FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: MARCH 31, 2003

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM: _____ TO _____

COMMISSION FILE NO.: 0-19974

ICU MEDICAL, INC.
(Exact name of Registrant as provided in charter)

Delaware	33-0022692
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)
951 Calle Amanecer, San Clemente, California	92673
(Address of Principal Executive Offices)	(Zip Code)

(949) 366-2183
(Registrant's Telephone No. Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 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 XXX No____

Indicate the number of shares outstanding in each of the issuer's classes of common stock, as of the latest practicable date:

Class	Outstanding at April 30, 2003
Common	13,789,511

ICU MEDICAL, INC.

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ICU MEDICAL, INC.
Condensed Consolidated Balance Sheets
March 31, 2003 and December 31, 2002
(all dollar amounts in thousands except share data)
(unaudited)

ASSETS

	3/31/03	12/31/02
CURRENT ASSETS:		
Cash and cash equivalents	$ 4,129	$ 4,165
Liquid investments	74,725	84,300
Cash, cash equivalents and liquid investments	78,854	88,465
Accounts receivable, net of allowance for doubtful accounts of $662 and $665 as of March 31, 2003 and December 31, 2002, respectively	27,042	16,633
Inventories	4,378	5,749
Prepaid expenses and other current assets	342	1,652
Deferred income taxes - current portion	1,924	1,710
Total current assets	112,540	114,209
PROPERTY AND EQUIPMENT, at cost:	61,576	58,958
Less--Accumulated depreciation	(25,508)	(24,350)
	36,068	34,608
DEFERRED INCOME TAXES	4,313	4,313
INTANGIBLE ASSETS - net	3,267	3,352
OTHER ASSETS	559	550
	$ 156,747	$ 157,032

LIABILITIES AND STOCKHOLDERS' EQUITY

CURRENT LIABILITIES:		
Accounts payable	$ 4,074	$ 5,046
Accrued liabilities	8,580	6,599
Total current liabilities	12,654	11,645
STOCKHOLDERS' EQUITY:		
Convertible preferred stock, $1.00 par value		
Authorized -- 500,000 shares, issued and outstanding -- none	--	--
Common stock, $0.10 par value-		
Authorized -- 80,000,000 shares, issued -- 14,098,134 and 14,087,026 shares at March 31, 2003 and December 31, 2002, respectively	1,410	1,409
Additional paid-in capital	63,568	63,284
Treasury stock, at cost -- 318,300 shares at March 31, 2003	(8,649)	-
Retained earnings	87,764	80,694

Total stockholders' equity	144,093	145,387
	$ 156,747	$ 157,032

The accompanying notes are an integral part of these consolidated financial statements.

ICU MEDICAL, INC.
Condensed Consolidated Statements of Income
For the Three Months Ended
March 31, 2003 and March 31, 2002 (all dollar amounts in thousands except per share data)
(unaudited)

	For the Three Months Ended	
	3/31/03	3/31/02
REVENUES		
Net Sales	$ 28,736	$ 20,905
Other	2,040	--
TOTAL REVENUE	30,776	20,905
COST OF GOODS SOLD	13,024	8,556
Gross profit	17,752	12,349
OPERATING EXPENSES:		
Selling, general and administrative	6,087	5,239
Research and development	471	303
Total operating expenses	6,558	5,542
Income from operations	11,194	6,807
INVESTMENT INCOME	296	376
Income before income taxes	11,490	7,183
PROVISION FOR INCOME TAXES	4,420	2,660
NET INCOME	$ 7,070	$ 4,523
NET INCOME PER SHARE		
Basic	$ 0.50	$ 0.34
Diluted	$ 0.46	$ 0.30
WEIGHTED AVERAGE NUMBER OF SHARES		
Basic	14,007,731	13,379,119
Diluted	15,337,366	15,064,856

The accompanying notes are an integral part of these consolidated financial statements.

ICU MEDICAL, INC.
Condensed Consolidated Statements of Cash Flows
For the Three Months Ended
March 31, 2003 and March 31, 2002
(all dollar amounts in thousands)
(unaudited)

	For the Three Months Ended	
	3/31/03	3/31/02
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 7,070	$ 4,523
Adjustments to reconcile net income to net cash provided by operating activities --		
Depreciation and amortization	1,633	1,070
Net change in current assets and current liabilities, and other	(5,711)	(4,278)
	2,992	1,315
Tax benefits from exercise of stock options	3	6,300
Net cash provided by operating activities	2,995	7,615
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchases of property and equipment	(3,017)	(1,445)
Net change in liquid investments	9,575	(8,400)
Payment of Bio-Plexus, Inc. pre-acquisition liabilities	(1,221)	--
Increase in due from securities brokers	--	(2,891)
Net cash provided by (used in) investing activities	5,337	(12,736)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from exercise of stock options	10	5,786
Proceeds from employee stock purchase program	271	
Purchase of treasury stock	(8,649)	
Net cash provided by (used in) financing activities	(8,368)	5,786
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(36)	665
CASH AND CASH EQUIVALENTS, beginning of the period	4,165	3,901
CASH AND CASH EQUIVALENTS, end of the period	$ 4,129	$ 4,566

The accompanying notes are an integral part of these consolidated financial statements.

ICU MEDICAL, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2003
(All dollar amounts in tables in thousands)
(unaudited)

NOTE 1: The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and pursuant to the rules and regulations of the Securities and Exchange Commission and reflect all adjustments, which consist of only normal recurring adjustments, which are, in the opinion of Management, necessary to a fair statement of the consolidated results for the interim periods presented. Results for the interim period are

not necessarily indicative of results for the full year. Certain information and footnote disclosures normally included in consolidated financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to such rules and regulations. The condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our 2002 Annual Report to Stockholders.

NOTE 2: Inventories consisted of the following:

	3/31/03	12/31/02
Raw material	$ 3,249	$ 3,302
Work in process	548	534
Finished goods	581	1,913
Total	$ 4,378	$ 5,749

NOTE 3: Property and equipment, at cost, consisted of the following:

	3/31/03	12/31/02
Land, building and building improvements	$ 16,205	$ 15,197
Machinery and equipment	20,180	19,142
Furniture and fixtures	5,419	5,343
Molds	10,097	9,534
Construction in process	9,675	9,742
Total	$ 61,576	$ 58,958

NOTE 4: Basic net income per share is computed by dividing net income by the weighted average number of common shares outstanding. Diluted net income per share is computed by dividing net income by the weighted average number of common shares outstanding plus dilutive securities. Our dilutive securities are outstanding common stock options (excluding stock options with an exercise price in excess of market value), less the number of shares that could have been purchased with the proceeds from the exercise of the options, using the treasury stock method, and were 1,329,635 and 1,685,737 for the three months ended March 31, 2003 and 2002, respectively. Options that are antidilutive because their average exercise price exceeded the average market price of our common stock for the period approximated 420,000 and none for the three months ended March 31, 2003 and 2002, respectively.

We account for our stock options granted to employees and directors under Accounting Principles Board ("APB") Opinion No. 25 "Accounting for Stock Issued to Employees" and related interpretations as permitted by SFAS No. 123 "Accounting for Stock-Based Compensation," and do not recognize compensation expense because the exercise price of the options equals the fair market value of the underlying shares at the date of grant. Under SFAS No. 123, the Company is required to present certain pro forma earnings information determined as if employee stock options were accounted for under the fair value method of that Statement. The fair value for options granted in 2003 and 2002 was estimated as of the date of grant using a Black-Scholes option pricing model. The Black-Scholes option valuation model was developed for use in estimating fair value of fully transferable traded options with no vesting restrictions, and, similar to other option valuation models, requires use of highly subjective assumptions, including expected stock price volatility. The characteristics of our stock options differ substantially from those of traded stock options, and changes in the subjective assumptions can materially affect estimated fair values; therefore, in Management's opinion, existing option valuation models do not necessarily provide a reliable single measure of the fair value of our stock options. The following information is provided pursuant to SFAS No. 123, as amended. The pro forma adjustment reflects stock-based compensation cost calculated under the fair value method, net of related tax effects, calculated pursuant to SFAS No. 123.

Quarter ended March 31,

	2003	2002
Net Income, as reported.....	$ 7,070,000	$ 4,523,000
Pro forma adjustment.....	1,342,000	1,129,000
Net Income, pro forma.....	$ 5,728,000	$ 3,394,000
Net Income per share.....		
Basic, as reported	$0.50	$0.34
Diluted, as reported	$0.46	$0.30
Basic, pro forma	$0.42	$0.26
Diluted, pro forma	$0.38	$0.23

NOTE 5: The effective tax rate differs from that computed at the federal statutory rate of 35% principally because of the effect of state income taxes partially offset by the effect of tax-exempt investment income.

NOTE 6: Net sales to Abbott Laboratories were 68% and 67% of net revenues in the first quarters of 2003 and 2002, respectively. No other customer accounted for more than ten percent of revenues.

NOTE 7: We are from time to time involved in various legal proceedings, either as a defendant or plaintiff, most of which are routine litigation in the normal course of business. We believe that the resolution of the legal proceedings in which we are involved will not have a material effect on our financial position or results of operations.

In the normal course of business, the Company has made certain indemnities, including indemnities to officers and directors of the Company to the maximum extent permitted under Delaware law and intellectual property indemnities to customers in connection with sales of its products. These indemnities do not provide a maximum amount. The Company has not recorded any liability for these and does not expect to incur any.

NOTE 8: In the fourth quarter of 2002, we acquired Bio-Plexus. Inc. for approximately $8.8 million, net of cash acquired, and Bio-Plexus has been included in our consolidated financial statements since October 31, 2002. Bio-Plexus's principal products are blood collection needles, under the Punctur-Guard name, that are designed to eliminate exposure to sharp, contaminated needles. Bio-Plexus's revenues in the first quarter of 2003 were $1.8 million, and its effect on net income was immaterial. Unaudited pro forma combined revenues of the Company and Bio-Plexus for the first quarter of 2002, assuming the acquisition occurred on January 1, 2002, were $22,813,000; the pro forma effect on net income was immaterial.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

We develop, manufacture, sell and distribute disposable medical connection products. Our principal products are proprietary safe medical connection devices for use in intravenous ("I.V.") therapy applications. We also produce custom I.V. systems that incorporate our proprietary products, and since October 31, 2002, blood collection needles.

CRITICAL ACCOUNTING POLICIES

Our significant accounting policies are summarized in Note 1 to the Consolidated Financial Statements included in our 2002 Annual Report to Shareholders. In preparing our financial statements, we make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities. We apply our accounting policies on a consistent basis. As circumstances change, they are considered in our estimates and judgments, and future changes in circumstances could result in changes in amounts at which assets and liabilities are recorded.

Investment securities are all marketable and considered "available for sale". See "Quantitative and Qualitative Disclosures about Market Risk" below. Under our current investment policies, the securities in which we invest have no significant difference between cost and fair value. If our investment policies were to change, and there were differences between cost and fair value, that difference, net of tax effect, would be reflected as a separate component of stockholders' equity.

Most of our product sales are FOB shipping point and ownership of the product transfers to the customer when we ship it. Certain other product sales are FOB destination and ownership of the product transfers to the customer at destination. We record sales and related costs when ownership of the product transfers to the customer. Most of our customers are distributors or medical product manufacturers, although there are some sales to end-users. Our only post-sale obligations are warranty and certain rebates. Customers, with certain rare exceptions, do not retain any right of return and there is no price protection with respect to unsold products. We warrant products against defects and have a policy permitting the return of defective products. We provide a reserve for warranty returns as an expense; amounts have been insignificant. We accrue rebates as a reduction in revenue based on contractual commitments and historical experience; amounts have not been significant. Adjustments of estimates of warranty claims, rebates or returns, which have not been, and are not expected to be material, affect current operating results when they are made.

Accounts receivable are stated at net realizable value. An allowance is provided for estimated collection losses based on specific past due accounts for which we consider collection to be doubtful. Loss exposure is principally with international distributors for whom normal payment terms are long in comparison to those of our other customers and, to a lesser extent, domestic distributors. Many of these distributors are relatively small and we are vulnerable to adverse developments in their businesses that can hinder our collection of amounts due. If there are significant doubts as to the collectibility of receivables at the time of shipment, we defer recognition of the sale in income until the receivable is collected. If actual collection losses exceed expectations, we could be required to accrue additional bad debt expense, which could have an adverse effect on our operating results in the period in which the accrual occurs.

Inventories are stated at the lower of cost or market. We need to carry many components to accommodate our rapid product delivery, and if we misestimate demand or if customer requirements change, we may have components in inventory that we may not be able to use. Most finished products are made only after we receive orders, but for those that are not, we need to estimate what may not be saleable. We regularly review inventory for slow moving items and write off all items we do not expect to use in manufacturing, or finished products we do not expect to sell. If actual usage of components or sales of finished goods inventory is less than our estimates, we would be required to write off additional inventory, which could have an adverse effect on our operating results in the period in which the write-off occurs.

Property and equipment is carried at cost and depreciated on the straight-line method over their estimated useful lives. The estimates of useful lives are significant judgments in accounting for property and equipment, particularly for molds and automated assembly machines that are custom made for us. We may retire them on an accelerated basis if we replace them with larger or more technologically advanced tooling. The remaining useful lives of all property and equipment are reviewed regularly and lives are adjusted or assets written off based on current estimates of future use. As part of that review, property and equipment is reviewed for other indicators of impairment, but to date we have not encountered circumstances indicating the carrying amount of an asset, or group of assets, may not be recoverable. An unexpected shortening of useful lives of property and equipment that significantly increases depreciation provisions, or other circumstances causing us to record an impairment loss on such assets, could have an adverse effect on our operating results in the period in which the related charges are recorded.

NEW ACCOUNTING PRONOUNCEMENTS

We have implemented all new accounting pronouncements that are in effect and that may impact our consolidated financial statements and the effect of such adoption was not material. We do not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on our consolidated financial statements.

GENERAL

Our principal products are our CLAVE(R)needleless I.V. connection system and our custom I.V. systems. The following table sets forth, for the periods indicated, our net revenues by product as a percentage of total net revenues:

PRODUCT LINE	2000	2001	2002	Q1-02	Q1-03
CLAVE	71%	74%	67%	77%	63%
Custom I.V. Systems	12%	13%	17%	14%	16%
Punctur-Guard(R)	-	-	1%	-	6%
CLC2000(R)	4%	3%	4%	2%	4%
Lopez Valve(R)	3%	2%	2%	2%	2%
RF100-RF150 ("Rhino")	5%	3%	2%	2%	1%
Protected Needle and Other Products	5%	5%	3%	3%	1%
License, royalty and revenue share	-	-	4%	-	7%
Total	100%	100%	100%	100%	100%

We sell our products to independent distributors and through agreements with Abbott (the "Abbott Agreements") and certain other medical product manufacturers. Most independent distributors handle the full line of our products. Abbott purchases CLAVE products, principally bulk, non-sterile connectors. Abbott also purchases the Rhino, a low-priced connector specifically designed for Abbott, the CLC2000, and custom I.V. sets. The Abbott Agreements extend to December 2009 and have extension provisions beyond that date. We also sell certain other products to a number of other medical product manufacturers.

We believe that as the healthcare provider market continues to consolidate, our success in marketing and distributing CLAVE products will depend, in part, on our ability, either independently or through strategic supply and distribution arrangements, to secure long-term CLAVE contracts with major buying organizations. Further, our marketing and distribution strategy may result in a significant share of our revenues being concentrated among a small number of distributors and manufacturers. The loss of a strategic supply and distribution agreement with a customer or the loss of a large contract by such a customer could have a material adverse effect on our operating results.

We believe the success of the CLAVE has motivated, and will continue to motivate others to develop one piece, swabbable, needleless connectors that may incorporate many of the same functional and physical characteristics as the CLAVE. We are aware of a number of such products. In response to competitive pressure, we have been reducing prices to protect and expand our market. The price reductions to date have been more than offset by increased volume. We expect that the average price of our CLAVE products may continue to decline. There is no assurance that our current or future products will be able to successfully compete with products developed by others.

The federal Needlestick Safety and Prevention Act, enacted in November 2000, modified standards promulgated by the Occupational Safety and Health

Administration to require employers to use needleless systems where appropriate to reduce risk of injury to employees from needlesticks. We believe the effect of this law has helped to accelerate sales of our needleless systems, although we are unable to estimate the amount or timing of such sales.

We are taking steps to reduce our dependence on our current proprietary products. We are seeking to substantially expand our custom I.V. systems business with products sold to medical product manufacturers and independent distributors. On February 27, 2001, we signed an agreement with Abbott under which we manufacture all new custom I.V. sets for sale by Abbott, and we jointly promote the products under the name SetSource(TM). We expect continuing significant increases in sales of custom I.V. systems under this agreement. We also launched efforts to contract with group purchasing organizations and independent dealer networks for inclusion of our products among those available to members of those entities. Custom I.V. systems accounted for approximately $4.9 million of net sales in the first three months of 2003, including net sales under the Abbott SetSource program of approximately $2.1 million. There is no assurance that either one of these initiatives will continue to succeed.

In the fourth quarter of 2002 we acquired Bio-Plexus. Inc. for approximately $8.8 million, net of cash acquired, and Bio-Plexus has been included in our consolidated financial statements since October 31, 2002. Bio-Plexus's principal products are blood collection needles, under the Punctur-Guard name, that are designed to eliminate exposure to sharp, contaminated needles. Bio-Plexus's revenues in the first quarter of 2003 were $1.8 million, and its effect on net income was immaterial.

We have an ongoing program to increase systems capabilities, improve manufacturing efficiency, reduce labor costs, reduce time needed to produce an order, and minimize investment in inventory. The original focus on labor-intensive production of custom I.V. systems was expanded to include all automated manufacturing operations in San Clemente, California and has most recently been expanded to include the Punctur-Guard manual and automated manufacturing in Connecticut. Manual assembly, except for that done in Connecticut, is performed at the facility opened in December 1998 in Ensenada, Baja California, Mexico. Molding and automated assembly, except for that done in Connecticut, takes place in our San Clemente, California facility. We continue to make investments in automated molding and assembly equipment. In the third quarter of 2002 we commenced use of automated assembly equipment for the 1o2 Valve(R) and commenced use of automated assembly equipment for the CLC2000 in the fourth quarter of 2002. Throughout 2002, we added molding and automated assembly capacity for CLAVE production. In the third quarter of 2002 we commenced a significant expansion of our manual assembly capacity in Mexico that we expect to complete by June 2003. All these steps have reduced and will continue to reduce unit production costs. Ongoing steps also include automation of the production of new products and other products for which volume is growing, and consideration of establishment of production facilities outside North America. Because significant innovation is required to achieve these goals, there is no assurance that these steps will achieve the desired results.

We distribute our products through three distribution channels. Net sales for each distribution channel were as follows:

CHANNEL	2000	2001	2002	Q1-02	Q1-03
Medical product manufacturers	74%	72%	73%	75%	75%
Independent domestic distributors	21%	20%	19%	17%	21%
International	5%	8%	8%	8%	4%
Total	100%	100%	100%	100%	100%

The healthcare business in the United States is subject to seasonal fluctuations, and activity tends to diminish somewhat in the summer months of June, July and August, when illness is less frequent than in winter months and patients tend to postpone elective procedures. This typically causes seasonal

fluctuations in our business. In addition, we can experience fluctuations as a result of variations in the ordering patterns of our largest customers, which may be driven more by production scheduling and their inventory levels, and less by seasonality.

QUARTER ENDED MARCH 31, 2003 COMPARED TO THE SAME QUARTER LAST YEAR

NET REVENUES increased $9,871,000, or approximately 47%, to $30,776,000 in the first quarter of 2003 compared to $20,905,000 during the same period last year. This amount included approximately $4.0 million of CLAVE product available for delivery on current orders in the fourth quarter of 2002, but for which shipment was deferred until early 2003 by agreement with Abbott. (There was no similar deferral at the end of March 2003.) The increase was primarily attributable to increased sales of CLAVE products as well as increased sales of custom I.V. systems, inclusion of sales of Punctur-Guard, which was acquired in late 2002, and receipt of a license fee.

Net sales to Abbott in the first quarter of 2003 were $20,705,000, as compared with net sales of $13,969,000 in the first quarter of 2002. (Abbott sales discussed in this paragraph do not include export sales.) Net sales of CLAVE products to Abbott, excluding custom CLAVE I.V. systems, in the first quarter of 2003 increased approximately 41%, to $17,362,000 due to an increase in unit volume. Sales to Abbott under the SetSource program were $2,080,000, as compared with approximately $850,000 in the first quarter of 2002. We expect a substantial increase in CLAVE unit and dollar sales volume with Abbott in 2003, as well as a significant increase in SetSource unit and sales volume. Net sales of CLC2000 almost tripled to $419,000 on increased unit volume partially offset by a modest decrease in pricing. We expect sales of the CLC2000 to Abbott will increase in the future. Net sales of the Rhino were virtually unchanged at approximately $500,000; sales of Rhino started to decline in early 2001, and while they have leveled off recently, we expect them to decline in the future as the market shifts to one piece, swabbable, needleless technology. There is no assurance as to the amount of any future sales increases to Abbott.

Net revenue from B. Braun Medical Inc. ("B. Braun") was $412,000 in the first quarter of 2003, as compared with $1,660,000 in the first quarter of 2002. CLAVE product sales to B. Braun in 2002 were $1,367,000, but less than $100,000 in the first quarter of 2003. There will be no CLAVE product sales to B. Braun in the future. In 2001, we commenced litigation against B.Braun over contractual and patent matters. In connection with settlement of the contract litigation in November 2002, we terminated the agreement under which we sold CLAVE products to B.Braun, effective December 31, 2002. We continue to vigorously pursue the patent litigation against B.Braun. See Part II, Item 1. Legal Proceedings. While the termination of the B.Braun CLAVE agreement could have an adverse effect on us, we do not believe that it will. We do expect to lose some sales unit volume to B.Braun products that compete with CLAVE, but we believe many of B.Braun's customers prefer the CLAVE to B.Braun's products and that many of them will continue to buy CLAVE products through either Abbott or independent distributors when they are no longer available from B.Braun. To the extent that customers' needs are filled through independent distributors, we generate higher revenue and profit per CLAVE connector, because independent distributors purchase packaged sterilized products, often complete I.V. sets, from us and these have a higher price than the bulk nonsterile CLAVE sites which accounted for most of the CLAVEs that we sold to B. Braun. We have contracts to supply B. Braun a protected needle product, and B. Braun pays us under the Safeline revenue sharing agreement. We expect both of these revenue streams to continue to decrease as the market shifts to one piece, swabbable, needleless technology.

Net sales to independent domestic distributors increased approximately 84% from $3,471,000 in 2002 to $6,378,000 in 2003. This increase in sales to independent distributors is attributed to a $595,000, or 75%, increase in CLAVE product sales to $1,393,000 and a $485,000, or 24%, increase in custom I.V. system sales to approximately $2,545,000, as well as the inclusion of $1,548,000 of Punctur-Guard sales. The increase in CLAVE product sales was because of higher unit volume, which we believe is because of acquisition by our independent distributors of market share from B. Braun, and we expect a continued increase in sales of CLAVE products to independent domestic distributors. The increase in sales of custom I.V. systems was attributable to an increase in unit volume, and we expect increased volume of custom I.V. systems in the future. Net sales of the CLC2000 and the Lopez Valve to

independent domestic distributors also increased by 175% and 49%, respectively, on higher unit volume. There is no assurance as to the amount of any future sales increases to the independent domestic distributors.

Total net sales to international distributors (excluding Canada) were $1,210,000 in the first quarter of 2003, as compared with $1,682,000 in the first quarter of 2002. The decrease was principally because of a decrease in CLAVE product sales. We experienced weakness in Latin America because of continuing economic and political issues and a change in distribution. A decline in sales to Europe distributors was related mostly to the timing of filling customers' orders. We now have distribution arrangements in the principal countries in Western Europe, the Pacific Rim and Latin America and in South Africa. Furthermore, we have been increasing the number of our international business development managers. We expect significant increases in sales to foreign customers in the future, although there is no assurance that those expectations will be realized.

Total net sales of CLAVE products (excluding custom CLAVE I.V. systems) increased to $19,527,000 in the first quarter of 2003 from $16,041,000 in the first quarter of 2002, or 22%. Unit shipments of CLAVE products in the first quarter of 2003 increased approximately 42% over those in the first quarter of 2002. Increases in set sales of CLAVE products of $5,021,000 to Abbott and $595,000 to independent domestic distributors were partially offset by the $1,273,000 decrease in CLAVE product sales to B. Braun and the $861,000 decrease in international CLAVE product sales, from $1,531,000 in 2002 to $670,000 in 2003. The aggregate average net unit selling price of CLAVE products in the first quarter of 2003 decreased approximately 14%, principally because the mix of products was more heavily weighted toward bulk non sterile product which has a lower selling price per unit. We expect continued significant growth in CLAVE unit and dollar sales volume in 2003, notwithstanding the termination of distribution to B.Braun, because of the growth that we expect in our other distribution channels. However, we give no assurance that the expectations will be realized.

In October 2001, we commenced production of the "MicroCLAVE(R)." It is smaller than the existing CLAVE but is functionally similar. We are currently marketing it as an extension of the CLAVE product line for use where its smaller size is advantageous, such as pediatric care. Sales are included in CLAVE product sales.

Net sales of custom I.V. systems were $4,894,000 in the first quarter of 2003 compared to $3,017,000 in the first quarter of 2002, a $1,877,000, or 62%, increase. The SetSource program with Abbott accounted for about 65% of the increase, with most of the balance in sales to independent domestic distributors. Unit volume accounted for the majority of the increase.

We acquired the Punctur-Guard product line and technology with the purchase of Bio-Plexus on October 31, 2002. We now produce the Punctur-Guard line of products and also license the technology to two medical device manufacturers for use in catheters. We spent most of the first quarter making improvements on the Punctur-Guard products. Pending completion of those efforts, we did not actively promote sales of those products. Improvements were completed on the Winged Set products and they were re-launched on March 1, 2003. Improvements on the blood collection needles are ongoing. Sales of Punctur-Guard products (excluding royalties) were $1,618,000 in the first quarter of 2003. We expect sales of those products to increase later in 2003, but we give no assurance that such increases will be achieved.

The 1o2 Valve is the first one-way or two-way drug delivery system in the marketplace. In the third quarter of 2002, we began using automated assembly equipment that will enable us to better meet demand for the 1o2 Valve. We are selling the 1o2 Valve only as a part of our custom I.V. systems, and sales, which are included in that category were approximately $740,000 in the first quarter of 2003.

Net sales of the CLC2000 were $1,166,000 in the first quarter of 2003 a $671,000 or 136% increase over the first quarter of 2002 principally because of an increase in units sold. Abbott and independent domestic distributors each accounted for approximately 40% of the increase, and the remainder was accounted for by foreign distributors. We expect sales of the CLC2000 to increase moderately in 2003 and later years, but there is no assurance as to the amount or timing of future CLC2000 sales.

Net sales of the Lopez Valve increased 64% in the first quarter compared to the same period last year principally because of higher unit volume sold to independent domestic distributors. We believe that the focus of the sales and marketing efforts of our personnel and those of our distributors on other products has and may continue to dilute sales of the Lopez Valve and may contribute to quarterly fluctuations, but we do expect modest sales increases throughout 2003.

Net sales of protected needle products decreased approximately 48% in the first quarter of 2003 compared to the same period last year because we discontinued the Click Lock and Piggy Lock products in the first quarter of 2003. The remaining protected needle product is the McGaw Protected Needle, and we expect its sales will continue to decline as the market shifts to one piece, swabbable, needleless technology.

Other revenue consists of license, royalty and revenue share income, and is being presented separately in our financial statements since the fourth quarter of 2002. The principal component in the first quarter of 2003 was a payment for a fully paid up license to use certain of our patents of $1,666,000. The remainder of the $2,040,000 were ongoing royalties for use of Punctur-Guard technology and Safeline revenue share payments from B. Braun. We do expect to receive other license fees or royalties for the use of our technology such as the one received in the first quarter of 2003 (which was similar to one received in December 2002), but we can give no assurance as to the amounts or timing of such payments, or whether any such payments will be received. We did agree to another license in April 2003 under which we will receive payments of approximately $1 million in May 2003 and approximately $1 million per year in quarterly payments from 2004 through 2007.

GROSS MARGIN for the first quarter of 2003, calculated on Net sales and excluding Other revenue, was 55% as compared with 59% for the first quarter of 2002. Our "benchmark" gross margin percentage has been 58% over the past five years. The exclusion of Safeline revenue share payments from net sales (now included in other revenue) and the inclusion of Bio-Plexus, which has a lower gross margin than the average of our other products, caused a two percentage point reduction in the gross margin. The other one percentage point decline was because of non-recurring production expenses. Average unit selling prices changed slightly because of a change in product mix, but otherwise were steady in the first quarter of 2003, and did not contribute significantly to the decrease in gross margin. We expect gross margins for the entire year 2003 to be equal to or somewhat lower than the 57% recorded in 2002 but can give no assurance that such expectation will be realized.

SELLING, GENERAL AND ADMINISTRATIVE EXPENSES ("SG&A"), excluding research and development expenses increased by $848,000, or 16%, to $6,087,000, and were 20% of total revenue (21% of net sales), as compared with 25% in 2002. The increase was because of the inclusion of Bio-Plexus. Sales and marketing and administrative costs excluding Bio-Plexus were approximately the same in the first quarters of 2002 and 2003, except for a small decline in litigation costs in 2003. We expect to add sales and administrative personnel as 2003 progresses, and those personnel and related costs will cause a modest increase in total SG&A costs, which we expect to be 22% to 24% of total revenue for the entire year 2003. However, actual costs may differ from our expectations.

RESEARCH AND DEVELOPMENT EXPENSES ("R&D") increased in the first quarter of 2003 by $168,000 to $471,000, and were approximately 1.5% of total revenue in both years. The principal increase was on product development for the Punctur-Guard product line to make improvements that we felt were necessary to successfully market and sell the products. We estimate that R&D costs will continue in 2003 at approximately the same percentage of total revenue as in 2002. However R&D costs could differ from those estimates and the R&D may not be completed as expected.

We plan to launch an infusion device using Punctur-Guard technology in the second quarter of 2003. These devices will be used for short-term intravenous administration therapy.

We plan to launch, in limited markets, a new I.V. connector currently under development. We expect to apply in the second half of 2003 to the FDA under Section 510(k) of the FDC Act for approval to market this new connector. There is significant technological difficulty in developing this connector, and there is no assurance that the FDA will grant marketing clearance, that we will launch this new product, or that it will achieve sales if and when we commence marketing it.

INCOME FROM OPERATIONS increased $4,387,000 or 64% and was 36% of total revenue in the first quarter of 2003, as compared with 33% in the first quarter of 2002. Gross profit, including license, royalty and revenue share income, increased 44% over that in 2001, while operating expenses increased only 18%, a far lower percentage than the increase in gross profit.

INVESTMENT INCOME decreased in the first quarter of 2003 as compared with the first quarter of 2002, notwithstanding the increase in the investment portfolio, because of declines in interest rates.

INCOME TAXES were accrued at an effective tax rate of 38.5% in the first quarter of 2003, as compared with 37% in the first quarter of 2002 and 37.4% for the entire year 2002. The increase is principally because of a one percentage point increase in the estimated federal tax rate applicable to the Company and a decline in tax exempt income as a percentage of taxable income. We expect our effective tax rate will be approximately 38.5% for the entire year 2003.

NET INCOME increased 56% to $7,070,000 in the first quarter of 2003 as compared with $4,523,000 in the comparable period last year, principally because of the increase in income from operations. NET INCOME PER SHARE - DILUTED increased $0.16 or 53%, in the first quarter of 2003 over the first quarter of 2002. This was a lower percentage than the increase in net income principally because of an increase in shares outstanding.

LIQUIDITY AND CAPITAL RESOURCES

During the first quarter of 2003, our working capital decreased $2,678,000 to $99,886,000 from $102,564,000. The decrease was principally because purchases of treasury stock and investments in property and equipment exceeded working capital generated by operations. During the three months ended March 31, 2003, our cash and cash equivalents and investment securities position decreased $9,611,000 to $78,854,000. Cash provided by operating activities of approximately $3.0 million was more than offset by the $8.6 million spent on purchasing our stock, as well as $3.0 million of capital expenditures and a $1.2 million payment of Bio-Plexus pre-acquisition liabilities.

We expect that sales of our products will continue to grow in 2003. If sales continue to increase, accounts receivable and inventories are expected to increase as well. As a result of these and other factors, our working capital requirements may increase in the foreseeable future.

Accounts receivable increased from $16,633,000 at December 31, 2002 to $27,042,000 at March 31, 2003. They were 94% of product sales for the first quarter; the December 31, 2002 balance was 81% of product sales for the fourth quarter of 2002. The principal reason for the increase was that a disproportionately high percentage of sales in the first quarter of 2003 were shipped in March and payment was not due until after March 31, 2003. Delinquencies were lower as a percentage of receivables at March 31, 2003 than they were at December 31, 2002.

Inventories decreased from $5,749,000 at December 31, 2002 to $4,378,000 at March 31, 2003. The decrease was in finished goods, principally because the December 31, 2002 balances were increased by product shipments that were deferred in the fourth quarter of 2002. Raw material continues to be high in relation to historical levels. We have been maintaining components in stock to avoid a shortage of components needed to meet production schedules until we can realign our suppliers to meet the demands of our increased volume.

We currently estimate that capital expenditures for 2003 will be approximately $12 million (excluding any acquisitions). We expect that $4 million will be spent on completion of the $7.2 million expansion in Mexico,

including an electron-beam sterilizer, $6.8 million on molds, molding equipment and automated assembly equipment, and $1.2 million on computers and software. Of those amounts, approximately $6 million was committed under contracts at March 31, 2003, and we expect to commit the balance later in 2003. Amounts of spending are estimates and actual spending may substantially differ from those amounts.

We are currently evaluating the design and capacity of our manufacturing facilities. We estimate that our current facilities and additions in progress will be adequate through 2003, but that production after 2003 will require additional clean room facilities for molding and automated assembly. We expect to decide later in the year how to meet the need for additional facilities and the location of additional clean room facilities for molding and automated assembly.

In 2002 we acquired Bio-Plexus and paid for it from our existing working capital. We may acquire other businesses or product lines in the future.

In February 2003, we purchased 56,000 shares of our common stock for $1.7 million, and in March 2003, we purchased an additional 262,300 shares for $6.9 million. Until those purchases, we had not purchased treasury stock since October 1999, except for a small amount in March 2000. We may purchase additional shares in the future. However, future acquisitions, if any, will depend on market conditions and other factors. As announced on April 15, 2003, we are considering payment of a dividend, although no decision has been made at this time.

We have a large cash and liquid investment position generated from profitable operations and stock sales, principally from the exercise of employee stock options. We maintain this position to fund our growth, meet increasing working capital requirements, fund capital expenditures, and potentially to take advantage of acquisition opportunities that may arise. Our primary investment goal is capital preservation, as further described in Item 3. Quantitative and Qualitative Disclosures about Market Risk, our liquid investments have very little credit risk or market risk.

We believe that our existing working capital, supplemented by income from operations, will be sufficient to fund capital expenditures and increased working capital requirements for the foreseeable future.

FORWARD LOOKING STATEMENTS

Various portions of this Report, including this Management's Discussion and Analysis, describe trends in our business and finances that we perceive and state some of our expectations and beliefs about our future. These statements about the future are "forward looking statements," and we identify them by using words such as "believes," "expects," "estimates," "plans," "will," "continue," "could," and by similar expressions and statements about aims, goals and plans. The forward looking statements are based on the best information currently available to us and assumptions that we believe are reasonable, but we do not intend the statements to be representations as to future results. They include, among other things, statements about:

- future operating results and various elements of operating results, including sales and unit volumes of products, future license, royalty and revenue share income, production costs, gross margins, SG&A, and R&D expense and income taxes;
- factors affecting operating results, such as shipments to specific customers, product mix, selling prices, warranty claims, rebates, returns, the market shift to needleless products, future increases or declines in sales of certain products, impact of safety legislation, achievement of business expansion goals, development of innovative systems capabilities, introduction and sales of new products, manufacturing efficiencies, labor costs, unit production costs, acquisition and use of production equipment and expansion of facilities and assembly capacity, expansion of markets and the need for additional facilities, business seasonality and customer ordering patterns;
- new or extended contracts with manufacturers and buying organizations, and dependence on a small number of customers, effect of termination of B.Braun CLAVE agreement;
- regulatory approvals, and outcome of litigation; competitive and market factors, including continuing development of competing products by other

manufacturers, consolidation of the healthcare provider market and downward pressure on selling prices; and working capital requirements, changes in accounts receivable and inventories, capital expenditures, acquisitions of other businesses or product lines, common stock repurchases and payment of a dividend.

The kinds of statements described above and similar forward looking statements about our future performance are subject to a number of risks and uncertainties which one should consider in evaluating the statements. First, one should consider the factors and risks described in the statements themselves. These factors are uncertain, and if one or more of them turn out differently than we currently expect, our operating results may differ materially from our current expectations.

Second, one should read the forward looking statements in conjunction with the Risk Factors in our Current Report on Form 8-K to the Securities and Exchange Commission dated February 15, 2002, which is incorporated by reference.

Third, our actual future operating results are subject to other important factors that we cannot predict or control, including among others the following:

- general economic and business conditions;
- the effect of price and safety considerations on the healthcare industry;
- competitive factors, such as product innovation, new technologies, marketing and distribution strength and price erosion;
- unanticipated market shifts and trends;
- the impact of legislation affecting government reimbursement of healthcare costs;
- changes by our major customers and independent distributors in their strategies that might affect their efforts to market our products;
- unanticipated production problems; and
- the availability of patent protection and the cost of enforcing and of defending patent claims.

We disclaim any obligation to update the statements or to announce publicly the result of any revision to any of the statements contained herein to reflect future events or developments.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have a portfolio of corporate preferred stocks and federal-tax-exempt state and municipal government debt securities. The securities are all "investment grade" and we believe that we have virtually no exposure to credit risk. Dividend and interest rates reset at auction for most of the securities from between seven and forty-nine day intervals, with some longer but none beyond twelve months, so we have very little market risk, that is, risk that the fair value of the security will change because of changes in market interest rates; they are readily saleable at par at auction dates, and can normally be sold at par between auction dates.

Our future earnings are subject to potential increase or decrease because of changes in short-term interest rates. Generally, each one-percentage point change in the discount rate will cause our overall yield to change by two-thirds to three-quarters of a percentage point, depending upon the relative mix of federal-tax-exempt securities and corporate preferred stocks in the portfolio and market conditions specific to the securities in which we invest.

ITEM 4. CONTROLS AND PROCEDURES

Our principal executive officer and principal financial officer have concluded, based on their evaluation of our disclosure controls and procedures (as defined in Regulations 13a-14(c) and 15a-14(c) under the Securities Exchange Act of 1934) within 90 days of filing this Report, that our disclosure controls and procedures are effective to ensure that the information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure and that such information is

recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities Exchange Commission. There were no significant changes in our internal controls or in other factors that could significantly affect our internal controls subsequent to the date of the principal executive officer's and principal financial officer's evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

PART II
OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In an action filed August 21, 2001 entitled ICU Medical, Inc. v. B Braun Medical, Inc. pending in the United States District Court for the Northern District of California, we allege that B.Braun Medical, Inc. infringes ICU's patent by the manufacture and sale of its UltraSite medical connector. We seek monetary damages and injunctive relief and intend to vigorously pursue this matter. The outcome of this matter cannot be determined at this time.

We are from time to time involved in various other legal proceedings, either as a defendant or plaintiff, most of which are routine litigation in the normal course of business. We believe that the resolution of the legal proceedings in which we are involved will not have a material adverse effect on our financial position or results of operations.

ITEM 2. CHANGES IN SECURITIES

Inapplicable

ITEM 3. DEFAULT UPON SENIOR SECURITIES

Inapplicable

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

Inapplicable

ITEM 5. OTHER INFORMATION

None

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits:

Exhibit 99.1 Certifications of Chief Executive Officer and Chief Financial Officer

(b) Reports on Form 8-K:

The Registrant filed the following Report on Form 8-K/A during the quarter for which this Report is filed:

Item 2 - February 11, 2003

The following financial statements were filed as part of the Report on Form 8K/A of February 11, 2003:

(a) Financial Statements of Business Acquired

The financial statements of Bio-Plexus, Inc. at December 31, 2001 and for the three years then ended and the report of independent auditors: incorporated by reference to Bio-Plexus, Inc.'s Form 10-K filed with the Securities and Exchange Commission (Commission file number 0-24218) for the year ended December 31, 2001.

The unaudited condensed financial statements of Bio-Plexus, Inc. at June 30, 2002 and for the six months then ended: incorporated by reference to Bio-Plexus, Inc.'s Form 10-Q filed with the Securities and Exchange Commission for the quarter ended June 30, 2002.

(b) Pro Forma Financial Information

ICU Medical, Inc. and Bio-Plexus, Inc.:

Unaudited Pro Forma Condensed Combined Balance Sheets at June 30, 2002

Unaudited Pro Forma Condensed Combined Consolidated Statements of Operations for the Year Ended December 31, 2001

Unaudited Pro Forma Condensed Combined Consolidated Statements of Operations for the Six Months Ended June 30, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ICU Medical, Inc.
(Registrant)

/s/ Francis J. O'Brien Date: May 9, 2003

Francis J. O'Brien
Chief Financial Officer
(Principal Financial Officer and)
Chief Accounting Officer)

I, the Chief Executive Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ICU Medical, Inc.:

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing

date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's auditors and the audit committee of registrant's board of directors:

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 9, 2003

/s/ George A. Lopez, M.D.

Chief Executive Officer

I, the Chief Financial Officer, certify that:

1. I have reviewed this quarterly report on Form 10-Q of ICU Medical, Inc.:

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit

committee of registrant's auditors and the audit committee of registrant's board of directors:

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involved management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were any significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: May 9, 2003

/s/ Francis J. O'Brien

Chief Financial Officer

Exhibit 99.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ICU Medical, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, George A. Lopez, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ George A. Lopez, M.D.

George A. Lopez, M.D.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of ICU Medical, Inc. (the "Company") on Form 10-Q for the period ending March 31, 2003 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Francis J. O'Brien, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. ss. 1350, as adopted pursuant to ss. 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Francis J. O'Brien

Francis J. O'Brien