock at $0.04 per share plus 0.5 Class C warrants. The Class A warrant units expire on June 30, 2005. Note 11 - Reverse acquisitions agreement with Medicius, Inc. (MED) On June 21, 2001, the Company entered into an agreement with MED whereby the Company acquired all of the issued and outstanding common stock of NDI in exchange for 38,043,863 voting shares of the Company's $0.001 par value common stock. The acquisition was accounted for using the purchase method of

accounting as applicable to reverse acquisitions because the former stockholders of the MED controlled the Company's common stock immediately upon conclusion of the transaction. Under reverse acquisition accounting, the post-acquisition entity was accounted for as a recapitalization of MED. The common stock issued was recorded at $0, being the fair value of the Company's assets on the acquisition date. The continuing company has retained December 31 as its fiscal year end. /37/ TABLE OF CONTENTS PAGE INDEPENDENT AUDITOR'S REPORT 39 CONSOLIDATED BALANCE SHEET 40 CONSOLIDATED STATEMENT OF OPERATIONS 41 CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY 42 CONSOLIDATED STATEMENT OF CASH FLOWS 43 NOTES TO FINANCIAL STATEMENTS 44 to 49 /38/ G. BRAD BECKSTEAD Certified Public Accountant 330 E. Warm Springs Las Vegas, NV 89119 702.257.1984 702.362.0540(fax) INDEPENDENT AUDITOR'S REPORT April 15, 2002 Board of Directors ATR Search Corporation Las Vegas, NV I have audited the Consolidated Balance Sheet of ATR Search Corporation and its subsidiary (the "Company") (A Development Stage Company), as of December 31, 2001, and the related Consolidated Statements of Operations, Stockholders' Equity, and Cash Flows for the period March 2, 2001 (Date of Inception) to December 31, 2001. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit. I conducted my audit in accordance with generally accepted auditing standards. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement presentation. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion. In my opinion, the financial statements referred to above present fairly, in all material respects, the consolidated balance sheet of ATR Search Corporation and its subsidiary, (A Development Stage Company), as of December 31, 2001, and its related consolidated statements of operations, equity and cash flows for the period March 2, 2001 (Date of Inception) to December 31, 2001, in conformity with generally accepted accounting principles. The accompanying financial statements have been prepared assuming the Company will continue as a going concern. As discussed in Note 2 to the financial statements, the Company has had limited operations and have not commenced planned principal operations. This raises substantial doubt about its ability to continue as a going concern. Management's plan in regard to these matters are also described in Note 2. The financial statements do not include any adjustments that might result from the outcome of this uncertainty. /s/ G. Brad Beckstead /39/ ATR Search Corporation (a Development Stage Company) Consolidated Balance Sheet Assets December 31, 2001 ------------ Current assets: Cash and equivalents $ 25,693 Accounts receivable 168,650 Other current assets 30,766 ------------ Total current assets 225,109 ------------ Fixed assets, net 11,362 Acquired technology, net 1,275,000 ------------ $ 1,511,471 ============ Liabilities and Stockholders' Equity Current liabilities: Accrued interest 86,250 Accrued interest - related party 2,696 Short-term note payable 50,000 Current portion of capital lease obligation 120,000 ------------ Total current liabilities 258,946 Capital lease obligation, net of current portion 1,030,000 ------------ 1,288,946 ------------ Stockholders' Equity Common stock, $0.001 par value, 100,000,000 shares authorized, 19,180,000 shares issued and outstanding as of 12/31/01 19,180 Additional paid-in capital 692,095 (Deficit) accumulated during development stage (488,750) ------------ 222,525 ------------ $ 1,511,471 ============ The accompanying notes are an integral part of these financial statements. /40/ ATR Search Corporation (a Development Stage Company) Consolidated Statement of Operations March 2, 2001 (date of inception) to December 31, 2001 -------------- Revenue $ 940,621 -------------- Cost of services: Subcontractors 338,508 Consultants 207,619 Other costs 36,016 -------------- Total costs of services 582,143 -------------- Gross profit 358,478 -------------- Expenses: General and administrative 366,709 Consulting fees 151,250 Amortization and depreciation 225,607 Organizational costs 12,250 -------------- Total expenses 755,816 -------------- Net operating (loss) (397,338) Other (expenses): Interest expense (88,716) Interest expense - related party (2,696) -------------- Net (loss) $ (488,750) ============== Weighted average number of common shares outstanding - basic and fully diluted 19,180,000 ============== Net (loss) per share - basic and fully diluted $ (0.025) ============== The accompanying notes are an integral part of these financial statements. /41/ ATR Search Corporation (a Development Stage Company) Consolidated Statement of Changes in Stockholders' Equity (Deficit) Accumulated Common Stock Additional During Total Paid-in Development Stockholders' Shares Amount Capital Stage Equity -------- -------- --------- ----------- ---------- Founders shares issued for cash 12,625,000 $ 12,625 $ 51,900 $ - $ 64,525 Shares issued for licensed

technology 3,500,000 3,500 346,500 350,000 Shares issued for consulting 350,000 350 25,900 26,250 Shares issued for services 650,000 650 64,350 65,000 Shares issued for cash pursuant to Rule 504 offering 1,340,000 1,340 132,660 134,000 Shares issued for conversion of debt 115,000 115 11,385 11,500 Shares issued for consulting 600,000 600 59,400 60,000 Net (loss), March 2, 2001 (inception) to December 31, 2001 (488,750) (488,750) -------- -------- -------- ---------- ---------- Balance, December 31, 2001 19,180,000 $ 19,180 $ 692,095 $ (488,750) $ 222,525 The accompanying notes are an integral part of these financial statements. /42/ ATR Search Corporation (a Development Stage Company) Consolidated Statement of Cash Flows March 2, 2001 (date of inception) to December 31, 2001 ------------- Cash flows from operating activities Net (loss) $ (488,750) Shares issued to acquire technology 350,000 Shares issued for services 151,250 Amortization and depreciation 225,607 Adjustments to reconcile net income to cash provided by operations: (Increase) in accounts receivable (168,650) (Increase) in other current assets (30,766) Increase in accrued interest 86,250 Increase in accrued interest - related party 2,696 ------------- Net cash provided by operating activities 127,637 ------------- Cash flows from investing activities Short-term note payable 50,000 Long-term debt 1,150,000 Purchased fixed assets (11,969) Acquired technology (1,500,000) ------------- Net cash (used) by investing activities (311,969) ------------- Cash flows from financing activities Issuance of common stock 210,025 ------------- Net cash provided by financing activities 210,025 ------------- Net increase in cash 25,693 Cash - beginning - ------------- Cash - ending $ 25,693 ------------- Supplemental disclosures: Interest paid $ 329 ============= Income taxes paid $ - ============= Non-cash transactions: Number of shares issued to acquire technology 3,500,000 ============= Number of shares issued for services 1,600,000 ============= The accompanying notes are an integral part of these financial statements. /43/ ATR Search Corporation Notes Note 1 - Significant accounting policies and procedures Organization The Company was organized March 2, 2001 (Date of Inception) under the laws of the State of Nevada, as ATR Search Corporation. The Company has a limited history of operations, and in accordance with SFAS #7, the Company is considered a development stage company. As of March 14, 2001, the Company had a wholly owned subsidiary, ATR Search, LLC. Estimates The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Cash and cash equivalents The Company maintains a cash balance in a non-interest- bearing account that currently does not exceed federally insured limits. For the purpose of the statements of cash flows, all highly liquid investments with an original maturity of three months or less are considered to be cash equivalents. Fixed Assets The cost of fixed assets is depreciated over the following estimated useful life of the asset utilizing the straight- line method of depreciation: Furniture and fixtures 5 years Leasehold improvements 7 years Revenue recognition The Company recognizes revenue on an accrual basis as it invoices for services. Reporting on the costs of start-up activities Statement of Position 98-5 (SOP 98-5), "Reporting on the Costs of Start-Up Activities," which provides guidance on the financial reporting of start-up costs and organizational costs, requires most costs of start-up activities and organizational costs to be expensed as incurred. SOP 98-5 is effective for fiscal years beginning after December 15, 1998. With the adoption of SOP 98-5, there has been little or no effect on the Company's financial statements. Earnings per share The Company follows Statement of Financial Accounting Standards No. 128. "Earnings Per Share" ("SFAS No. 128"). Basic earnings per common share ("EPS") calculations are determined by dividing net income (loss) by the weighted average number of shares of common stock outstanding during the year. Diluted earning per common share calculations are determined by dividing net income (loss) by the weighted average number of common shares and dilutive common share equivalents outstanding. During periods when common stock equivalents, if any, are anti-dilutive they are not considered in the computation. Advertising Costs The Company expenses all costs of advertising as incurred. There were no advertising costs included in selling, general and administrative expenses during the period ended December 31, 2001. Fair value of financial instruments Fair value estimates discussed herein are based upon certain market assumptions and pertinent information available to management as of December 31, 2001. The respective carrying value of certain on-balance-sheet financial instruments approximated their fair values. These financial instruments include cash and accounts payable. Fair values were assumed to approximate carrying values for cash and payables because they are short term in nature and their carrying amounts approximate fair values or they are payable on demand. /44/ ATR Search Corporation Notes Software Licenses The Company capitalizes the costs associated with the purchase of licenses for major business process application software used in providing staffing and/or placement services. Acquired technology costs are

amortized over sixty months. Impairment of long lived assets Long-lived assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets might not be recoverable. The Company does not perform a periodic assessment of assets for impairment in the absence of such information or indicators. Conditions that would necessitate an impairment assessment include a significant decline in the observable market value of an asset, a significant change in the extent or manner in which an asset is used, or a significant adverse change that would indicate that the carrying amount of an asset or group of assets is not recoverable. For long-lived assets to be held and used, the Company measures fair value based on quoted market prices or based on discounted estimates of future cash flows. Long-lived assets to be disposed of are carried at fair value less costs to sell. No such impairments have been identified by management at September 30, 2001. Segment reporting The Company follows Statement of Financial Accounting Standards No. 130, "Disclosures About Segments of an Enterprise and Related Information". The Company operates as a single segment and will evaluate additional segment disclosure requirements as it expands its operations. Dividends The Company has not yet adopted any policy regarding payment of dividends. No dividends have been paid or declared since inception. Income taxes The Company follows Statement of Financial Accounting Standard No. 109, "Accounting for Income Taxes" ("SFAS No. 109") for recording the provision for income taxes. Deferred tax assets and liabilities are computed based upon the difference between the financial statement and income tax basis of assets and liabilities using the enacted marginal tax rate applicable when the related asset or liability is expected to be realized or settled. Deferred income tax expenses or benefits are based on the changes in the asset or liability each period. If available evidence suggests that it is more likely than not that some portion or all of the deferred tax assets will not be realized, a valuation allowance is required to reduce the deferred tax assets to the amount that is more likely than not to be realized. Future changes in such valuation allowance are included in the provision for deferred income taxes in the period of change. Deferred income taxes may arise from temporary differences resulting from income and expense items reported for financial accounting and tax purposes in different periods. Deferred taxes are classified as current or non-current, depending on the classification of assets and liabilities to which they relate. Deferred taxes arising from temporary differences that are not related to an asset or liability are classified as current or non-current depending on the periods in which the temporary differences are expected to reverse. /45/ ATR Search Corporation Notes Recent pronouncements The FASB recently issued Statement No. 137, "Accounting for Derivative Instruments and Hedging Activities-Deferral of Effective Date of FASB Statement No. 133". The Statement defers for one year the effective date of FASB Statement No. 133, "Accounting for Derivative Instruments and Hedging Activities". The rule now will apply to all fiscal quarters of all fiscal years beginning after June 15, 2000. In June 1998, the FASB issued SFAS No. 133, "Accounting for Derivative Instruments and Hedging Activities." The Statement will require the company to recognize all derivatives on the balance sheet at fair value. Derivatives that are not hedges must be adjusted to fair value through income, if the derivative is a hedge, depending on the nature of the hedge, changes in the fair value of derivatives will either be offset against the change in fair value of the hedged assets, liabilities, or firm commitments through earnings or recognized in other comprehensive income until the hedged item is recognized in earnings. The ineffective portion of a derivative's change in fair value will be immediately recognized in earnings. The company does not expect SFAS No. 133 to have a material impact on earnings and financial position. In December 1999, the Securities and Exchange Commission released Staff Accounting Bulletin No. 101, Revenue Recognition in Financial Statements (SAB No. 101), which provides guidance on the recognition, presentation and disclosure of revenue in financial statements. SAB No. 101 did not impact the company's revenue recognition policies. Stock-Based Compensation The Company accounts for stock-based awards to employees in accordance with Accounting Principles Board Opinion No. 25, "Accounting for Stock Issued to Employees" and related interpretations and has adopted the disclosure-only alternative of FAS No. 123, "Accounting for Stock-Based Compensation." Options granted to consultants, independent representatives and other non-employees are accounted for using the fair value method as prescribed by FAS No. 123. Year end The Company has adopted December 31 as its fiscal year end. Note 2 - Going concern The accompanying financial statements have been prepared assuming that the Company will continue as a going concern, which contemplates the recoverability of assets and the satisfaction of liabilities in the normal course of business. As noted above, the Company is in the development stage and, accordingly, has not yet generated a proven history of operations. Since its inception, the Company has been engaged substantially in financing activities and developing its product line, incurring substantial costs and expenses. As a result, the Company incurred accumulated net losses from March 2, 2001 (inception) through the period ended December 31, 2001 of $(488,750). In addition, the Company's

development activities since inception have been financially sustained by capital contributions. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional capital from the sale of common stock and, ultimately, the achievement of significant operating results. The accompanying financial statements do not include any adjustments that might be required should the Company be unable to recover the value of its assets or satisfy its liabilities. Note 3 - Fixed assets The Company acquired the following assets during the period ended December 31, 2001: Furniture & fixtures $ 1,969 Leasehold improvements 10,000 ------- $11,969 Depreciation expense totaled $607 for the period ended December 31, 2001. /46/ ATR Search Corporation Notes Note 4 - Intellectual Property, Patents, and Other Intangibles On March 28, 2001, the Company acquired the rights to use technology known as "human resource compiler based search recognition software and hardware" from Sarcor Management, SA, a British Virgin Islands corporation, in exchange for a lease agreement and the issuance of 3,500,000 common shares of stock valued at $350,000. Amortization expense totaled $225,000 for the period ended December 31, 2001. The Company relies on trademark, unfair competition and copyright law, trade secret protection and contracts such as confidentiality and license agreements with its employees, customers, partners and others to protect its proprietary rights. Despite precautions, it may be possible for competitors to obtain and/or use the proprietary information without authorization, or to develop technologies similar to the Company's and independently create a similarly functioning infrastructure. Furthermore, the protection of proprietary rights in Internet-related industries is uncertain and still evolving. The laws of some foreign countries do not protect proprietary rights to the same extent as do the laws of the United States. Protecting the Company's proprietary rights in the United States or abroad may not be adequate. Note 5 - Stockholder's equity The Company was originally authorized to issue 20,000,000 shares of its $0.001 par value common stock. Effective May 7, 2001, the Company amended its articles of incorporation increasing its authorized shares to 100,000,000 shares of $0.001 par value common stock. All references to shares issued and outstanding reflect the increase of authorization of 100,000,000 issuable shares effected May 7, 2001. The Company issued 12,625,000 shares of its $0.001 par value common stock to its founders for cash of $64,525. The Company issued 3,500,000 shares of its $0.001 par value common stock at $0.10 per share to Sarcor Management, SA, a British Virgin Island corporation, as a $350,000 down payment on a technology licensing agreement. The Company issued 350,000 shares of its $0.001 par value common stock to Corporate Regulatory Services for consulting services valued at $26,250. The Company issued 150,000 shares of its $0.001 par value common stock to Mary Lou Cox, mother of Robert Cox, the Company's president, for consulting services valued at $15,000. The Company issued 500,000 shares of its $0.001 par value common stock to James De Luca, an independent consultant, for consulting services valued at $50,000. The Company issued 1,340,000 shares of its $0.001 par value common stock at $0.10 per share for cash of $134,000. The shares were sold pursuant to a Regulation D, Rule 505 of the Securities and Exchange Commission offering. The Company issued 115,000 shares of its $0.001 par value common stock to extinguish promissory notes totaling $11,500. The Company issued 600,000 shares of its $0.001 par value common stock to Quarg, Inc. for consulting services valued at $60,000. There have been no other issuances of common stock. /47/ ATR Search Corporation Notes Note 6 - Income taxes The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS No. 109"), which requires use of the liability method. SFAS No. 109 provides that deferred tax assets and liabilities are recorded based on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes, referred to as temporary differences. Deferred tax assets and liabilities at the end of each period are determined using the currently enacted tax rates applied to taxable income in the periods in which the deferred tax assets and liabilities are expected to be settled or realized. The provision for income taxes differs from the amount computed by applying the statutory federal income tax rate to income before provision for income taxes. The sources and tax effects of the differences are based on a 34% US federal statutory rate. As of December 31, 2001, the Company has a net operating loss of approximately $(488,750). The related tax asset of approximately $112,829 has been fully reserved and, if not used, will expire in 2021. A valuation adjustment has been made in the event the asset is not realizable. Note 7 - Capital lease and rent obligations 10% capital lease payable to Sarcor Management, SA with monthly interest-only payments beginning in April 2001 of $5,000, increasing to $10,000 in April 2002, $15,000 in April 2003, and $19,100 thereafter, secured by software licensing rights, due March 2011. $1,150,000 Less current portion (120,000) ---------- Total long-term debt $1,030,000 ========== Summary of Future Minimum Lease Payments: Fiscal Year Amount 2001 $ 15,000 2002 150,000 2003 180,000 2004 229,200 2005 229,200 Thereafter 1,173,000 --------- Total lease payments over the contractual period $1,976,400 Less: Interest (476,400) ---------

Original cost 1,500,000 ========= Interest expense for the capital lease totaled $57,500 for the period ended December 31, 2001. Of which none has been paid as of December 31, 2001. On April 1, 2001, the Company entered into a sublease agreement to rent office space for a period of four years at a rate of $2,502 per month. Rent expense totaled $23,133 at December 31, 2001. Note 8 - Short term note payable On May 5, 2001, the Company executed a promissory note with Robert Cox, the president of the Company, in the amount of $50,000, which is due in 2 years. Interest in accrued on a quarterly basis at an interest rate of 8% per annum. On May 5, 2003, the unpaid balance of principal and accrued interest will convert into common stock at a ratio of one share of the Company's $0.001 par value common stock for each $5. As of December 31, 2001, interest expense totaled $3,025 of which $329 has been paid. /48/ ATR Search Corporation Notes Note 9 - Related party transactions On May 5, 2001, the Company executed a promissory note with Robert Cox, the president of the Company, in the amount of $50,000. (See Note 8 above.) On May 24, 2001, the Company issued 150,000 shares of its $0.001 par value common stock to Mary Lou Cox, mother of Robert Cox, the Company's president, for consulting services valued at $15,000. Note 10 - Warrants and options As of December 31, 2001, there were no warrants or options outstanding to acquire any additional shares of common stock. Note 11 - Subsequent events On February 17, 2002, the Company executed a business consulting agreement with MLSA whereby the Company issued 1,350,000 shares of its $0.001 par value common stock to Mark Lancaster for consulting services valued at $162,000. The consulting services are to be rendered over a period of 90 days with an automatic three-month renewal provision. On February 26, 2002, the Company executed a consulting agreement with Qurag, Inc. whereby the Company issued 475,000 shares of its $0.001 par value common stock to Chaim Drizin, a shareholder of the Company, for consulting services valued at $30,875. The consulting services are to be rendered over a period of 90 days with an automatic three- month renewal provision. On March 1, 2002, the Company executed a consulting agreement with Corporate Regulatory Services, LLC (CRS), a shareholder of the Company, whereby the Company issued 250,000 shares of its $0.001 par value common stock to CRS, for consulting services valued at $16,250. The consulting services are to be rendered over a period of approximately 1 year. As of March 7, 2002, the Company issued 62,500 warrants to CRS, a shareholder of the Company, to purchase the Company's $0.001 par value common stock on a one-for-one basis. The warrant exercise price is $0.10 per share of common stock and substantially all warrants will expire on or before March 7, 2007. On March 27, 2002, the Company executed a consulting agreement with Promark, Inc. whereby the Company issued 500,000 shares of its $0.001 par value common stock to Ken Lowman for consulting services valued at $50,000. The consulting services are to be rendered over a period of 90 days with an automatic three-month renewal provision. /49/ Part II - Information Not Required In Prospectus Item 24: Indemnification of Directors and Officers THE ARTICLES OF INCORPORATION OF THE COMPANY PROVIDE FOR INDEMNIFICATION OF EMPLOYEES AND OFFICERS IN CERTAIN CASES. INSOFAR AS INDEMNIFICATION FOR LIABILITIES ARISING UNDER THE SECURITIES ACT OF 1933 MAY BE PERMITTED TO DIRECTORS, OFFICERS OR PERSONS CONTROLLING THE COMPANY PURSUANT TO THE FOREGOING PROVISIONS, THE COMPANY HAS BEEN INFORMED THAT IN THE OPINION OF THE SECURTIES AND EXCHANGE COMMISSION SUCH INDEMNIFICATION IS AGAINST PUBLIC POLICY AS EXPRESSED IN THE ACT AND IS THEREFORE UNENFORCEABLE. In addition, Section 78.751 of the Nevada General Corporation Laws provides as follows: 78.751 Indemnification of officers, directors, employees and agents; advance of expenses. 1. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, except an action by or in the right of the corporation, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suitor proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had reasonable cause to believe that his conduct was unlawful. 2. A corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or

completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including amounts paid in settlement and attorneys' fees actually and reasonably incurred by him in connection with the defense or settlement of the action or suit if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation. Indemnification may not be made for any claim, issue or matter as to which such a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation or for amounts paid in settlement to the corporation, unless and only to the extent that the court in which the action or suit was brought or other court of competent jurisdiction determines upon application that in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper. 3. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in subsections 1 and 2, or in defense of any claim, issue or matter therein, he must be indemnified by the corporation against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense. 4. Any indemnification under subsections 1 and 2, unless ordered by a court or advanced pursuant to subsection 5, must be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances. The determination must be made: (a) By the stockholders: (b) By the board of directors by majority vote of a quorum consisting o directors who were not parties to act, suit or proceeding; (c) If a majority vote of a quorum /50/ consisting of directors who were not parties to the act, suit or proceeding so orders, by independent legal counsel in a written opinion; or (d) If a quorum consisting of directors who were not parties to the act, suit or proceeding cannot to obtained, by independent legal counsel in a written opinion; or 5. The Articles of Incorporation, the Bylaws or an agreement made by the corporation may provide that the expenses of officers and directors incurred in defending a civil or criminal, suit or proceeding must be paid by the corporation as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by corporation. The provisions of this subsection do not affect any rights to advancement of expenses to which corporate personnel other than the directors or officers may be entitled under any contract or otherwise by law. 6. The indemnification and advancement of expenses authorized in or ordered by a court pursuant to this section: (a) Does not exclude any other rights to which a person seeking indemnification or advancement of expenses may be entitled under the articles of incorporation or any bylaw, agreement, vote of stockholders or disinterested directors or otherwise, for either an action in his official capacity or an action in another capacity while holding his office, except that indemnification, unless ordered by a court pursuant to subsection 2 or for the advancement of expenses made pursuant to subsection 5, may not be made to or on behalf of any director or officer if a final adjudication establishes that his act or omissions involved intentional misconduct, fraud or a knowing violation of the law and was material to the cause of action. (b) Continues for a person who has ceased to be a director, officer, employee or agent and endures to the benefit of the heirs, executors and administrators of such a person. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue. Item 25. Other Expenses of Issuance and Distribution The following table sets forth the estimated expenses to be borne by us (also referred to within as the Registrant) in connection with the issuance and distribution of our Common Shares pursuant to the Offering. Nature of Expenses Amount ------------------ ------------ SEC Registration Fee $ 474.69 Accounting Fees and Expenses $ 5,000.00 Legal Fees and Expenses $ 5,000.00 Printing Expenses $ 2,000.00 Blue Sky Qualification Fees and Expenses $ 0.00 Transfer Agent's Fee $ 1,000.00

------------ TOTAL $ 13,474.69 (1) The amounts set forth above, except for the SEC fees, are in each case estimated. /51/ ITEM 26. Recent Sales of Unregistered Securities On March 2, 2001, the Company was incorporated under the laws of the State of Nevada as ATR Search Corporation. The Company is authorized to issue 100,000,000 shares of common stock, par value $0.001, and 5,000,000 shares of preferred stock, par value $0.001. At the Initial Meeting of the Board of Directors on March 16, 2001, it was resolved that a formal Code of Bylaws be adopted for the Corporation. At that same meeting, the Company issued 875,000 shares of its $0.001 par value common stock to Mr. Michael Vogel for cash of $875 and 1,750,000 shares of par value common stock to Mr. Robert L. Cox in exchange for cash in the amount of $1,750. During March 2001, the Company issued 11,975,000 shares of its $0.001 par value common stock to its officers as founders stock issued for cash of $15,000. During March 2001, the Company issued 1,525,000 shares of its $0.001 par value common stock to investors for cash of $49,500. During March 2001, we issued 350,000 shares to one shareholder in lieu of services rendered in the amount of $26,250. The issuance of shares represented payment to a consulting company for facilitating the preparation of the documentation necessary to become a publicly traded company. This stock issuance was made in accordance with Section 4(2) of the Securities Act of 1933, as amended. The consulting company is a sophisticated purchaser. They were provided full and complete access to our corporate records, as they assisted us in preparing our offering documentation. No brokers or dealers were involved in this transaction and no discounts or commissions were paid. On May 26, 2001 we conducted an offering in which we issued 1,340,000 shares of common stock to 17 unaffiliated shareholders at a price of $0.10 per share, for total receipts of $134,000 in cash. This offering was made in reliance upon an exemption from the registration provisions of the Securities Act of 1933, as amended, in accordance with Regulation D, Rule 504 of the Act. In addition, this offering was made on a best efforts basis and was not underwritten. In regards to the May 2001 offering, listed below are the requirements set forth under Regulation D, Rule 504 and the facts which support the availability of Rule 504 to the May 2001 offering: a. Exemption. Offers and sales of securities that satisfy the conditions in paragraph (b) of this Rule 504 by an issuer that is not: 1. subject to the reporting requirements of section 13 or 15(d) of the Exchange Act; 2. an investment company; or 3. a development stage company that either has no specific business plan or purpose or has indicated that its business plan is to engage in a merger or acquisition with an unidentified company or companies, or other entity or person, shall be exempt from the provision of section 5 of the Act under section 3(b) of the Act. Facts: At the time of the May 2001 offering, we were not subject to the reporting requirements of section 13 or section 15(d) of the Exchange Act. Further, we are not now, nor were we at the time of the May 2001 offering, considered to be an investment company. Finally, since inception, we have pursued a specific business plan of placing information technology ("IT") professionals with technology sector companies on a temporary or permanent basis and continue to do so. b. Conditions to be met. 1. General Conditions. To qualify for exemption under this Rule 504, offers and sales must satisfy the terms and conditions of Rule 501 and Rule 502 (a), (c) and (d), except that the provisions of Rule 502 (c) and (d) will not apply to offers and sales of securities under this Rule 504 that are made: /52/ i. Exclusively in one or more states that provide for the registration of the securities, and require the public filing and delivery to investors of a substantive disclosure document before sale, and are made in accordance with those state provisions; ii. In one or more states that have no provision for the registration of the securities or the public filing or delivery of a disclosure document before sale, if the securities have been registered in at least one state that provides for such registration, public filing and delivery before sale, offers and sales are made in that state in accordance with such provisions, and the disclosure document is delivered before sale to all purchasers (including those in the states that have no such procedure); or iii. Exclusively according to state law exemptions from registration that permit general solicitation and general advertising so long as sales are made only to "accredited investors" as defined in Rule 501(a). Facts: On May 17, 2001, we were issued a permit to sell securities by the State of New York, pursuant to our application for registration by qualification of our offering of Common Stock in that state. The application for registration by qualification was filed pursuant to the provisions of Section 359-e of the New York General Business Law, which requires the public filing and delivery to investors of a substantive disclosure document before sale. On August 24, 2001, we completed a public offering of shares of our common stock pursuant to Regulation D, Rule 504 of the Securities Act of 1933, as amended, and the registration by qualification of said offering in the State of New York, whereby we sold 1,340,000 shares of Common Stock to approximately 17 unaffiliated shareholders of record, none of whom were or are officers or directors of ours. The entire offering was conducted exclusively in the State of New York, pursuant to the permit issued by the State of New York. 2. The aggregate offering price for an offering of securities under this Rule 504, as defined in Rule 501(c), shall not exceed

$1,000,000, less the aggregate offering price for all securities sold within the twelve months before the start of and during the offering of securities under this Rule 504, in reliance on any exemption under section 3(b), or in violation of section 5(a) of the Securities Act. Facts: The aggregate offering price for the May 2001 offering was $400,000, of which $134,000 was raised in the offering. During June 2001, we issued 1,250,000 shares to three shareholders in lieu of services rendered in the amount of $125,000. The issuance of shares represented payment to three consulting companies for marketing and consulting services including site location and development. These stock issuances were made in accordance with Section 4(2) of the Securities Act of 1933, as amended. The consulting companies are sophisticated purchasers. They were provided full and complete access to our corporate records, as they assisted us in the development stage of our Company. No brokers or dealers were involved in these transactions and no discounts or commissions were paid. During June 2001, we issued 115,000 shares to four shareholders who elected to convert promissory notes to common stock in the amount of $11,500. These stock issuances were made in accordance with Section 4(2) of the Securities Act of 1933, as amended. No brokers or dealers were involved in these transactions and no discounts or commissions were paid. The following paragraphs set forth information with respect to all securities sold by us within the past 14 months without registration under the Securities Act of 1933, as amended (the "Securities Act"). The information includes the names of the purchasers, the date of issuance, the title and number of securities sold and the consideration received by us for the issuance of these shares. The consulting services agreements were made with such investors that are sophisticated investors based on their financial resources and knowledge of investments. They had access to or were provided with relevant financial and other information relating to the CareDecision Corporation. Accordingly, the issuance of shares was exempt from the registration requirements of the Act pursuant to Section 4(2) of the Act. /53/ On March 6, 2002, we issued 1,350,000 shares of our Common Stock to Mark W. Lancaster for consulting services valued at $155,250. On March 6, 2002, we issued 475,000 shares of our Common Stock to Chaim Drizin for consulting services valued at $54,625. On April 4, 2002, we rescinded an aggregate of 1,935,000 shares of our Common Stock. On July 9, 2002, we issued a total of 32,968,863 shares of its $0.001 par value common stock pursuant to its reverse merger with Medicius, Inc. whereby each shareholder received three Company shares for every one Medicius, Inc. share held. On August 1, 2002, we issued 3,000,00 shares of our Common Stock to Ken Lowman for consulting services valued at $150,000. On August 1, 2002, CareDecision.net, Inc. then elected to convert its preferred shares into 5,075,000 shares of the Company's $0.001 par value common stock. On August 9, 2002, we issued 2,000,000 restricted shares of our Common Stock to Barbara Asbell for consulting services valued at $80,000. On September 30, 2002, we issued 875,000 restricted shares of common stock, to CareDecision.net, Inc., for purchasing the empower care software and the care.net web domain of CareDecision.net, Inc. On September 30, 2002, we issued 1,267,963 restricted shares of CareDecision Corporation common stock, to Keith Berman for his retiring his CareDecision Corporation note. On September 30, 200, we issued 640,000 restricted shares of CareDecision Corporation common stock to Robert Jagunich for his exercising 640,000 warrants at a strike price of $0.05; On September 30, 2002, we issued 500,000 restricted shares of our Common Stock to Robert Kotch for consulting services valued at $20,000. On September 30, 2002, we issued 2,539,574 restricted shares of our Common Stock to Paradigm Partners for consulting services valued at $101,582.96. On September 30, 2002, we issued 1,500,000 restricted shares of our Common Stock to Barbara Asbell for consulting services valued at $60,000. On October 2, 2002, we issued 950,000 shares of our Common Stock to Barbara Asbell for consulting services valued at $38,000. On October 8, 2002 we issued 6,327,737 shares of our Common Stock. On October 9, 2002, we rescinded an aggregate of 3,350,000 shares of our Common Stock. [Balance of this page intentionally left blank.] /54/ Item 27. Exhibits Exhibits. The following is a complete list of Exhibits filed -------- as part of this registration statement. Exhibit 3a Articles of Incorporation - Filed March 2, 2001 Exhibit 3b Articles of Amendments to Articles of Incorporation - Filed May 9, 2001 Exhibit 3c Articles of Amendments to Articles of Incorporation - Filed August 2, 2002 Exhibit 3d Bylaws of CareDecision Corporation (formerly ATR Search Corporation) Exhibit 5 Attorney Legal Opinion and Consent Letter Exhibit 23 Independent Auditor's Consent Item 28. Undertakings 1. The Registrant will, during any period in which it offers or sells securities, file a post-effective amendment to this registration statement to: (i) Include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) Reflect in the prospectus any facts or events which, individually or together, represent a fundamental change in the information in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to

Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) Include any additional or changed material information on the plan of distribution. 2. The Registrant will, for determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering. 3. The Registrant will file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering. 4. The Registrant will provide to each purchaser, if any, at the closing certificates in such denominations and registered in such names to permit prompt delivery to each purchaser. 5. Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the small business issuer pursuant to the foregoing provisions, or otherwise, the small business issuer has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. 6. For purposes of determining any liability under the Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant under Rule 424(b)(1) or (4) or 497(h) under the Act shall be deemed to be part of this registration statement as of the time the Commission declared it effective. /55/ Signatures Pursuant to the requirements of the Securities and Exchange Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form SB-2 and has duly caused this Form SB-2 Registration Statement to be signed on its behalf by the undersigned, there unto duly authorized, in the City of New York, State of New York on the 26th day of November 2002. CareDecision Corporation /s/ Robert Cox By: ------------- Robert Cox President, Secretary, Treasurer, Director, and Chief Executive Officer POWER OF ATTORNEY Pursuant to the requirements of the Act, the following persons in the capacities and on the dates indicated have signed this Registration Statement. We, the undersigned officers and directors of CareDecision Corporation hereby severally constitute and appoint Thomas C. Cook, our true and lawful attorney-in-fact and agent with full power of substitution for us in our stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent in full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in- fact and agent or his substitute or substitutes, any lawfully do or cause to be done by virtue hereof. SIGNATURE TITLE DATE /s/ Robert Cox President, November 26, 2002 ------------- Director, ---------------- Robert Cox Chief Executive Officer, Secretary and Treasurer End of Filing /56/