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BIOPHAN TECHNOLOGIES INC
Form 10KSB/A
June 22, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-KSB/A

(Mark One)

Annual Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934 For the fiscal year ended February 28, 2005.

or

Transition Report Under Section 13 or 15(d) of The Securities Exchange Act of 1934 For the transition period from _____ to _____.

Commission File Number 0-26057

BIOPHAN TECHNOLOGIES, INC.

(Name of small business issuer in its charter)

Nevada

82-0507874

(State or other jurisdiction of
incorporation or organization)

(I.R.S. employer
identification no.)

150 Lucius Gordon Drive, Suite 215
West Henrietta, New York

14586

(Address of principal executive offices)

(Zip code)

(585) 214-2441

Issuer's telephone number

Securities registered under Section 12(b) of the Exchange Act: None

Securities under Section 12(g) of the Exchange Act: Common Stock,
\$.005 par value

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Check if no disclosure of delinquent filers in response to Item 405 of Regulation S-B is contained in this form, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

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The issuer had no revenues for its most recent fiscal year ended February 28, 2005.

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the average bid and asked price of such common equity, as of May 25, 2005 was \$161,159,973.

The number of outstanding shares of the registrant's Common Stock, \$.005 par value, as of May 25, 2005 was 74,471,997 shares.

DOCUMENTS INCORPORATED BY REFERENCE

Not applicable

Transitional Small Business Disclosure Format: Yes No

Explanatory Note

The purpose of this amendment on Form 10-KSB/A to our Annual Report on Form 10-KSB for the year ended February 28, 2005 (the "2005 10-KSB") is to correct the designation of certain Exhibits to the 2005 10-KSB as initially filed and to correct references to the locations of certain Exhibits incorporated by reference to prior filings.

The Items of our 2005 10-K which are amended herein are:

Item 13. Exhibits and Financial Statement Schedules Signatures

Exhibits - Exhibits 4.20, 4.21, 4.22, 4.23, 10.49, 10.50, 31.1, 31.2, 32.1 and 32.2 are being refiled or refurnished herewith.

ITEM 13. EXHIBITS

<u>Exhibit No.</u>	<u>Exhibit Description</u>	<u>Loca</u>
2.1	Articles of Merger	Incorporated by ref 3.2 to Biophan's Fo year ended February 10-KSB")
2.2	Articles of Dissolution	Incorporated by ref 3.3 to the 2000 10-
2.3	Exchange Agreement, dated as of December 1, 2000, by and among Biophan, Biomed Solutions, LLC (formerly Biophan, LLC), and LTR Antisense Technology, Inc.	Incorporated by ref 2.3 to Biophan's Re on Form SB-2 filed (File No. 333-10252
2.4	Agreement dated as of February 24, 2005 among Biophan, aMRIs GmbH, Dr. Michael Friebe, Tomovation GmbH, Prof. Dr. Andreas Melzer, Dipl-Ing. Gregor Schaefers, and Dipl. Betriebsw. Andreas Pieper	Incorporated by ref 2.4 to the 2005 10-
3.1	Articles of Incorporation (Nevada)	Incorporated by ref 3.1 to the 2000 10-
3.2	Bylaws (Nevada)	Incorporated by ref 3.2 to Biophan's Fo May 13, 1999.
3.3	Amendment to the Articles of Incorporation	Incorporated by ref 3.1(i) to Biophan's

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3.4	Amendment to Exchange Agreement	on December 15, 2001. Incorporated by reference to Biophan's Form 10-KSB" ended February 28, 2001 (10-KSB").
3.5	Certificate of Amendment to Articles of Incorporation	Incorporated by reference to Biophan's Form 10-KSB" August 27, 2001.
4.1	Stock Purchase Warrant issued to Biomed Solutions, LLC (formerly Biophan, LLC) dated June 4, 2002	Incorporated by reference to Biophan's Form 10-QSB" period ended May 31, 2002 (10-QSB").
4.2	Stock Purchase Warrant issued to Bonanza Capital Masterfund Ltd.	Incorporated by reference to the Q1'02 10-QSB" (10-QSB").
4.3	Restated Stock Purchase Warrant issued to Biomed Solutions, LLC, dated January 8, 2003	Incorporated by reference to Biophan's Form 10-QSB" period ended November 30, 2002 (10-QSB").
4.4	Stock Purchase Warrant issued to Biomed Solutions, LLC dated November 11, 2002	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.5	Form of Stock Purchase Warrant issued to principals of Carolina Financial Services, for a total of 121,572 shares	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.6	Form of Stock Purchase Warrant to be issued to Carolina Financial services in connection with the Stock Purchase Agreement with Spectrum Advisors, Ltd	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.7	Form of Stock Purchase Warrant issued to investors in private placement of securities, for a total of 2,770,550 shares	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.8	Stock Purchase Warrant issued to SBI USA, LLC	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.9	Registration Rights Agreement dated February 10, 2004 by and among Biophan Technologies, Inc., Biomed Solutions, LLC and SBI Brightline Consulting, LLC	Incorporated by reference to Biophan's Registration Statement on Form S-1 filed February 10, 2004. (333-112678)
4.10	Note and Pledge Agreement dated November 24, 2005 between Biophan, Tomovation GmbH and Prof. Dr. Andreas Melzer	Incorporated by reference to the 2005 10-KSB" (10-KSB").
4.11	Convertible Promissory Note of Biophan payable to the order of Biomed Solutions, LLC dated June 4, 2002	Incorporated by reference to the Q1'02 10-QSB" (10-QSB").
4.12	Stock Purchase Agreement between Biophan and Bonanza Capital Masterfund LTD	Incorporated by reference to the Q1'02 10-QSB" (10-QSB").
4.13	Registration Rights Agreement between Biophan and Bonanza Capital Masterfund LTD	Incorporated by reference to the Q1'02 10-QSB" (10-QSB").
4.14	Stock Purchase Agreement between Biophan and Spectrum Advisors, Ltd.	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.15	Registration Rights Agreement between Biophan and Spectrum Advisors, Ltd.	Incorporated by reference to the Q3'02 10-QSB" (10-QSB").
4.16	First Amendment to Restated Stock Purchase Agreement between Biophan and Spectrum Advisors, Ltd.	Incorporated by reference to Amendment to Registration Statement filed on March 14, 2003 (333-102526).

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4.17	Stock Purchase Agreement dated October 1, 2003 between Biophan and SBI Brightline Consulting, LLC.	Incorporated by ref 10.50 to Biophan's Statement on Form S October 9, 2003 (Fi
4.18	Stock Purchase Agreement dated February 5, 2004 between Biophan and SBI Brightline Consulting, LLC.	Incorporated by ref 10.52 to Biophan's Statement on Form S February 10, 2004. 333-112678).
4.19 *	2001 Stock Option Plan	Incorporated by ref 10.53 to Biophan's Statement on Form S February 10, 2004. 333-112678).
4.20	Termination of Stock Purchase Agreement between Biophan and SBI Brightline Consulting, LLC	Filed herewith
4.21	Stock Purchase Agreement dated May 27, 2005 between Biophan and SBI Brightline XI, LLC	Filed herewith
4.22	Convertible Promissory Note of Biophan payable to the order of Biomed Solutions, LLC dated May 27, 2005	Filed herewith
4.23	Stock Purchase Warrant issued to Biomed Solutions, LLC dated May 27, 2005	Filed herewith
10.1	Assignment, dated as of December 1, 2000, by and between Biophan and Biomed Solutions, LLC (formerly Biophan, LLC), a New York limited liability company	Incorporated by ref 10.1 to Biophan's F December 15, 2000.
10.2	Security Agreement, dated as of December 1, 2000, by and between Biophan and Biomed Solutions, LLC (formerly Biophan, LLC), a New York limited liability company	Incorporated by ref 10.2 to Biophan's F December 15, 2000.
10.3	Transfer Agreement	Incorporated by ref 99.1 to the 2001 10
10.4	Amendment to Transfer Agreement	Incorporated by ref 99.2 to the 2001 10
10.5	Line of Credit Agreement between Biophan and Biomed Solutions, LLC dated June 4, 2002	Incorporated by ref 10.1 to the Q1'02 1
10.6	Escrow Agreement between Biophan, Bonanza Capital Masterfund LTD and Boylan, Brown, Code, Vigdor & Wilson LLP	Incorporated by ref 10.5 to the Q1'02 1
10.7	Executive Employment Agreement between Biophan and Michael L. Weiner dated December 1, 2000	Incorporated by ref 10.7 to the Q1'02 1
10.8 *	Executive Employment Agreement between Biophan and Jeffrey L. Helfer dated June 6, 2002	Incorporated by ref 10.8 to the Q1'02 1
10.9 *	Executive Employment Agreement between Biophan and Stuart G. MacDonald dated June 6, 2002	Incorporated by ref 10.9 to the Q1'02 1
10.10 *	Executive Employment Agreement between Biophan and Robert J. Wood dated June 6, 2002	Incorporated by ref 10.10 to the Q1'02
10.11	Financial Accommodations Agreement between Biophan Incorporated by reference to Exhibit and Bellador (Labuan) Ltd dated July 1, 2002 10.11 to the Q1'02 10-QSB.	
10.12	Escrow Agreement between Biophan, Spectrum Advisors, Ltd. and Boylan, Brown, Code, Vigdor & Wilson LLP.	Incorporated by ref 10.17 to the Q3'02
10.13	Lease Agreement between Biophan and High	Incorporated by ref

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	Technology of Rochester, Inc.	10.19 to Amendment Registration Statement filed on March 14, 333-102526).
10.14	Strategic Partnership Agreement between Biophan and UB Business Alliance dated December 10, 2001	Incorporated by ref 10.20 to Amendment Registration Statement filed on March 14, 333-102526).
10.15	License Agreement between Biophan, Xingwu Wang and Nanoset, LLC dated January 15, 2004	Filed as Exhibit 10 Registration Statement filed on October 9, 333-109592).
10.16	Patent License Agreement between Biophan and Deborah D. L. Chung dated April 5, 2002	Incorporated by ref 10.22 to Amendment Registration Statement filed on March 14, 333-102526).
10.17	License Agreement between Biophan and Johns Hopkins University	Incorporated by ref 10.23 to Amendment Registration Statement filed on March 14, 333-102526).
10.18	Advisory Agreement between Biophan and SBI USA, LLC dated December 18, 2002	Incorporated by ref 10.24 to Amendment Registration Statement filed on March 14, 333-102526).
10.19	Development Agreement between Biophan and Alfred University dated February 21, 2002	Incorporated by ref 10.25 to Amendment Registration Statement filed on March 14, 333-102526).
10.20	Development Agreement between Biophan and Alfred University dated January 24, 2003	Incorporated by ref 10.26 to Amendment Registration Statement filed on March 14, 333-102526).
10.21	Development Agreement between Biophan and Greatbatch Enterprises, Inc., dated February 28, 2001	Incorporated by ref 10.28 to Amendment Registration Statement filed on May 1, 200 333-102526).
10.22	Assignment of Patent No: 60,269,817, by and between Biophan and Michael L. Weiner, Wilson Greatbatch, Patrick R. Connelly, and Stuart G. MacDonald	Incorporated by ref 10.29 to Amendment Registration Statement filed on May 1, 200 333-102526).
10.23	Assignment of Patent No: 10,077,988, by and between Biophan and Patrick R. Connelly, Michael L. Weiner, Stuart G. MacDonald, Thomas H. Foster, Wilson Greatbatch, and Victor Miller	Incorporated by ref 10.30 to Amendment Registration Statement filed on May 1, 200 333-102526).
10.24	Assignment of Patent No: 10,077,836, by and between Biophan and Michael L. Weiner, Stuart G. MacDonald, and Patrick R. Connelly	Incorporated by ref 10.31 to Amendment Registration Statement

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10.25	Assignment of Patent No: 10,077,823, by and between Biophan and Patrick R. Connelly, Michael L. Weiner, Jeffrey L. Helfer , Stuart G. MacDonald, and Victor Miller	filed on May 1, 2003 (333-102526). Incorporated by reference to Amendment 10.32 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.26	Assignment of Patent No: 10,077,978, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Stuart G. MacDonald, Patrick R. Connelly, and Victor Miller	Incorporated by reference to Amendment 10.33 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.27	Assignment of Patent No: 10,078,062, by and between Biophan and Michael L. Weiner, Patrick R. Connelly, Stuart G. MacDonald, Jeffrey L. Helfer, Victor Miller	Incorporated by reference to Amendment 10.34 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.28	Assignment of Patent No: 10,077,932, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	Incorporated by reference to Amendment 10.35 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.29	Assignment of Patent No: 10,077,887, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	Incorporated by reference to Amendment 10.36 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.30	Assignment of Patent No: 10,077,883, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	Incorporated by reference to Amendment 10.37 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.31	Assignment of Patent No: 10,077,958, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	Incorporated by reference to Amendment 10.38 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.32	Assignment of Patent No: 10,077,888, by and between Biophan and Patrick R. Connelly, Stuart G. MacDonald, and Michael L. Weiner	Incorporated by reference to Amendment 10.39 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.33	Assignment of Patent No: 60,357,935, by and between Biophan and Jeffrey L. Helfer, Robert W. Gray, and Michael L. Weiner	Incorporated by reference to Amendment 10.40 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.34	Assignment of Patent No: 10,132,457, by and between Biophan and Stuart G. MacDonald, Jeffrey L. Helfer, and Michael L. Weiner	Incorporated by reference to Amendment 10.41 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.35	Assignment of Patent No: 09,864,944, by and between Biophan and Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	Incorporated by reference to Amendment 10.42 to Amendment Registration Statement filed on May 1, 2003 (333-102526).

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10.36	Assignment of Patent No: 09,865,049, by and between Biophan and Victor Miller, Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	333-102526). Incorporated by ref 10.43 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.37	Assignment of Patent No: 09,885,867, by and between Biophan and Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	Incorporated by ref 10.44 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.38	Assignment of Patent No: 09,885,868, by and between Biophan and Victor Miller, Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	Incorporated by ref 10.45 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.39	Assignment of Patent No: 10,283,530, by and between Biophan and Wilson Greatbatch and Michael L. Weiner	Incorporated by ref 10.46 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.40	Assignment of Patent No: 10,369,429, by and between Biophan and Jeffrey L. Helfer, Robert W. Gray, and Michael L. Weiner	Incorporated by ref 10.47 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.41	Assignment of Patent No: 10,162,318, by and between Biophan and Biomed Solutions, LLC	Incorporated by ref 10.48 to Amendment Registration Statement filed on May 1, 2003 (333-102526).
10.42	Strategic Partnership Agreement between Biophan and UB Business Alliance dated May 27, 2003.	Incorporated by ref 10.49 to Amendment Registration Statement filed on July 11, 2003 (333-102526).
10.43	Development Agreement between Biophan and Alfred University dated July 17, 2003	Incorporated by ref 10.51 to Biophan's Statement on Form S-1 filed on October 9, 2003 (File No. 333-102526).
10.44	Letter Agreement dated August 19, 2002 between Biomed Solutions, LLC and Biophan	Incorporated by ref 10.54 to Amendment Registration Statement filed on April 9, 2003 (333-112678).
10.45	Payment Agreement dated June 3, 2004 between Biophan and TE Bio LLC	Incorporated by ref 99.1 to Form 8-K dated June 3, 2004.
10.46	AMP-Biophan License Agreement dated February 24, 2005 between Biophan and aMRIs Patent GmbH (Biophan has requested confidential treatment of certain confidential portions of this Agreement and has filed this Agreement separately with the SEC)	Incorporated by ref 10.46 to the 2005 10-K.
10.47	Employment Agreement dated February 24, 2005 among aMRIs GmbH, Dr. Michael Friebe and Biophan	Incorporated by ref 10.47 to the 2005 10-K.
10.48	Capital Pledge Agreement dated February 24, 2005	Incorporated by ref 10.48 to the 2005 10-K.

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	among Biophan, TomoVation GmbH, and Prof. Dr. Andreas Melzer	10.48 to the 2005 1
10.49 *	Executive Employment Agreement between Biophan and John F. Lanzafame effective as of September 9, 2004	Filed herewith
10.50	Line of Credit Agreement dated May 27, 2005 between Biophan and Biomed Solutions, LLC	Filed herewith
14.1	Code of Ethics for Senior Financial Officers	Incorporated by ref 14.1 to the 2005 10
21	Subsidiaries	Incorporated by ref to the 2005 10-KSB.
23.1	Consent of Goldstein Golub Kessler LLP	Incorporated by ref 23.1 to the 2005 10
23.3	Consent of Frank G. Shellock	Incorporated by ref 23.2 to Amendment N Registration Statem filed on May 22, 20 333-102526).
23.4	Consent of Robert Rubin M.D.	Incorporated by ref 23.3 to Amendment N Registration Statem filed on May 1, 200 333-102526).
31.1	Certification of C.E.O. pursuant to Rule 13a-14(a)	Furnished herewith
31.2	Certification of C.F.O. pursuant to Rule 13a-14(a)	Furnished herewith
32.1	Certification of C.E.O. pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350	Furnished herewith
32.2	Certification of C.F.O. pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350	Furnished herewith

* Management contract or compensatory plan or arrangement

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BIOPHAN TECHNOLOGIES, INC.

By: \s\ Michael L. Weiner

 Name: Michael L. Weiner
 Title: President, CEO and Director

Dated: June __, 2005

In accordance with the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signature	Title	Date
-----	-----	----

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\s\ Michael L. Weiner ----- Michael L. Weiner	President, CEO and Director (Principal Executive Officer)	June __, 2005
\s\ Robert J. Wood ----- Robert J. Wood	Vice President, Secretary, Treasurer and CFO (Principal Financial Officer and Principal Accounting Officer)	June __, 2005
\s\ Guenter H. Jaensch ----- Guenter H. Jaensch	Chairman	June __, 2005
\s\ Ross B. Kenzie ----- Ross B. Kenzie	Director	June __, 2005
\s\ Steven Katz ----- Steven Katz	Director	June __, 2005
\s\ Robert S. Bramson ----- Robert S. Bramson	Director	June __, 2005
\s\ Michael Friebe ----- Michael Friebe	Director	June __, 2005

EXHIBIT INDEX

Exhibit No. -----	Exhibit Description -----	Page -----
2.1	Articles of Merger	3
2.2	Articles of Dissolution	3
2.3	Exchange Agreement, dated as of December 1, 2000, by and among Biophan, Biomed Solutions, LLC (formerly Biophan, LLC), and LTR Antisense Technology, Inc.	3
2.4	Agreement dated as of February 24, 2005 among Biophan, aMRIs GmbH, Dr. Michael Friebe, Tomovation GmbH, Prof. Dr. Andreas Melzer, Dipl.-Ing. Gregor Schaefers, and Dipl. Betriebsw. Andreas Pieper	3
3.1	Articles of Incorporation (Nevada)	3
3.2	Bylaws (Nevada)	3
3.3	Amendment to the Articles of Incorporation	3
3.4	Amendment to Exchange Agreement	3
3.5	Certificate of Amendment to Articles of Incorporation	3
4.1	Stock Purchase Warrant issued to Biomed	3

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	Solutions, LLC (formerly Biophan, LLC) dated June 4, 2002	3
4.2	Stock Purchase Warrant issued to Bonanza Capital Masterfund Ltd.	3
4.3	Restated Stock Purchase Warrant issued to Biomed Solutions, LLC, dated January 8, 2003	3
4.4	Stock Purchase Warrant issued to Biomed Solutions, LLC dated November 11, 2002	4
4.5	Form of Stock Purchase Warrant issued to principals of Carolina Financial Services, for a total of 121,572 shares	4
4.6	Form of Stock Purchase Warrant to be issued to Carolina Financial services in connection with the Stock Purchase Agreement with Spectrum Advisors, Ltd	4
4.7	Form of Stock Purchase Warrant issued to investors in private placement of securities, for a total of 2,770,550 shares	4
4.8	Stock Purchase Warrant issued to SBI USA, LLC	
4.9	Registration Rights Agreement dated February 10, 2004 by and among Biophan Technologies, Inc., Biomed Solutions, LLC and SBI Brightline Consulting, LLC	4
4.10	Note and Pledge Agreement dated November 24, 2005 between Biophan, Tomovation GmbH and Prof. Dr. Andreas Melzer	4
4.11	Convertible Promissory Note of Biophan payable to the order of Biomed Solutions, LLC dated June 4, 2002	4
4.12	Stock Purchase Agreement between Biophan and Bonanza Capital Masterfund LTD	4
4.13	Registration Rights Agreement between Biophan and Bonanza Capital Masterfund LTD	4
4.14	Stock Purchase Agreement between Biophan and Spectrum Advisors, Ltd.	4
4.15	Registration Rights Agreement between Biophan and Spectrum Advisors, Ltd.	4
4.16	First Amendment to Restated Stock Purchase Agreement between Biophan and Spectrum Advisors, Ltd.	4
4.17	Stock Purchase Agreement dated October 1, 2003 between Biophan and SBI Brightline Consulting, LLC.	4
4.18	Stock Purchase Agreement dated February 5, 2004 between Biophan and SBI Brightline Consulting, LLC.	4
4.19*	2001 Stock Option Plan	4
4.20	Termination of Stock Purchase Agreement between Biophan and SBI Brightline Consulting, LLC	15
4.21	Stock Purchase Agreement dated May 27, 2005 between Biophan and SBI Brightline XI, LLC	17
4.22	Convertible Promissory Note of Biophan payable to the order of Biomed Solutions, LLC dated May 27, 2005	34
4.23	Stock Purchase Warrant issued to Biomed Solutions, LLC dated May 27, 2005	38
10.1	Assignment, dated as of December 1, 2000, by and between Biophan and Biomed Solutions, LLC (formerly Biophan, LLC), a New York limited	

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	liability company	5
10.2	Security Agreement, dated as of December 1, 2000, by and between Biophan and Biomed Solutions, LLC (formerly Biophan, LLC), a New York limited liability company	5
10.3	Transfer Agreement	5
10.4	Amendment to Transfer Agreement	5
10.5	Line of Credit Agreement between Biophan and Biomed Solutions, LLC dated June 4, 2002	5
10.6	Escrow Agreement between Biophan, Bonanza Capital Masterfund LTD and Boylan, Brown, Code, Vigdor & Wilson LLP	5
10.7	Executive Employment Agreement between Biophan and Michael L. Weiner dated December 1, 2000	5
10.8*	Executive Employment Agreement between Biophan and Jeffrey L. Helfer dated June 6, 2002	5
10.9*	Executive Employment Agreement between Biophan and Stuart G. MacDonald dated June 6, 2002	5
10.10*	Executive Employment Agreement between Biophan and Robert J. Wood dated June 6, 2002	5
10.11	Financial Accommodations Agreement between Biophan and Bellador (Labuan) Ltd dated July 1, 2002	5
10.12	Escrow Agreement between Biophan, Spectrum Advisors, Ltd. and Boylan, Brown, Code, Vigdor & Wilson LLP.	5
10.13	Lease Agreement between Biophan and High Technology of Rochester, Inc.	5
10.14	Strategic Partnership Agreement between Biophan and UB Business Alliance dated December 10, 2001	5
10.15	License Agreement between Biophan, Xingwu Wang and Nanoset, LLC dated January 15, 2004	5
10.16	Patent License Agreement between Biophan and Deborah D. L. Chung dated April 5, 2002	5
10.17	License Agreement between Biophan and Johns Hopkins University	6
10.18	Advisory Agreement between Biophan and SBI USA, LLC dated December 18, 2002	6
10.19	Development Agreement between Biophan and Alfred University dated February 21, 2002	6
10.20	Development Agreement between Biophan and Alfred University dated January 24, 2003	6
10.21	Development Agreement between Biophan and Greatbatch Enterprises, Inc., dated February 28, 2001	6
10.22	Assignment of Patent No: 60,269,817, by and between Biophan and Michael L. Weiner, Wilson Greatbatch, Patrick R. Connelly, and Stuart G. MacDonald	6
10.23	Assignment of Patent No: 10,077,988, by and between Biophan and Patrick R. Connelly, Michael L. Weiner, Stuart G. MacDonald, Thomas H. Foster, Wilson Greatbatch, and Victor Miller	6
10.24	Assignment of Patent No: 10,077,836, by and between Biophan and Michael L. Weiner, Stuart G. MacDonald, and Patrick R. Connelly	6
10.25	Assignment of Patent No: 10,077,823, by and between Biophan and Patrick R. Connelly, Michael L. Weiner, Jeffrey L. Helfer, Stuart G. MacDonald, and Victor Miller	6

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10.26	Assignment of Patent No: 10,077,978, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Stuart G. MacDonald, Patrick R. Connelly, and Victor Miller	6
10.27	Assignment of Patent No: 10,078,062, by and between Biophan and Michael L. Weiner, Patrick R. Connelly, Stuart G. MacDonald, Jeffrey L. Helfer, Victor Miller	6
10.28	Assignment of Patent No: 10,077,932, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	7
10.29	Assignment of Patent No: 10,077,887, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	7
10.30	Assignment of Patent No: 10,077,883, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	7
10.31	Assignment of Patent No: 10,077,958, by and between Biophan and Michael L. Weiner, Jeffrey L. Helfer, Patrick R. Connelly, Stuart G. MacDonald, and Victor Miller	7
10.32	Assignment of Patent No: 10,077,888, by and between Biophan and Patrick R. Connelly, Stuart G. MacDonald, and Michael L. Weiner	7
10.33	Assignment of Patent No: 60,357,935, by and between Biophan and Jeffrey L. Helfer, Robert W. Gray, and Michael L. Weiner	7
10.34	Assignment of Patent No: 10,132,457, by and between Biophan and Stuart G. MacDonald, Jeffrey L. Helfer, and Michael L. Weiner	7
10.35	Assignment of Patent No: 09,864,944, by and between Biophan and Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	7
10.36	Assignment of Patent No: 09,865,049, by and between Biophan and Victor Miller, Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	7
10.37	Assignment of Patent No: 09,885,867, by and between Biophan and Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	7
10.38	Assignment of Patent No: 09,885,868, by and between Biophan and Victor Miller, Wilson Greatbatch, Patrick R. Connelly and Michael L. Weiner	7
10.39	Assignment of Patent No: 10,283,530, by and between Biophan and Wilson Greatbatch and Michael L. Weiner	8
10.40	Assignment of Patent No: 10,369,429, by and between Biophan and Jeffrey L. Helfer, Robert W. Gray, and Michael L. Weiner	8
10.41	Assignment of Patent No: 10,162,318, by and between Biophan and Biomed Solutions, LLC	8
10.42	Strategic Partnership Agreement between Biophan and UB Business Alliance dated May 27, 2003.	8
10.43	Development Agreement between Biophan and Alfred University dated July 17, 2003	8
10.44	Letter Agreement dated August 19, 2002 between	

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10.45	Biomed Solutions, LLC and Biophan Payment Agreement dated June 3, 2004 between Biophan and TE Bio LLC 10.46 AMP-Biophan License Agreement dated February 24, 2005 between Biophan and aMRIs Patent GmbH (Biophan has requested confidential treatment of certain confidential portions of this Agreement and has filed this Agreement separately with the SEC)	8
10.47	Employment Agreement dated February 24, 2005 among aMRIs GmbH, Dr. Michael Friebe and Biophan	8
10.48	Capital Pledge Agreement dated February 24, 2005 among Biophan, TomoVation GmbH, and Prof. Dr. Andreas Melzer	8
10.49*	Executive Employment Agreement between Biophan and John F. Lanzafame effective as of September 9, 2004	48
10.50	Line of Credit Agreement dated May 27, 2005 between Biophan and Biomed Solutions, LLC	57
14.1	Code of Ethics for Senior Financial Officers	8
21	Subsidiaries	8
23.1	Consent of Goldstein Golub Kessler LLP	8
23.3	Consent of Frank G. Shellock	9
23.4	Consent of Robert Rubin M.D.	9
31.1	Certification of C.E.O. pursuant to Rule 13a-14(a)	67
31.2	Certification of C.F.O. pursuant to Rule 13a-14(a)	68
32.1	Certification of C.E.O. pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350	69
32.2	Certification of C.F.O. pursuant to Rule 13a-14(b) and 18 U.S.C. Section 1350	70