UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

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

For the fiscal year ended 4/30/09

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 number 0-12459

Biosynergy, Inc.
(Name of registrant as specified in its charter)

Illinois	36-2880990
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1940 East Devon Avenue, Elk Grove Village, Illinois	60007
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (847) 956-0471

Securities registered under Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
NONE	NONE

Securities registered under section 12(g) of the Act:
Common Stock, No Par Value
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes[ ] No[X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes[ ] No[X]

Indicate by check mark whether the registrant (1) has filed all reports required 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 issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes[X] No[ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Date File required to be submitted and posted pursuant to Rule 405 of Regulations S-T (Sec. 229.405 of

this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files. Yes[ ] No[X]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Sec. 229.405 of this chapter) is not contained herein, and will not 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-K or any amendment to this Form 10-K. [X]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ]	Non-accelerated filer [ ] (do not check if a smaller reporting company
Accelerated filer [ ]	Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes[ ] No[X]

The aggregate market value of the voting stock and non-voting stock held by non-affiliates of the issuer on April 30, 2009 cannot be ascertained with any certainty because there is no established trading market for the common stock of the Company.

The number of shares of common stock outstanding on April 30, 2009 was 14,935,511.

No documents have been incorporated by reference in this report except for certain exhibits and schedules listed in Item 15.

Part I

Item 1. Business.

General Development of Business. Biosynergy, Inc. (the "Company") was incorporated as an Illinois corporation on February 9, 1976. The Company was formed primarily for the purpose of developing, manufacturing, and marketing products utilizing cholesteric liquid crystals. The Company presently manufactures and markets disposable medical, laboratory, and industrial thermometric and thermographic cholesteric liquid crystal devices. The Company also distributes certain blood bank and laboratory products manufactured by third parties to specifications of the Company.

Although the Company did not enter into any agreements materially affecting its operations during Fiscal 2009, the Company experienced an increase in sales of $9,509. The Company's sales of $1,033,318 in Fiscal 2009 were the highest in its history. The Company realized an after income tax profit of $91,364 for the fiscal year ending April 30, 2009 compared to an after income tax profit of $106,886 for Fiscal 2008. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The Company did not introduce any new products in Fiscal 2009. The Company, however, continued its development and review of the proposed products described in "Thermographic and Thermometric Devices and Accessories" below.

The Company continued to introduce its products directly to industrial customers during Fiscal 2009. The Company did not make any material sales to customers in the industrial markets. Although the ultimate results of these activities are not known, Management believes there is a need for its products and technology in the industrial markets.

Except as stated above, there were no other significant contracts or developments with regard to the Company's business during the past fiscal year.

Financial Information About Industry Segments. The Company generated revenues from sales of the medical and laboratory products listed below in the medical and laboratory industry segment during the fiscal years ended April 30, 2009 and 2008. For a description of these products, see "Narrative Description of Business."

Below is a schedule which presents the sales for each product and the percentage of the Company's total sales attributable to each product for the fiscal years ending April 30, 2009 and 2008.

Medical and Laboratory Products	Fiscal Year Ending April 30, 2009 Sales of Products	Percentage of Total Sales
HemoTemp® II BMD	$960,200	92.9%
TempTrend® TI	25,984	2.5%
HemoTemp® II Activator	21,175	2.1%
HemoTemp® BMD	18,042	1.7%
LabTemp® 40 ST	3,205	.3%
LabTemp® 20 ST	2,134	.2%
Hemo-Cool™ JR Accessories	1,199	.1%
TempTrend® II TTD	818	.1%
StaFreez® FTI	515	.1%
LabTemp®60 ST	46	.0%
	$1,033,318.45(1)	100.0%

Medical and Laboratory Products	Fiscal Year Ending April 30, 2008 Sales of Products	Percentage of Total Sales
HemoTemp® II BMD	$937,500	91.57%
HemoTemp® II Activator	26,180	2.56%
TempTrend® TI	25,468	2.49%
HemoTemp® BMD	23,794	2.32%
StaFreez® FTI	3,047	.30%
LabTemp® 40 ST	2,172	.21%
LabTemp® 20 ST	1,950	.19%
Hemo-Cool™ JR II	1,790	.17%
TempTrend® II TTD	1,003	.10%
Hemo-Cool® JR Accessories	905	.09%
	$1,023,809.00 (1)	100.0%

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(1) Includes discounts and returns.

See "Information About Foreign and Domestic Operations and Export Sales". See also "Selected Financial Data" and "Financial Statements and Supplementary Data" for the operating profit and loss and identifiable assets related to the Company's operations in its industry segment.

Narrative Description of Business. As described in "General Development of Business", the Company is presently engaged in the business of developing, manufacturing, and marketing disposable thermometric and thermographic temperature indicators and accessories for the medical, laboratory and industrial markets. The Company is also developing bacteria growth retardant agents. Further information about the business and proposed products of the Company are described below.

Thermographic and Thermometric Devices and Other Products. During the fiscal year ending April 30, 2009 the Company manufactured and marketed various medical, laboratory, and consumer thermometric and thermographic devices and accessories. These products (described below) were sold to hospitals, clinical end-users, laboratories, and product dealers.

1. The HemoTemp^{R} Core Correlated Blood Monitoring Device ("BMD") is designed to be a human blood bag temperature indicator. Human blood must be maintained, optimally, at 1-4 ^{o} C., and not allowed to exceed 10 ^{o} C. Since human blood is always in short supply, it is critical that blood be maintained within these specifications to avoid loss. HemoTemp^{R} BMD monitors the core temperature of a blood bag from 1-12 ^{o} C., and replaces the impractical mercury thermometer susceptible to breakage. HemoTemp^{R} BMD once attached to the blood bag is usable throughout the life of the blood.

2. HemoTemp^{R} II Core Correlated BMD is designed to warn blood bank personnel whenever the internal temperature of the blood bag has exceeded approximately 10-11^{o} C. HemoTemp^{R} II BMD has an irreversible indicator that is activated when the tag is applied to the blood bag at approximately 4^{o} C. After being activated, the irreversible indicator remains blue colored for at least 72 hours if the blood is kept at 4° C, however, if the blood is warmed to a temperature of 10^{o} C. or above, the indicator will lose its blue color much more rapidly or the indicator will change color; the nature and degree of the color change depend on the temperature of the sample and the time at each temperature. The irreversible indicator will not return to blue even if the blood is subsequently recooled, indicating that the blood has been warmed. The reversible portion of the indicator reversibly monitors temperatures from 1-9^{o} C. HemoTemp^{R} II BMD is non-reusable and must be replaced each time the blood bag is returned to the blood bank and reissued.

3. HemoTemp^{R} II Activator is an electronic, portable block model heater developed to provide a reliable source of heat necessary to activate the Company's HemoTemp^{R} II BMD. The HemoTemp^{R} II Activator has a thermostatic control to permit precise setting and continuous control of temperatures in the range for activation of the Company's HemoTemp^{R} II BMD. This device is intended by the Company to be used with HemoTemp^{R} II BMD as a system for blood monitoring. This device is manufactured by another company to specifications set by the Company.

4. TempTrend^{R} Temperature Indicator ("TI") is primarily used to monitor the temperature of urine specimens collected for drug testing to detect fraudulent urine specimens. Most common forms of drug testing require a urine specimen. However, the test is valid only if a legitimate urine specimen is collected which has not been altered by the subject to mask a drug abuse problem. In order to eliminate altered or fraudulent urine specimens in tests on federal employees, federal government guidelines require that urine temperature be measured within four minutes of sample collection, and that the temperature be 90.5-98.9^{o} F. Temperature measurements taken with TempTrend^{R} TI are simply a matter of observing the color illuminated number and recording the temperature. TempTrend^{R} TI also provides a non-invasive method of monitoring the actual surface temperature trends of any body surface where temperature measurement is important, such as near joints in rheumatoid arthritis and to assess blood circulation.

5. TempTrend^{R} II Temperature Trend Device ("TTD") is a second generation temperature trend device which is correlated to internal body temperature and provides a non-invasive, readily visible means of monitoring changes in body temperature. TempTrend^{R} II TTD will reflect oral temperatures such as those taken by glass thermometers. TempTrend^{R} II TTD is used intraoperatively to warn of developing hyper or hypothermic conditions. The indicator can also be used for monitoring a patient's temperature during any type of transfusion procedure.

6. LabTemp^{R} 20, LabTemp^{R} 40 and LabTemp^{R} 60 Surface Temperature Indicators ("STI") are designed to reversibly indicate the temperature of laboratory materials which require specific storage or use temperatures. LabTemp^{R} 20 STI indicates temperatures between 0-21^{o} C., LabTemp^{R} 40 STI monitors temperatures between 19-21 and 24-41^{o} C., while LabTemp^{R} 60 STI measures temperatures between 41-61^{o} C. These thermometers are designed to monitor the temperature and changes in temperature of hundreds of laboratory chemicals and supplies which require specific temperature conditions; however, these thermometers are suitable for temperature measurement of any surface.

7. StaFreez^{R} Freeze-Thaw Indicator ("FTI") is a freeze-thaw indicator which will irreversibly indicate whether frozen material is warmed to greater than -20 ^{o} C. Once the frozen product exceeds -20^{o} C., the liquid crystal indicator will turn

from blue to gray to black, and refreezing the product at a lower temperature will not bring back the original frozen state color.

8. Thermolyzer™ Liquid Conductive Cooling/Heating Device is a small product for providing continuous heating or cooling of medical fluids which are administered to patients, particularly for patients undergoing intravenous fluid administration during surgery or post-operative recovery. The device does not use electricity for heating or cooling the medical fluids. The heating or cooling is accomplished by conduction, which is a process for transporting energy in a medium from one location to another without the involvement of any visible movement.

9. The Company also has the capability of manufacturing on an as needed basis, specialty products include devices manufactured to the specification and design of the customer, such as time/ temperature shipping labels for food products under the trade name FoodGarde™ Time/Temperature Indicators and liquid crystal thermometers for general purpose thermometry. The Company is not currently selling any such specialty products.

Products Under Development. The Company is also developing these other products.

1. The Company is developing certain compounds intended for use as bacteria growth retardant agents for use in food and other products. Although these antibacterial compounds are subject to Food and Drug Administration regulation, they are historically designated as Generally Recognized As Safe (GRAS). Since there are several unknown factors regarding efficacy, supply and regulatory requirements, the outcome of this project cannot be predicted with any certainty at this time.

2. The Company is also investigating production methods for the bacteria growth retardant compound described in Paragraph 1 above. In this regard, the Company has developed certain proprietary technology related to the processing of these compounds. The Company has filed for one patent related to the processing and manufacture of bacteria growth compounds for use in food and other products and one patent related to the use of such compounds (see “Patents and Trademarks”).

3. The Company intends to market new irreversible time/ temperature indicators which will be used as shipping labels, and in other forms, for the frozen food packaging industry (under the tradename FoodGarde™), the pharmaceutical industry, and for other industries requiring careful monitoring of refrigerated or frozen materials. The devices will have irreversible color changes at various temperatures determined to be critical by the end-user. Therefore, a purchaser, whether an individual consumer or a merchant, will be able to instantaneously determine the temperature history of the material. These products will generally be customized to meet the requirements of the customer. There are currently no contracts for development, manufacture or sale of any such irreversible time/temperature indicators.

4. The Company has recognized a need exists for a simple, inexpensive indicator to determine if sensitive materials have been subjected to freezing temperatures. The Company is continuing its investigation of the feasibility of such an indicator.

5. The Company is investigating the feasibility of additional products to systematize the use of its thermometric and thermographic liquid crystal devices as well as alternative technologies to supplement its current product line where the Company’s current products are not suitable. The results of such investigations are not available at this time.

Manufacturing. The Company manufactures all of its products except for the HemoTemp® II Activator. This product is manufactured for the Company by unrelated companies on an as needed basis. Raw materials for the Company's other products are purchased, but all manufacturing of these products is performed at the Company's production facility. All outside manufacturing is done to specifications set by the Company. There are no commitments or firm agreements for outside manufacturers to provide products for the Company, and the Company does not anticipate it will enter into any such agreements in the foreseeable future.

The Company has thirty-three years of experience working with various liquid crystal formulations, thermometric and thermographic application methods and the effect of temperature and other factors on degradable materials. The Company maintains complete records of manufacturing and quality assurance testing of all of its products in compliance

with Food and Drug Administration ("FDA") regulations. All products are manufactured according to "good manufacturing practices" ("GMP") for medical devices.

Marketing and Distribution. The Company has traditionally targeted the medical and laboratory markets. While novel products, such as the Company's products, enjoy the advantage of no initial competition, they also initially lack a demonstrated market and acceptance. Furthermore, cost savings programs and awareness have slowed down the introduction of new products, particularly in the medical market. As a result, the time required to achieve acceptance of the Company's medical products is significantly increased, in Management's opinion.

The Company has historically relied on its own sales and distribution efforts for a large portion of its sales. More recently, the Company's distributors have accounted for a majority of the Company's net sales. During Fiscal 2009, Fisher Scientific Company ("Fisher") accounted for 38.11% of the Company's sales. Cardinal Health, Inc. ("Cardinal") accounted for 18.58% of Company sales during Fiscal 2009. Management believes distributors will continue to be an important part of the Company's sales and distribution system in the future.

The Company continues to negotiate with various medical and laboratory product companies for the distribution of its products under private labels and to introduce its products in the industrial, pharmaceutical and laboratory markets, the success of which cannot be assured. The Company is attempting to introduce new products to supplement its current product line. The Company is also researching products outside the traditional medical and laboratory markets, the results of which cannot be predicted at this time.

At the present time, two employees are engaged on a part-time basis in marketing the Company's products. The Company does not have an outside sales force. Since the Company markets its products to approximately 7,000 hospitals in the United States, hundreds of laboratories and industrial end-users in the United States, and thousands of hospitals and laboratories in foreign countries, it will continue to rely upon the marketing efforts of independent dealers and sales representatives for the medical and laboratory markets. The Company directly markets and sells to industrial customers.

The Company is unaware of its current market share for its medical and laboratory products.

Sources and Availability of Raw Materials. In general, the Company believes its sources and availability of raw materials and finished products to be satisfactory. Presently, there are a limited number of domestic manufacturers of liquid crystal chemicals. Although it is expected that these domestic manufacturers will continue to supply the raw liquid crystals needed for the production of the Company's products, which cannot be assured, if industrial quantities of raw liquid crystals are unavailable from domestic sources, the Company will need to import these materials from foreign suppliers, or, as an alternative, manufacture such materials itself. Other materials and products are currently available from a variety of suppliers.

Patents and Trademarks. The Company was previously granted or assigned five United States and four foreign patents relating to liquid crystal technology. All of these patents have expired. Although these patents are no longer in effect, management does not believe this will have an adverse material impact on the Company's operations, revenues or properties.

The Company was granted a patent, "Liquid Conductive Cooling/Heating Device and Method of Use", Patent Number US 7,276,046 B1, relating to the Company's thermolyzer, on October 2, 2007. This patent will expire on June 6, 2024.

The Company has filed two patents which are pending related to its products and products under development. One patent entitled "Method of Producing Eggshell Powder," application number 10/535,779 was filed on August 4, 2005 replacing provisional patent application number 60/474,175 filed May 29, 2003 and provisional patent number 60/575,336 filed May 27, 2004. The other patent, "Eggshell Antimicrobial Agent and Method of Use", application number 11/108,584 was filed April 18, 2005 replacing provisional patent application number 60/638,548 filed December 22, 2004. The application was published as U.S. Pat. Publication No. 2006/0062857. The subject of this patent is the Company's bacteria growth retardant under development. These patent applications are pending review by the U.S. Patent and

Trademark office. See “Products Under Development.” It is uncertain whether the patent pending related to the use of the bacteria growth retardant will ultimately be approved, or, if approved, will be approved as currently presented.

The Company will also seek to obtain patents on other products currently being developed, as appropriate.

The Company has received registered trademark protection on all product names to date excepting Temp-D-Tek™, Tempa-Slide™, FoodGarde™, LaproVue™ and Hemo-Cool™. The Company has retained, however, all the common law rights to the Temp-D-Tek™, Tempa-Slide™, FoodGarde™, LaproVue™, and Hemo-Cool™ trademarks. Additional trademark registrations will be applied for as needed.

Although patent and trademark protection is important, the Company believes no material adverse effects to the Company's operations will result in the event additional patents and/or trademarks are not obtained, or, if obtained, such patents and/or trademarks are held to be invalid. Certain processes and chemical formulas will be maintained only as trade secrets. Management feels that it will be difficult for potential competition to analyze or reproduce the secret processes and formulas without substantial expenditure of capital and resources.

Seasonable Aspect of Business. The business of the Company is not seasonal.

Working Capital Items. The Company has attempted to conserve working capital whenever possible. To this end, the Company attempts to keep inventory at minimum levels. The Company believes that it will be able to maintain adequate inventory to supply its customers on a timely basis by careful planning and forecasting demand for its products. However, the Company is nevertheless required, as is customary in the medical and laboratory industries, to carry inventory to meet the delivery requirements of customers and thus, inventory represents a substantial portion of the Company's current assets.

The Company presently grants payment terms to customers and dealers of 30 days. The Company will not accept returns of products from its dealers except for exchange, but does guarantee the quality of its products to the end user.

As of April 30, 2009, the Company had $766,205 of current assets available. Of this amount, $81,299 was inventory, $150,033 was net trade receivables, and $485,395 represented cash and short-term cash investments.

Management of the Company believes that it has sufficient working capital to continue operations for the fiscal year ending April 30, 2010 provided the Company's sales and ability to collect accounts receivable are not adversely affected. In the event the Company's sales decrease, the receivables of the Company are impaired for any reason, or the Company needs additional capital for its development projects, it may be necessary to obtain additional financing to cover working capital items and keep current trade accounts payable, of which there can be no assurance. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Major Customers. Fisher, the Company's primary independent product distributor, was directly responsible for 38.11% of the Company's net sales during the fiscal year ending April 30, 2009. Cardinal, the Company’s other primary distributor, accounted for 18.58% of the Company’s net sales during the fiscal year ending April 30, 2009. At April 30, 2009, Fisher owed the Company $78,150 and Cardinal owed $28,455. No other customers accounted for 10% or more of the Company’s net sales during Fiscal 2009. Management believes the loss of these distributors would materially reduce the revenues of the Company until the Company could retain, if available, the services of other major product distributors or the end users serviced by Fisher and Cardinal began ordering directly from the Company. Management has no reason to believe that the Company will lose either of these distributors in the foreseeable future.

Backlogs. The Company had no backorders at April 30, 2009 compared to $3,600 in backorders at April 30, 2008.

Government Contracts. The Company does not have a material portion of its business that may be subject to renegotiation of profits or termination of contracts or subcontracts at the election of any government entity.

Competition. The Company has no known commercial competitors of its blood monitoring devices using liquid crystal technology. Because of the Company's employment agreements with former employees and processing trade secrets, it does not anticipate competition in this area in the near future.

In the area of laboratory temperature monitoring, one known competitor, Omega Engineering, Inc., supplies RLC reversible and TL irreversible temperature indicators. In the area of a food or drink safety indicator, there is no competition known to the Company that utilizes liquid crystal technology. The Company believes that the frozen food industry presently uses primarily physical and organoleptic evaluation (e.g. evaluation of softness, texture, aroma, taste, and the like), as well as mercury thermometers and temperature sensitive inks to monitor freshness. Labels containing wax encapsulated dyes with specific low melting points and capillary action products are produced by companies such as 3M™ under the trade name MonitorMark™, Technical Industrial Products ("TIP") under the trade name Thermax®, and Medical Indicators, Inc. under the trade name NexTemp®, and IntroTech under the trade names WarmMark® and ColdMark®, among others.

The Company's HEMOTEMP® II BMD (blood bag temperature monitor) competes in the medical market against Safe-T-Vue® (William Laboratories, Inc.), MonitorMark™ (3M) and WarmMark® (DeltaTrak). Management of the Company believes that the William Laboratories and 3M products are technically inferior to HEMOTEMP® II BMD in that they provide only an irreversible monitor with nothing to warn the user that blood is approaching an unsafe temperature. In addition, the William Laboratories product must be refrigerated prior to use, and, because of their design, both products can readily be dislodged from the blood bag. There are no known commercial competitors of the Company's HemoTemp® II Activator.

The Company's TempTrend® II competes in the medical market against Tempa-Dot™ (3M), CliniTemp® and FeverScan® (Hallcrest, Inc.), TraxIt® (Medical Indicators, Inc.), and FeverScan® (Robinson Healthcare) and Crystaline (Sharn, Inc.), with others. Tempa-Dot™ is a wax impregnated strip of paper inserted into the mouth to monitor core temperature. Although it is reported to cost less than TempTrend® II thermometers, it has the disadvantage of just a single reading, invasive methodology, and it cannot be used to monitor temperature trends. The Company's TempTrend® competes in the drug testing market, specifically for urine samples, with TIP's Thermax® and others.

Other companies, such as Eurand American, are only involved in the manufacture of liquid crystal raw materials and do not directly compete with the Company for sale of medical, industrial or consumer products. Mercury and electronic thermometers are used in several competitive applications. They are generally more costly, non-disposable or not usable in most applications where liquid crystal thermometry and temperature indicators are utilized.

Research and Development. During Fiscal 2009 and 2008, the Company spent $90,572 and $86,187, respectively, on Company-sponsored research and development activities. All expenditures for research and development are expensed currently with the exception of significant equipment and set-up charges which are capitalized and depreciated or amortized over their estimated useful life.

The Company is conducting research and development of products discussed under "Products Under Development." In this regard, the Company may require financing to complete the development of these products. The success of the Company in obtaining financing for research and development may largely determine whether the Company will be able to continue the research and development for such products. Management believes the Company has sufficient working capital for anticipated research and development for the ensuing year.

Government Regulations. The Company does not currently plan to market diagnostic or therapeutic products which are subject to stringent United States Food and Drug Administration (FDA) review and pre-market approval in the near future, although some of the products under review, such as the bacteria growth retarding compound, may require pre-clearance by the FDA or other government agencies. Present medical products of the Company are classified by the FDA as Class I or Class II. These are subject only to general regulations requiring that manufacturers adhere to certain guidelines to provide reasonable assurance of utility, safety, and effectiveness. These guidelines include labeling requirements, registration with the FDA as a manufacturer, listing of devices in commercial distribution with the FDA, notification to FDA of devices proposed to be marketed, conformance to specified current good manufacturing practices in the manufacture of the devices, conformance to certain record-keeping requirements, and, in the case of Class II devices, conformance to

certain performance standards. At the present time, the Company believes that it is in compliance with regulations set forth by the FDA.

Information About Foreign and Domestic Operations and Export Sales. The Company had export sales of $45,990 during the last fiscal year, and export sales of $33,930 during the fiscal year ending in 2008. The Company also believes that some of its medical devices were sold to distributors within the United States who resold the devices in foreign markets. However, the Company does not have any information regarding such sales, and such sales are not considered to be material.

The Company does not rely on any foreign operations other than its dealers and marketing representatives in their respective marketing areas. See "Marketing and Distribution." It is not anticipated export sales will be material to operating revenues or income of the Company. Foreign sales are contingent upon, among other factors, foreign trade regulations, value of the United States Dollar and, where required, government approval of the Company's products including CE Marketing requirements.

The Company is exposed to risks generally attendant to foreign operations, including but not limited to, trade restrictions, tariffs, embargos, foreign war and unrest and competition from foreign and domestic producers. Management believes the partial or total loss of foreign operations would not have a material impact on the Company's financial condition or results of operations.

Environmental Protection Expenditures. The Company's operations are not subject to any federal, state or local laws regulating the discharge of materials into the environment which materially affect earnings or the competitive position of the Company, although the Company is subject to such laws. There were no material capital expenditures made during the last fiscal year to comply with such laws, nor are any such expenditures anticipated for Fiscal 2010.

Employees. The Company presently has four full-time employees comprised of the President (who also presently serves as the Director of Marketing and Technical Operations), and three Vice Presidents. The Company also has several part-time employees in the production department when needed.

Website. The Company maintains a Website at www.biosynergyinc.com. The Company does not make available on its Website free of charge its annual report on form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act (15 U.S.C. 78m(a) or 78o(d)). Such reports are not available on the Company's Website because management seeks to minimize costs associated with maintaining the Website. The Company will provide electronic or paper copies of its filings free of charge upon request.

Reports to Shareholders. The Company is not required to deliver annual reports to its shareholders. Historically, the Company has not delivered annual reports to its shareholders and does not intend to do so this year. However, all written material filed with the Securities and Exchange Commission may be read and copied at the Securities and Exchange Commission's Public Reference Room at 450 5th Street, N.W., Washington, D.C. 20549. Such information may also be obtained from the Public Reference Room by calling 1-800-SEC-0330 or by visiting the Securities and Exchange Commission's internet site at www.sec.gov. You may obtain copies of this Annual Report and other reports filed with the Securities and Exchange Commission by contacting the Company at 1940 East Devon Avenue, Elk Grove Village, Illinois 60007, telephone number 847-956-0471.

Item 2. Properties.

The Company's production facilities, research facilities, and administrative offices are located at 1940 East Devon, Elk Grove Village, Illinois 60007, in a 10,400 square foot facility leased from an unaffiliated third party. The lease for these facilities expires on January 31, 2011.

A majority of the Company's Elk Grove Village facility is currently in use; however, Management believes this facility is adequate for its needs in the foreseeable future. Located at the Company's facility is equipment utilized for research, development, and manufacturing of the Company's products.

The Company does not as a matter of policy invest in any derivative financial instruments or any other instruments as securities which are subject to market fluctuations which could adversely affect the financial condition or operations of the Company. The Company does not invest in real estate, mortgages or in entities owing or investing in real estate.

Item 3. Legal Proceedings.

There is no material litigation threatened or pending against the Company or any of its properties.

Item 4. Submission of Matters to a Vote of Security Holders.

None.

PART II

Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities.

Market Information. Although the common stock of the Company is traded in the over-the-counter market, there is no established public trading market due to limited and sporadic trades. Information regarding these trades is compiled by the Stock Section of the National Daily Quotation Service ("Pink Sheets") and selected broker-dealers trading such common stock.

Holders. As of April 30, 2009, there were approximately 859 shareholders of record of the Company's common stock.

Dividends. The Company has never declared any dividends and does not intend to do so until such time as the Company sustains a profitable status and has provided for all of its capital requirements.

Common Stock for Issuance Under Equity Compensation Plans. As of April 30, 2009, the Company has no outstanding equity compensation plans and otherwise has no obligation to issue or sell stock pursuant to an option or similar agreement.

Item 6. Selected Financial Data.

The registrant is not required to furnish any information in this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Net Sales. Net sales for the fiscal year ending April 30, 2009 were $9,509, or .9%, higher than the previous fiscal year. The increase in sales during Fiscal 2009 was primarily due to increased sales of the Company's HemoTemp^{R} II blood temperature indicators. The Company experienced an increase of $22,700, or 2.42%, in sales of its HemoTemp^{R} II product in Fiscal 2009 as compared to Fiscal 2008. The increase in net sales of the HemoTemp^{R} II product is a result of price increases as well as an increase in unit sales volume during Fiscal 2009.

Other Revenues. Interest income for Fiscal 2009 was $4,191 less than fiscal 2008 due to a decrease in the interest rate paid on investments of available cash during the fiscal year ending April 30, 2009. At April 30, 2009, the Company had invested $100,000 in a certificate of deposit dated February 23, 2009, with a maturity date of February 23, 2010, at an interest rate of 2.75% APY. The Company also invested $100,000 in a certificate of deposit dated April 22, 2009, with a maturity date of April 22, 2010, at an interest rate of 2.0% APY. During Fiscal 2009, the Company maintained a money market account which received an interest rate between 0.4% and 2.22% APY. The Company also realized $1,920 in miscellaneous income from subleasing a portion of the Company's storage space during Fiscal 2009.

Costs and Expenses. Overall operating costs and expenses for the fiscal year ending April 30, 2009 increased by $58,210 compared to the fiscal year ending in 2008. The increase in operating costs and expenses for Fiscal 2009 was generally related to expenses incurred as the result of increased legal and employee expenses. With the exception of the above expenses, the overhead of the Company has remained substantially constant. In order for the Company to continue without materially altering its present operations, the overall operating costs and expenses for the ensuing fiscal year are expected to be similar to or slightly higher than those of the last fiscal year.

Cost of Sales. As a percentage of net sales, the cost of sales was 27.57% for the fiscal year ending April 30, 2009 and 28.24% for the fiscal year ending April 30, 2008. This decrease in cost of sales as a percentage of net sales is primarily due to increases in the sales price of the Company's products during the comparative time periods. The Company expects that the cost of sales as a percentage of net sales will remain relatively stable over the next fiscal year in the absence of a material change in unit sales volume or an increase in cost of raw materials.

Research and Development Expenses. Research and development expenses increased during the fiscal year ending in 2009 by $4,385 or 5%, as compared to the fiscal year ending in 2008. The overall increase from Fiscal 2008 is due to increases in employee costs and supplies. The Company is investigating several new products including certain compounds for use in food and other products as antibacterial agents and research intended to improve the Company's current product line. These development expenses have remained substantially constant for the past three years. There is insufficient information available to determine the extent to which the Company will be required to allocate its resources to the continued development of these products. See "Narrative Description of Business – Products Under Development."

Marketing Expenses. The Company's marketing expenses were $138,918 in 2009 as compared to $120,034 for the fiscal year ending in 2008. The increase for Fiscal 2009 was primarily due to an increase in product advertising costs and employee salaries. The Company will continue to increase its marketing activities as resources became available which management believes is necessary to continue the Company's growth.

General and Administrative Expenses. The Company's general and administrative costs increased by $34,941 as compared to the 2008 fiscal year. The increase was primarily the result of increases in legal fees, employee costs and general maintenance costs, offset by a decrease in write-downs of obsolete inventory and general insurance. Except for unforeseen extraordinary items, increases to employee compensation associated with the Company's 401(k) plan and formal bonus plan, and normal increases in employee compensation, it is unlikely general and administrative expenses will materially change during Fiscal 2010.

Net Income/Loss. The Company experienced a net after-tax profit of $91,364 for Fiscal 2009 as compared to a net after-tax profit of $106,886 for Fiscal 2008. The overall decrease in profitability of the Company is due to increased expenses during Fiscal 2009. See discussion of various expenses above.

Assets. Since April 30, 2008, the Company's assets have increased by $58,546. This increase is primarily due to increased cash resulting from the Company's profit position. Other changes in specific items do not reflect transactions outside the ordinary course of business. See also "Related Party Transactions" below.

Related Party Transactions. The Company was owed $19,699 by F.K. Suzuki International, Inc. ("FKSI"), an affiliate, at April 30, 2009 and 2008. This account primarily represents common expenses which are charged by the Company to FKSI for reimbursement. These expenses include certain office expenses, general operating expenses and legal fees incurred in the ordinary course of business. See "Financial Statements." No interest is received or accrued by the Company. Collectibility of the amounts due from FKSI cannot be assured without the liquidation of all or a portion of its assets, including a portion of its common stock of the Company. As a result, $19,699 of the amount owed by FKSI to the Company was reclassified as a reduction of FKSI's capital in the Company.

Lauane C. Addis, Secretary and Director of the Company, is a member of the law firm of Stahl Cowen Crowley Addis LLC. Mr. Addis has represented the Company with respect to the preparation and filing of this Report. Mr. Addis, and other members and associates of Stahl Cowen Crowley Addis LLC, perform other legal services for the Company from time to time, and it is anticipated such services will be performed by Mr. Addis and other members and associates of Stahl

Cowen Crowley Addis LLC, in the future. During Fiscal 2009, the Company paid $36,000 in legal fees to Stahl Cowen Crowley Addis LLC, some of which inured to the benefit of Mr. Addis in the form of distributions from the law firm.

Liabilities. The Company's current liabilities have decreased by $33,572 since April 30, 2008. This decrease is primarily due to reduced Income Taxes payable, reduced number of vacation days earned but not paid as of April 30, 2009 as compared to the fiscal year ended April 30, 2008, and ordinary fluctuations in operations. The decrease does not represent any material change in the financial status or operations of the Company. See also "Assets" and "Liquidity and Capital Resources."

Current Assets/Liabilities Ratio. The ratio of current assets to current liabilities, 14.32 to 1, has increased from 8.11 to 1 at April 30, 2008. The increase in ratio of current assets to current liabilities is a result of recent net income realized by the Company, and is reflective of a decrease in current payables. In order to maintain the Company's asset/liability ratio, the Company's operations must remain profitable.

Liquidity and Capital Resources. During the fiscal year ending April 30, 2009, the Company had an increase in net working capital of $93,445. The increase in net working capital is primarily due to the Company's realizing a profit in Fiscal 2009.

The Company has attempted to conserve working capital whenever possible. To this end, the Company attempts to keep inventory at a minimum level. The Company believes that it will be able to maintain adequate inventory to supply its customers on a timely basis by careful planning and forecasting demand for its products. However, the Company is nevertheless required to carry sufficient inventory to meet the delivery requirements of customers and thus, inventory represents a substantial portion of the Company's current assets.

The Company presently grants payment terms to customers and dealers of 30 days. Although the Company experiences varying collection periods of its account receivable, the Company believes that uncollectible accounts receivable will not have a significant effect on future liquidity.

Cash provided by operating activities was $21,449 during Fiscal 2009. Cash provided by operating activities was $121,049 during Fiscal 2008. An aggregate of $17,177 was also used for equipment purchases and capitalized patent costs during Fiscal 2009. Except for operating capital, limited equipment purchases and patent expenses, Management is not aware of any other material capital requirements or material contingencies for which it must provide.

As of April 30, 2009, the Company had $766,205 of current assets available. Of this amount, $48,937 was prepaid expenses, $81,299 was inventory, $150,033 was net trade receivables, and $485,395 was cash and short term investments. The Company's cash flow from operations is considered adequate to fund the short-term operating capital needs of the Company. However, the Company does not have a working line of credit, and does not anticipate obtaining a working line of credit in the near future. Thus there is a risk additional financing may be necessary to fund long-term operating capital needs of the Company if the Company does not remain profitable.

Effects of Inflation. With the exception of inventory, labor costs and product sales prices increasing with inflation, inflation has not had a material effect on the Company's revenues and income from continuing operations in the past three years. Inflation is not expected to have a material effect on the Company's revenues or income in the foreseeable future.

Critical Accounting Policies and Estimates. On December 12, 2001, the SEC issued FR-60 "Cautionary Advice Regarding Disclosure About Critical Accounting Policies." FR-60 is an intermediate step to alert companies to the need for greater investor awareness of the sensitivity of financial statements to the methods, assumptions, and estimates underlying their preparation, including the judgments and uncertainties affecting the application of those policies and the likelihood that materially different amounts would be reported under different conditions or using different assumptions.

The Company's accounting policies are disclosed in Note 2 to the Financial Statements for the year ending April 30, 2009. See "Financial Statements." Except as noted below, the impact on the Company's financial position or results of operation would not have been materially different had the Company reported under different conditions or using different

assumptions. The policies which may have materially affected the financial position and results of operations of the Company if such information had been reported under different circumstances or assumptions are:

Use of Estimates - preparation of financial statements and conformity with accounting principals generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the Financial Statements and the reported amounts of revenues and expenses during the reporting period. The financial condition of the Company and results of operations may differ from the estimates and assumptions made by management in preparation of the Financial Statements accompanying this report.

Allowance for Bad Debts - The Company periodically performs credit evaluations of its customers and generally does not require collateral to support amounts due from the sale of its products. The Company maintains an allowance for doubtful accounts based on its best estimate of accounts receivable.

Hierarchy of Generally Accepted Accounting Principles – In May 2008, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards SFAS 162, "The Hierarchy of Generally Accepted Accounting Principles" (FAS 162). FAS 162 identifies the sources of accounting principles and the framework for selecting the principles used in the preparation of financial statements for nongovernmental entities that are presented in conformity with accounting principles generally accepted in the United States of America. FAS 162 shall be effective 60 days following the SEC's approval of the Public Company Accounting Oversight Board amendment to AU Section 411, "The Meaning of Present Fairly in Conformity With Generally Accepted Accounting Principles." The Company does not expect this adoption to have a material impact on its financial statements.

Disclosure About Derivative Instruments and Hedging Activities – In March 2008, FASB issued SFAS 161, "Disclosures about Derivative Instruments and Hedging Activities – an amendment of FASB Statement No. 133" (FAS 161). FAS 161 changes the disclosure requirement for derivative instruments and hedging activities. Entities are required to provide enhanced disclosures about (a) how and why an entity uses derivative instruments; (b) how derivative instruments and related hedged items are accounted for under FAS 133 and its related interpretations; and (c) how derivative instruments and related hedged items affect an entity's financial position, financial performance and cash flows. The guidance in FAS 161 is effective for financial statements issued for fiscal years and interim periods beginning after November 15, 2008, with early application encouraged. FAS 161 encourages, but does not require, comparative disclosures for earlier periods at initial adoption. FAS 161 will be effective for the Company beginning in the first quarter of fiscal 2010 (May 1, 2009). The Company is assessing the potential impact that the adoption of FAS 161 will have on its financial condition and results of operations.

Business Combinations – In December 2007, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 141 (revised 2007), "Business Combinations." SFAS No. 141(R) significantly changes the accounting for business combinations in a number of areas including the treatment of contingent consideration, preacquisition contingencies, transaction costs, in-process research and development and restructuring costs. In addition, under SFAS No. 141(R), changes in an acquired entity's deferred tax assets and uncertain tax positions after the measurement period will impact income tax expense. SFAS No 141(R) will be effective for the Company beginning in the first quarter of fiscal 2010 (May 1, 2009). The impact of this standard will only be to apply it to any business combinations that may occur in the future.

Valuation of Financial Assets and Liabilities - In February 2007, the FASB issued SFAS NO. 159, "The Fair Value Option for Financial Assets and Financial Liabilities – including an amendment to FASB Statement No. 115." SFAS No. 159 permits entities to measure certain financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 was effective for the Company beginning in the first quarter of fiscal 2009 (May 1, 2008). This standard is elective, and management did no choose to adopt the standard in the current period.

Minority Interest - In December 2007, the FASB issued SFAS No. 160, "Noncontrolling Interests in Consolidated Financial Statements, and amendment of ARB No. 51." SFAS No. 160 changes the accounting and reporting for minority interests,

which will be recharacterized as noncontrolling interests and classified as a component of equity. This new consolidation method significantly changes the accounting for transactions with minority interest holders. SFAS No. 160 is effective for fiscal years beginning after December 15, 2008. SFAS will be effective for the Company beginning in the first quarter of fiscal 2010 (May 1, 2009). The Company has no noncontrolling interests, thus management feels that FAS 160 will not have an impact on its financial position and results of operations.

Fair Value of Assets, Liabilities and Expenditures - In September 2006, FASB issued SFAS 157, "Fair Value Measurements" (FAS 157). FAS 157 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date, establishes a framework for measuring fair value and expands disclosures about fair value measurements. FAS 157 also establishes a fair value hierarchy that prioritizes information used in developing assumptions when pricing an asset of liability. FAS 157 is effective for the Company beginning in fiscal year 2009. The Company's adoption of FAS 157 did not have a significant effect on the Company's financial position or results of operations.

Forward Looking Statements. This report may contain statements which, to the extent they are not recitations of historical fact, constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 (the "Reform Act"). Such forward-looking statements involve risks and uncertainties. Actual results may differ materially from such forward-looking statements for reasons including, but not limited to, changes to and developments in the legislative and regulatory environments effecting the Company's business, the impact of competitive products and services, changes in the medical and laboratory industries caused by various factors including level of reimbursement by insurance companies and Medicare and Medicaid agencies, and other factors as set forth in this report. Thus, such forward-looking statements should not be relied upon to indicate the actual results which might be obtained by the Company. No representation or warranty of any kind is given with respect to the accuracy of such forward-looking information. The forward-looking information has been prepared by the management of the Company and has not been reviewed or compiled by the Company's independent public accountants.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

The Company has not entered into any transactions using derivative financial instruments, nor has the Company invested in any instruments or securities which are subject to market fluctuations which could adversely affect the financial condition or operations of the Company.

Item 8. Financial Statements and Supplementary Data.

The financial statements required by this item are filed as a part of this report as described in Item 15.

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure.

The Company retained the services of Blackman Kallick, LLP to audit the Company's annual financial statements as of April 30, 2009 and 2008, and to review the Company's quarterly statements. No accountants of the Company were dismissed or resigned during the past two years. There have been no disagreements with the Company's accountants regarding accounting matters or financial disclosure.

Item 9A. Controls and Procedures.

The Company has established and maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) which are controls and other procedures of the Company that are designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its Chief Executive Officer and Chief Accounting Officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. The Company's Chief Executive Officer and Chief Accounting Officer have evaluated the effectiveness of the

Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) as of the end of the period covered by this report. Based upon that evaluation, the Company's Chief Executive Officer and its Chief Accounting Officer have concluded that the Company's disclosure controls and procedures were effective.

(a) Management's Annual Report on Internal Control Over Financial Reporting.

(1) Management of the Company is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act) for the Company. The Company maintains processes designed by, or under the supervision of the Company's management, including but not limited to the Company's Chief Executive Officer and its Chief Accounting Officer, or persons performing similar functions, and effected by the Company's board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles including policies and procedures that: (i) pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and disposition of the assets of the Company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the issuer are being made only in accordance with authorization of management and directors of the Company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

(2) The Company has an Audit Committee that meets periodically with management to review the manner in which they are performing their responsibilities and to discuss auditing, internal accounting controls and financial reporting matters. It is the opinion of the Audit Committee that the Company's internal control over financial reporting is effective. The internal control over financial reporting is augmented by qualified personnel and is evaluated on a periodic basis. The evaluation is essentially an audit of the controls and procedures (and risk factors related to them) which was developed by the Company utilizing the framework proscribed by the committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control – Integrated Framework.

(3) Prior to the date of filing this Form 10-K, the Company carried out an evaluation, under the supervision and with the participation of the Company's management, including the Company's Chief Executive Officer and the Company's Chief Accounting Officer, of the effectiveness as of the end of the Company's fiscal year ending April 30, 2009 of the Company's internal control over financial reporting pursuant to Exchange Act Rule 13a-15(c). Based upon that evaluation, the Company's Chief Executive Officer and the Company's Chief Accounting Officer conclude that the Company's internal control over financial reporting is effective.

(4) This Annual Report does not include an attestation report of the Company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the Company to provide only management's report in this Annual Report.

(b) There have been no changes in the Company's internal control over financial reporting during the Company's Fiscal Quarter ending April 30, 2009 that have materially affected or are likely to materially affect the Company's internal control over financial reporting.

Item 9B. Other Information.

No information was required to be disclosed by the Company on Form 8-K during the fourth quarter of the year covered by this Annual Report.

Part III

The information contained in items 10, 11, 12, and 13 is the same information to be included in the Registrant's definitive proxy statement, if any, to be filed with the Commission, and is included herein for convenience only.

Item 10. Directors and Executive Officers of the Registrant.

The executive officers and directors of the Company are:

Name	Age	Positions with Company	Served in Office Since
Fred K. Suzuki	79	President, Chief Executive Officer, Director of Research and Development, Director of Marketing and Sales, and Chairman of the Board of Directors	February, 1976 (1)
Mary K. Friske	49	Vice President - Administration, and Manager of Sales	September, 1993
Laurence Mead	47	Vice President - Manufacturing and Development, Chief Operating Officer, Chief Financial Officer, Chief Accounting Officer, and Treasurer and Manager of Product Development	April, 1994
Beverly R. Suzuki	74	Vice President - Customer Service	June, 2005
Lauane C. Addis	53	Corporate Counsel, Secretary and Director	February, 1984 December, 1985 February, 1987
James F. Schembri	74	Director	November, 1990

(1) Mr. Suzuki did not serve as President from August 1982 through February 1983. Prior to October, 1984, Mr. Suzuki served as Treasurer of the Company, and was once again appointed Treasurer on June 30, 1991.

As an incentive for his investment in the Company, the Board of Directors agreed to nominate James F. Schembri as a candidate for election to the Board of Directors of the Company. Other than the foregoing, there are no arrangements or understandings between any of the directors or officers of the Company and any other person pursuant to which any director or officer was or is to be selected as a director or officer.

The term of office for the members of the Board of Directors extends to the next regular meeting of shareholders or until they resign and until their successors are duly elected. The term of office for the officers of the Company extends until

they resign, are not re-elected by the Board of Directors, or are otherwise replaced by the Board of Directors of the Company.

Family Relationships. Lauane C. Addis is the son-in-law of Fred K. Suzuki. Beverly R. Suzuki is the spouse of Fred K. Suzuki. Otherwise, there is no family relationship between any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer.

Involvement in Certain Legal Proceedings. None of the officers or directors are or have been involved in any legal proceedings which are material to an evaluation of the ability or integrity of same.

Business Experience. Certain information regarding the business experience of the directors, officers, significant employees and consultants of the Company are set forth below:

FRED K. SUZUKI, Jr., Chairman of the Board, President, Chief Executive Officer, Director of Research and Development and Director of Marketing and Sales. Mr. Suzuki is founder of the Company and has served as President of the Company since its inception in 1976 to August 1982 and from February 1983 to the present. He has served as Chairman of the Board of Directors of the Company since its inception to the present, and as Treasurer from its inception to October, 1984 and from July, 1991 until June, 2008. Mr. Suzuki is also President and Chairman of the Board of Directors of F.K. Suzuki International, Inc. ("FKSI"), and President and Chairman of the Board of Directors of Medlab Products, Inc. ("Medlab"), affiliates of the Company. Mr. Suzuki is the sole owner, President and Director of Suzuki International, Inc. ("SI"). Mr. Suzuki also served as President and Chairman of the Board of Directors of Stevia Company, Inc. ("Stevia") until its dissolution on April 16, 1999. FKSI is a holding company of Medlab and the Company, and was a holder of a majority of the common stock of Stevia until its dissolution. As such, it has no other business operations. See "Security Ownership of Certain Beneficial Owners and Management." Medlab is a dormant company, organized to develop, manufacture, and market scientific products. Stevia was a development company in the business of developing, manufacturing, and marketing natural sweeteners and other products derived from Stevia rebaudiana plant. SI is in the business of marketing various products. Mr. Suzuki has developed several patents or patents pending for clinical instruments and has licensed them to unaffiliated corporations. These patents do not inure to the benefit of the Company. Mr. Suzuki has developed several patents in the area of Diterpene glycosides chemistry derived from the Stevia rebaudiana plant. Mr. Suzuki also holds patents in the area of liquid crystal chemistry. Mr. Suzuki attended Roosevelt University from 1951 to 1954, where he studied Chemistry and Biology.

MARY K. FRISKE, Vice President - Administration and Manager of Sales. Ms. Friske joined the office staff in July, 1983. Ms. Friske served as an Executive Secretary for several years and was promoted to Office Manager in 1989. In September, 1993, Ms. Friske was appointed Vice President - Administration and Manager of Sales. Ms. Friske received her Bachelor of Science degree in May, 1981 from Eastern Illinois University where she majored in Personnel Management.

LAURENCE MEAD, Chief Operating Officer, Chief Financial Officer, Vice President – Manufacturing and Development, Chief Accounting Officer, Treasurer, Manager of Product Development and Director. Mr. Mead joined the production department of the Company in 1980, and has served as the Company's Production Manager since 1984. In April, 1994, Mr. Mead was appointed Vice President - Manufacturing and Manager of Financial and Product Development. Mr. Mead was appointed to the Company's Board of Directors in June, 2006. Mr. Mead received his Bachelor of Science degree in August, 1992 from Roosevelt University where he majored in Accounting.

BEVERLY R. SUZUKI, Vice President - Customer Service. Mrs. Suzuki was elected to the office of Vice-President - Customer Service on June 20, 2005. Mrs. Suzuki served the Company as a sales representative from 1993 through 2000 promoting the Company's products directly to end users. In 2000, Mrs. Suzuki was promoted to the position of research associate/sales liaison. During this time, Mrs. Suzuki assisted both in research and product production development as well as continuing with her marketing and sales responsibilities. Mrs. Suzuki's extensive experience in sales and customer service includes serving as a sales representative for Computer Services Bull, H.N. from 1992 to 1993, serving as a sales representative for Honeywell, Inc. from 1984 to 1991, and serving as human resources assistant for UOP, Inc. from 1970 to 1983. Mrs. Suzuki attended DePaul University from 1963 to 1966 and again from 1978 to 1979. Mrs. Suzuki also completed course work at William Rainey Harper College during 1983 and 1984.

LAUANE C. ADDIS, Secretary and Director. Mr. Addis is currently a member of the law firm Stahl Cowen Crowley Addis LLC, Chicago, Illinois. Mr. Addis served the Company from February, 1984 to December, 1985 as its Vice President - Finance and Chief Financial Officer. From December, 1985 thru June, 1991, Mr. Addis also served as Executive Vice President, Chief Operating Officer, Chief Financial Officer, and Treasurer of the Company. Mr. Addis is an officer and director of FKSI, an affiliate of the Company. Mr. Addis is also a member of the board of directors of Northwest Suburban Day Care Center, a non-profit organization which provides child day care services for low-income and indigent persons. Mr. Addis graduated from Andrews University with a B.A. in History and Business Administration in June, 1978. He received his Doctor of Jurisprudence from Baylor University in 1981 and his Master of Laws in Taxation from the University of Denver in 1982. Mr. Addis is a member of the Colorado, Illinois and Texas Bar Associations.

JAMES F. SCHEMBRI, Director. Mr. Schembri was elected to the Board of Directors on November 15, 1990. Mr. Schembri is the founder and President of Schembri & Associates (formerly Automatic Controls Company). This company was a manufacturer's representative with offices in Michigan, Ohio and Kentucky. Mr. Schembri is one of the founders and President of Fenton Systems, Inc., Goodrich, Michigan. In addition to these activities, Mr. Schembri is founder and President of Wickfield Leasing Company, which leases automobiles and office equipment. Mr. Schembri also served as a director of Stevia until its dissolution on April 16, 1999. Mr. Schembri received his Bachelor of Science Degree in Mechanical Engineering from the University of Detroit in June, 1957.

Section 16(a) Beneficial Ownership Reporting Compliance. The Company did not receive any reports during fiscal 2009 required to be filed by a director, officer or beneficial owner of more than 10% of the Company's common stock pursuant to Section 16(a) of the Securities and Exchange Act. Management is not aware of any director, officer or beneficial owner of more than 10% of the Company's common stock who has failed to file on a timely basis any reports required by Section 16(a) of the Securities Exchange Act during the fiscal year ending April 30, 2009.

Audit Committee. The Audit Committee reviews and, when it deems appropriate, approves internal accounting and financial controls for the Company and accounting principals and auditing practices and procedures to be employed in the preparation and review of the financial statements of the Company. The Audit Committee also meets periodically with management to review the manner in which they are performing their responsibilities and to discuss auditing, internal accounting controls and financial reporting matters. The Audit Committee also makes recommendations to the Board of Directors concerning the engagement of independent public auditors to audit the annual consolidated financial statements, review the unaudited quarterly financial statements of the Company, and perform other services for the Company. The Audit Committee arranges with such auditors the scope of the audit to be undertaken by them and any other services to be provided. The Audit Committee currently has one member, James F. Schembri, a director of the Company. The Board of Directors has determined that Mr. Schembri is a financial expert as a result of Mr. Schembri's experience described under "Business Experience" above. Mr. Schembri is an independent director as defined in Rule 401of Regulation S-B under the Securities Act and the Securities Exchange Act.

Audit Committee Charter. The Board of Directors has adopted a written charter for the Audit Committee. A copy of the Audit Committee Charter is available without charge upon request delivered to the Company at its principal executive offices.

Code of Ethics. The Company has adopted a Code of Ethics which applies to all officers of the Company. A copy of the Company's Code of Ethics has been filed with this Annual Report on Form 10-K as Exhibit 14 and is incorporated by reference.

Item 11. Executive Compensation.

The following summary compensation table sets forth a summary of compensation for services in all capacities to the Company during the fiscal years ended April 30, 2009 and 2008 paid to the Chief Executive Officer and Chief Operating Officer. None of the Company's other executive officers received annual salaries and bonuses for such fiscal years exceeding $100,000.

Summary Compensation Table:

Name and Principal Position	Year $	Salary $	Bonus $	Stock Awards $	Option Awards $	Non-Equity Incentive Plan Compensation (2) $	Nonqualified deferred compensation earnings $	All Other Compensation (1) $	Total $
Fred K. Suzuki, President, Chairman of the Board, and Chief Executive Officer	2009	$117,791	$2,880	--	--	5,204	--	$16,754	$142,629
	2008	$106,896	$6,960	--	--	--	--	$2,500	$116,356
Laurence C. Mead, Chief Operating Officer, Chief Financial Officer, Vice President/Manufacturing and Development Chief Accounting Officer, Treasurer and Manager of Product Development	2009	$102,018	$2,880	--	--	4,508	--	$8,380	$117,786
	2008	$91,700	$6,380	--	--	--	--	$2,500	$100,580

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(1) No executive officer received perquisites in excess of the lesser of $50,000 or 10% of the aggregate of such officer's salary and bonus. Mr. Suzuki received $14,254 in lieu of accrued vacation for Fiscal 2009. Mr. Suzuki and Mr. Mead each received $2,500 for their services as directors in Fiscal 2009 and 2008. Mr. Mead also received $5,880 in lieu of accrued vacation for Fiscal 2009.

(2) Amounts represent Company's match portion of 401(k) contribution.

Stock Options.

The Company did not grant stock options to any of the named executive officers during the predecessor period of the fiscal year ended April 30, 2009, and no such stock options were outstanding as of April 30, 2009.

Directors Compensation

The directors' compensation is determined by the Company's Compensation Committee and approved by the Board of Directors. The following Director Compensation Table sets forth a summary of compensation for services by the directors of the Company in their capacities as directors for the fiscal year ending April 30, 2009.

Directors Compensation Table

Director Name	Fees Earned or Paid in Cash ($)	Total ($)
Fred K. Suzuki, President, Chairman of the Board, and Chief Executive Officer(1)	$2,500	$2,500
James F. Schembri, Director	$2,500	$2,500
Lauane C. Addis, Director and Secretary	$2,500	$2,500
Laurence C. Mead, Director, Vice-President-Manufacturing, Chief Operating Officer, and Chief Accounting Officer (1)	$2,500	$2,500

(1) Does not include compensation received as an officer of the Company. See also "Summary Compensation Table" above for more information.

All officers and directors are reimbursed for out-of-pocket expenses incurred in connection with the Company's business. See "Certain Relationships and Related Party Transactions."

The Company put in place a 401(k) retirement plan in June of 2008 to benefit the Company's employees, including officers. The plan provides for the Company to match participant contributions up to 5% of the participant's compensation. Management of the Company believes it is important to provide a retirement plan for the benefit of its employees to retain key employees and provide its employees with retirement benefits.

Compensation Committee. The Company has a Compensation Committee of its Board of Directors. The Compensation Committee makes all decisions concerning the compensation of the officers and directors of the Company, including, but not limited to, the granting of options to acquire common stock of the Company. The current members of the Compensation Committee are James F. Schembri, director of the Company, and Lauane C. Addis, director and the Secretary of the Company.

Compensation Committee Interlocks and Insider Participation. The members of the Company's Board of Directors serving as the Compensation Committee are set forth in the preceding section. During the most recent fiscal year, none of our executive officers served on the Compensation Committee (or equivalent), or the board of directors, of another entity whose executive officer(s) served on our Compensation Committee.

Compensation Committee Charter. The Board of Directors has adopted a written charter for the Compensation Committee. A copy of the Compensation Committee Charter is available without charge upon request delivered to the Company at its principal executive offices.

Competitiveness of Company's Compensation System. The Compensation Committee of the Company's Board of Directors has reviewed and discussed the competitiveness of the Company's compensation system and has concluded that such system is competitive with the compensation systems of similar sized organizations operating in identical or similar industries.

Performance of the Compensation Committee. The Compensation Committee of the Company's Board of Directors has reviewed its performance during the fiscal year ending April 30, 2009 and has concluded that the Compensation Committee has performed all necessary duties and complied with all of its obligations as set forth in the Compensation Committee charter. The Compensation Committee has adopted a bonus program for all executive officers of the Company based on Company profitability. In the aggregate, $25,020 in bonuses was paid or accrued during fiscal year ended April 30, 2009 to four executive officers. Under the bonus program, as Company profitability improves, the bonus payouts will increase. The distribution of the bonus payouts under the bonus program is determined with consultation from the Company's CEO.

Report of the Compensation Committee. The Compensation Committee of the Company's Board of Directors has reviewed and discussed the Compensation Discussion and Analysis presented above with management and, based on that review and discussion, has recommended to the Company's Board of Directors that the Compensation Discussion and Analysis be included in this Annual Report on Form 10-K.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

The following table sets forth information as of April 30, 2009, as to the voting securities of the Company owned by the officers and directors of the Company and by each person who owns of record, or is known by the Company to own beneficially, more than 5% of any class of voting securities.

Title of Class	Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Common Stock	Fred K. Suzuki 710 S. Kennicott Arlington Heights, Illinois 60005	5,526,146 shares of record and beneficial (1)	37.00%
Common Stock	F.K. Suzuki International, Inc. 1940 E. Devon Ave. Elk Grove Village, IL 60007	4,497,146 shares record and beneficial	30.11%
Common Stock	Lauane C. Addis 1819 Orleans Circle Elk Grove Village, IL 60007	4,506,146 shares record and beneficial (2)	30.17%
Common Stock	James F. Schembri 3565 Port Cove Dr. #73 Waterford, MI 48328	1,291,500 shares of record and beneficial (3)	8.65%
Common Stock	Mary K. Friske (4) 940 Bradley Court Palatine, IL 60074	41,000 shares of record and beneficial	.27%
Common Stock	Laurence C. Mead (5) 1151 Warwick Cir. North Hoffman Estates IL 60169	61,250 shares of record and beneficial	.41%
Common Stock	Beverly R. Suzuki (6) 710 S. Kennicott Arlington Heights IL 60005	820,000 shares of record and beneficial	5.49%
Common Stock	All directors and officers as a group (6 members)	6,928,896	46.39%

(1) Fred K. Suzuki is President of F.K. Suzuki International, Inc. ("FKSI") and owns 33.5% of the outstanding common stock of FKSI. Mr. Suzuki personally holds of record 209,000 shares of the Company's common stock; however he is deemed to be beneficial owner by reason of voting and disposition control of 4,497,146 shares which are owned by FKSI and 820,000 shares which are owned by him and Beverly R. Suzuki as joint tenants.

(2) Mr. Addis personally owns 9,000 shares of the outstanding Common Stock of the Company. In addition, Mr. Addis owns 31.1% of the outstanding Common Stock of FKSI, which owns 30.11% of the Common Stock of the Company. Mr. Addis is therefore deemed to be beneficial owner by reason of voting and disposition control of 4,497,146 shares owned by FKSI.

(3) Included in the shares owned by Mr. Schembri are 66,000 shares in Mr. Schembri's individual retirement account for the benefit of Mr. Schembri.

(4) In addition to the Shares of outstanding common stock of the Company owned by Mary K. Friske, she also owns 200 shares, or approximately .2%, of the outstanding common stock of FKSI, which owns 30.11% of the common stock of the Company.

(5) In addition to the common stock of the Company owned by Laurence C. Mead, he also owns 4,000 shares, or approximately 4%, of the outstanding common stock of FKSI, which owns 30.11% of the common stock of the Company.

(6) Beverly R. Suzuki is deemed to be a beneficial owner by reason of voting and disposition control of 820,000 shares owned by her and Fred K. Suzuki as joint tenants.

Changes in Control. The Company does not know of any arrangements, the operation of which may at a subsequent date result in a change in control in the Company nor has a change in the control of the Company occurred during the last fiscal year.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

At April 30, 2009, F.K. Suzuki International, Inc. ("FKSI") owed $19,699 to the Company in connection with past shared common expenses. Since a portion of this receivable had been outstanding for a significant period of time, and FKSI was not in a position to reimburse the Company without the liquidation of all or a portion of its assets, including common stock of the Company, $19,669 of the receivable balance was reclassified as a contra-equity account thus reducing FKSI's capital in the Company. See "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Lauane C. Addis, Secretary and Director, as a member of the law firm of Stahl Cowen Crowley Addis LLC, has represented the Company with respect to the preparation and filing of this Report. Mr. Addis, and other Members and associates of Stahl Cowen Crowley Addis LLC, perform other legal services for the Company from time to time, and it is anticipated such services will be performed by Mr. Addis and other members and associates of Stahl Cowen Crowley Addis LLC, in the future. During Fiscal 2009, the Company paid $36,000 in legal fees to Stahl Cowen Crowley Addis LLC, some of which inured to the benefit of Mr. Addis in the form of distributions from the law firm. Mr. Addis is an officer, director and shareholder of the Company, and is also the son-in-law of Fred K. Suzuki, President and Chairman of the Board of Directors. See "Directors and Executive Officers of the Registrant" and "Security Ownership of Certain Beneficial Owners and Management."

Except with regard to the above, there were no other material transactions involving management of the Company or any third party during the last fiscal year which accrued to the benefit of officers or directors of the Company.

Item 14. Principal Accounting Fees and Services.

Blackman Kallick, LLP served as independent auditors for the fiscal year ended April 30, 2009, and it has acted as auditors for the Company since May 1, 2002.

Audit Fees. Fees billed by Blackman Kallick, LLP totaled $47,510 for year ended April 30, 2009 and $48,042 for year ended April, 30, 2008. This included fees for the annual audit and reviews of all the Company's quarterly reports filed by the Company with the SEC during the fiscal year ended April 30, 2009.

Audit-Related Fees. Blackman Kallick, LLP did not bill any fees for professional services described in paragraph 9(e)(2) of Schedule 14A during the past two fiscal years.

Tax Fees. During the fiscal year ending April 30, 2009, Blackman Kallick, LLP billed the Company $4,063 for professional fees related to tax services rendered to the Company. Blackman Kallick, LLP billed the Company $4,860 for professional fees related to tax services during the fiscal year ending April 30, 2008.

All Other Fees. Blackman Kallick, LLP did not bill for any fees for professional services described in Item 9(e)(4) of Schedule 14A during the past two fiscal years.

Audit Committee Review. The Company's Audit Committee is required to approve all non-audit services to be performed by Blackman Kallick, LLP. In this respect, the Audit Committee has considered whether the provision of the tax services during the Company's fiscal year ending April 30, 2009 was compatible with maintaining the independence of Blackman Kallick, LLP. The Audit Committee has made a determination that the independence of Blackman Kallick, LLP will not be adversely affected as a result of performance of tax services for the Company, and therefore has approved the performance of such tax services for the fiscal years ending April 30, 2009 and April 30, 2008.

Item 15. Exhibits, Financial Statement Schedules

The following financial statements, schedules and exhibits are filed as a part of this report:

(a) (1) Financial Statements.

Balance sheets for the fiscal years ending April 30, 2009 and 2008.

Statements of operations for the fiscal years ending April 30, 2009 and 2008.

Statements of Shareholders' Equity for the fiscal years
April 30, 2009 and 2008.

Statements of Cash Flows for fiscal years ending
April 30, 2009 and 2008.

Notes to financial statements.

(a) (2) List of Financial Statement Schedules:

No financial schedules for the fiscal years ending April 30, 2009 and 2008 are submitted.

Except as listed above, there are no financial statement schedules required to be filed by Item 8 of this Form 10-K except for those otherwise shown on the financial statements or notes thereto contained in this report.

(a)(3) The Following Exhibits are Filed as a Part of this Report:

2. Plan of Acquisition, reorganization, arrangement, liquidation or succession - none.

3. a. Articles of Incorporation(1)

b. Amended and Restated By-Laws(2)

4. Instruments Defining the Rights of Security Holders, Including Indentures - none.

9. Voting Trust Agreements - none.

10. Material Contracts - none.

11. Statement Regarding Computation of Earnings Per Share - none.

13. Annual or Quarterly Reports to Security Holders - none.

14. Code of Ethics.

(a) Amended and Restated Code of Ethics of Biosynergy, Inc., adopted as of June 30, 2009

16. Letter Regarding Change in Certifying Accountants - none.

18. Letter Regarding Change in Accounting Principles - none.

19. Previously Unfiled Documents - none.

22. Subsidiaries of Registrant - none.

23. Published Report Regarding Matters Submitted to Vote of Security Holders - none.

24. Consent of Experts and Counsel - none.

25. Power of Attorney - none.

31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
Accompanying this Report.

31.2 Certification of the Chief Accounting Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934.
Accompanying this Report.

32.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Sect. 1350.
Accompanying this Report.

32.2 Certification of the Chief Accounting Officer pursuant to Rule 13a-14(b) under the Securities Exchange Act of 1934 and 18 U.S.C. Sect. 1350.
Accompanying this Report.

(99) Additional Exhibits - none

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(1) Incorporated by reference to a Registration Statement filed on Form S-18 with the Securities and Exchange Commission, 1933 Act Registration Number 2-83015C, under the Securities Act of 1933, as amended.

(2) Incorporated by reference, to the Company's Current Report filed on Form 8-K with the Securities and Exchange Commission as of July 2, 2009.

(b) Reports on Form 8K. No current reports on Form 8K were filed or were required to be filed during the last quarter covered by this report.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

REGISTRANT: BIOSYNERGY, INC.

/s/ Fred K. Suzuki /s/	July 29, 2009
Fred K. Suzuki, Chairman of the Board, Chief Executive Officer and President	Date

Pursuant to the requirements of Securities and Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Fred K. Suzuki /s/	July 29, 2009
Fred K. Suzuki, Chairman of the Board of Directors, Chief Executive Officer, President and Treasurer	Date

/s/ Lauane C. Addis /s/	July 29, 2009
Lauane C. Addis, Secretary and Director	Date

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Fred K. Suzuki, certify that:

1. I have reviewed this Annual Report on Form 10-K of Biosynergy, Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 29, 2009

/s/ Fred K. Suzuki /s/
Fred K. Suzuki
Chairman of the Board, Chief Executive
Officer and President

EXHIBIT 31.2

CERTIFICATION OF CHIEF ACCOUNTING OFFICER

I, Laurence C. Mead, certify that:

1. I have reviewed this Annual Report on Form 10-K of Biosynergy, Inc.;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: July 29, 2009

/s/ Laurence C. Mead /s/
Laurence C. Mead
Vice President/Manufacturing and Development,
Chief Financial Officer, and Chief Accounting Officer

Exhibit 32.1

CERTIFICATION 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 Annual Report of Biosynergy, Inc. (the "Company") on Form 10-K for the year ending April 30, 2009, the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that: (1) the Report fully complies with the requirements of Section 13(a) and 15(d) of the Securities and Exchange Act of 1934; and (2) the information contained in the Report fairly represents, in all material respects, the financial conditions and results of operations of the Company as of April 30, 2009, and for the period then ended.

Biosynergy, Inc.

/s/ Fred K. Suzuki /s/
Fred K. Suzuki
Chairman of the Board, Chief Executive
Officer and President

Dated: July 29, 2009

Exhibit 32.2

CERTIFICATION 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 Annual Report of Biosynergy, Inc. (the "Company") on Form 10-K for the year ending April 30, 2009, the undersigned hereby certifies pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 that: (1) the Report fully complies with the requirements of Section 13(a) and 15(d) of the Securities and Exchange Act of 1934; and (2) the information contained in the Report fairly represents, in all material respects, the financial conditions and results of operations of the Company as of April 30, 2009, and for the period then ended.

Biosynergy, Inc.

/s/Laurence C. Mead/s/
Laurence C. Mead
Vice President/Manufacturing and Development,
Chief Financial Officer, and Chief Accounting Officer

Dated: July 29, 2009